

Ghani

THE GLASS EXPERTS

**GHANI VALUE
GLASS LIMITED**

NOTICE OF EXTRAORDINARY GENERAL MEETING

IF UNDELIVERED PLEASE RETURN TO

Ghani Value Glass Limited

40-L, Model Town Extension, Lahore.

UAN: 042-111-949-949

Fax: 042-35172263

www.ghanivalueglass.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting of the members of **GHANI VALUE GLASS LIMITED** will be held on Monday June 19, 2023 at 12:00 noon, at Park Lane Hotel, 107-B3, Gulberg III, MM Alam Road, Lahore to transact the following business:

Ordinary Business

1. To confirm the minutes of Extraordinary General Meeting held on March 31, 2023.

Special Business

Increase in Authorized Capital

2. To consider and if deemed fit, pass the following special resolutions, with or without modification, as proposed by the directors, to increase the authorized capital of the company:

“RESOLVED that the Authorized Share Capital of the Company be and is hereby increased from Rs.1,500,000,000 (Rupees one billion five hundred million only) divided into 150,000,000 ordinary shares of Rs.10 each to Rs.3,000,000,000 (Rupees three billion only) divided into 300,000,000 ordinary shares of Rs.10/- each.”

“FURTHER RESOLVED THAT existing clause V of Memorandum of Association and clause IIA of Article of Association of the Company be and is hereby amended accordingly.”

Memorandum of Association

- V. The Authorized Capital of the Company is Rs.3,000,000,000 (Rupees three billion only) divided into 300,000,000 ordinary shares of Rs.10 each with powers to increase, reduce, subdivide, consolidate or reorganize its Capital and to divide the shares in the Capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017.

Articles of Association

- IIA. The Authorized Capital of the Company is Rs.3,000,000,000 (Rupees three billion only) divided into 300,000,000 ordinary shares of Rs.10 each with powers to increase, reduce, subdivide, consolidate or reorganize its Capital and to divide the shares in the Capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017.

“FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary be and are hereby authorized to comply with the legal formalities and to file the requisite documents in the office of the SECP Lahore as required under the statutory provisions of Companies Act, 2017.”

Dissemination of information regarding Annual Audited Financial Statement to the shareholders through QR enabled code and weblink

3. To consider dissemination of annual audited financial statements through QR enabled code and weblink instead of transmitting the same in the form of CD/DVD/USB and approve the following resolution as a Special Resolution with or without modification.

“RESOLVED that dissemination of information regarding annual audited financial statements to the shareholders through QR enabled code and weblink as notified by the Securities and Exchange Commission of Pakistan vide its SRO 389 (1)/2023 dated 21st March, 2023, be and is hereby approved while considering technological advancements and old technology becoming obsolete., the circulation of annual financial statements through CD/DVD/USB be discontinued.”

4. To transact any other business with the permission of the Chair.

Lahore: May 29, 2023

By order of the Board
Hafiz Muhammad Imran Sabir
Company Secretary

NOTES:

- The share transfer books of the Company will remain closed from June 13, 2023 to June 19, 2023 (both days inclusive). Members whose names appear on the register of members as at the close of business on June 12, 2023 will be entitled to attend the Extraordinary General Meeting.
- A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint another member as a proxy to attend and vote on his/her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the Company or not.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarized certified copy of the power of attorney or authority in order to be effective must be deposited at the Share Registrar of the Company not less than 48 hours before the time for holding the meeting, and must be duly stamped, signed and witnessed.
- Members are requested to promptly notify Company's Shares Registrar M/s. Corplink (Pvt.) Ltd., Wings Arcade, 1-K Commercial, Model Town, Lahore, Ph: 042-35916714, 35916719 Fax: 042-35869037 of any change in their addresses to ensure delivery of mail.
- CDC Account holders will further have to follow the guidelines as laid down in Circular No. 1, dated January 26, 2000, issued by Securities and Exchange Commission of Pakistan ("SECP").

Video Conference Facility

In terms of the Companies Act, 2017, members residing in a city holding at least 10% of the total paid up share capital may demand the facility of video-link for participating in the extraordinary general meeting. The request for video-link facility shall be received by the Share Registrar at the address given hereinabove at least 7 days prior to the date of the meeting on the Standard Form available on the website of the Company.

In compliance with the guidelines issued by the Securities & Exchange Commission of Pakistan vide circular No.6 of 2021 issued on March 03, 2021, the company has arranged a video link facility for shareholders to participate in the meeting through their smartphones or computer devices from their homes or any convenient location after completing meeting attendance formalities. Shareholders interested in attending the meeting through the video link are requested to register by submitting their following particulars at the Company Secretary's email (hafiz.imran@ghaniglass.com) not later than 48 hours before the time for holding the meeting. The link to participate in the meeting will be sent to the shareholders at the email address provided by them. Shareholders are requested to fill the particulars as per the below table:

Name of Shareholder	CNIC NO.	Folio /CDC Account No.	No. of Shares Held	Cell No.	Email address

Electronic Voting

In accordance with the Companies (Postal Ballot) Regulations 2018, for the purpose of approval of any agenda item at the EOGM, members will be allowed to exercise their vote through postal ballot i.e., by post or e-voting, in the manner and subject to conditions contained in the Companies (Postal Ballot) Regulations, 2018

Procedure for E-Voting

- a. In accordance with the Companies (Postal Ballot Regulation , 2018 (the "regulation") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all businesses classified as special business under the Companies Act, 2017 in the manner and subject to conditions contained in the Regulations.
- b. Detail of e-voting facility will be shared through e-mail with those members of the company who have valid CNIC numbers, cell numbers/email addresses (Registered email ID) available in the Register of Members of the Company by the end of business on June 12, 2023. Members who

intend to exercise their right of vote through E-voting shall provide their valid CNIC number, cell numbers and email addresses on or before June 12, 2023.

- c. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d. Members shall cast vote for agenda item No.2 & 3 online from June 16, 2023, 9:30 a.m. till June 18, 2023, 5:30 p.m. Voting shall close on June 18, 2023 at 5:30 p.m. A vote once cast by a member shall not be allowed to be changed.

Procedure for Voting Through Postal Ballot

- a. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.ghanivalueglass.com to download.
- b. The members must ensure that the dully filled and signed ballot paper along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address Ghani Value Glass Limited, 40-L, Model Town Ext., Lahore, or email at chairman.gvg@ghaniglass.com one day before the EOGM i.e. June 18, 2023 before 5:30 p.m. A postal ballot received after this time/date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.

Statement of Material Facts under Section 134(3) of the Companies Act, 2017

Item No.2

Increase in Authorized Capital

The Board of Directors in their meeting held on May 29, 2023 has recommended to increase Authorized Capital of the Company from Rs.1,500,000,000 (Rupees one billion five hundred million only) divided into 150,000,000 ordinary shares of Rs.10 each to Rs.3,000,000,000 (Rupees three billion only) divided into 300,000,000 ordinary shares of Rs.10/- each for raising equity in future.

Item No.3

Dissemination of information regarding Annual Audited Financial Statement to the shareholders through QR enabled code and weblink

In order to implement SECP notification with respect to transmission/ circulation of information such as annual audited financial statements through QR enabled code and weblink instead of CD/DVD/USB and will also be provided through e-mail if they desire to receive the same at their e-mail addresses. Special resolution is a part of the notice for concurrence of shareholders to adopt the newly introduced mode of transmission. However, for convenience of shareholders Standard Request Form is available on Company's website for those who opt to receive the hard copy of annual audited financial statements with relevant documents at their registered addresses.

Interest of Directors

The directors are not interested, directly or indirectly, in the above businesses except to the extent of their shareholding in company.

Availability of Documents

All material information (including Memorandum and Articles of Association of the Company and SECP notification regarding annual accounts) in respect of special businesses are placed for information of the shareholders at the registered office of the company and shall be available for inspection from 9:30 a.m. to 5:30 p.m. on any working day before the date of EOGM.

Ballot Paper for Voting Through Post

(Extraordinary General Meeting to be held at 12:00 noon on Monday June 19, 2023)

Designated email address of the Chairman at which the duly filled in ballot paper may be sent:
chairman.gvg@ghaniglass.com

Name of shareholder/Joint shareholders	
Registered Address	
Number of Share held (on close of June 12, 2023) and folio number	
CNIC No./Passport No (in case of foreigner) (Copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, Corporation and Federal Government)	

I/we hereby exercise my/our vote in respect of the following resolution through postal ballot by conveying my/our assent or dissent to the following resolution by picking tick (✓) mark in the appropriate box below

Sr. No.	Name and Description of Resolutions	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	<p>"RESOLVED that the Authorized Share Capital of the Company be and is hereby increased from Rs.1,500,000,000 (Rupees one billion five hundred million only) divided into 150,000,000 ordinary shares of Rs.10 each to Rs.3,000,000,000 (Rupees three billion only) divided into 300,000,000 ordinary shares of Rs.10/- each."</p> <p>"FURTHER RESOLVED THAT existing clause V of Memorandum of Association and clause IIA of Article of Association of the Company be and is hereby amended accordingly."</p> <p>"FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary be and are hereby authorized to comply with the legal formalities and to file the requisite documents in the office of the SECP Lahore as required under the statutory provisions of Companies Act, 2017."</p>		
2	<p>"RESOLVED that dissemination of information regarding annual audited financial statements to the shareholders through QR enabled code and weblink as notified by the Securities and Exchange Commission of Pakistan vide its SRO 389 (1)/2023 dated 21st March, 2023, be and is hereby approved while considering technological advancements and old technology becoming obsolete., the circulation of annual financial statements through CD/DVD/USB be discontinued."</p>		

Signature of Shareholder(s)

Place

Date

NOTES:

1. Dully filled and signed original postal ballot should be sent to the chairman, Ghani Value Glass Limited at 40-L, Model Town Ext. Lahore or a scanned copy of the original postal ballot to be emailed at chairman.gvg@ghaniglass.com
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal Ballot forms should reach chairman of the meeting on or before June 18, 2023 during working hours. Any Postal Ballot received after this date, will not be considered for voting.
4. Signature on Postal Ballot should match the signature on CNIC / Passport (in case of foreigner)
5. Incomplete, unsigned, in correct, defaced, torn, mutilated, over written ballot papers will be rejected.
6. In case of representative of body corporate and corporation, Postal Ballot must be accompanied with copy of CNIC of authorized person along with duly attested copy of Board resolution, Power of Attorney, or Authorization letter in accordance with Section 138 or 139 of the Companies Act 2017, as applicable unless these have already been submitted along with Proxy Form. In case of foreign body corporate etc. all documents must be attested from the Pakistani Embassy having jurisdiction over the member.
7. Ballot paper has also been placed on the website of the Company www.ghanivalueglass.com. Member may download the ballot paper from the website or use original/photocopy published in newspapers.

GHANI VALUE GLASS LIMITED
FORM OF PROXY

Folio No. _____

No. of Shares _____

I/WE _____

of _____

Being a member of GHANI VALUE GLASS LIMITED

Here by appoint Mr./Mrs. _____

of _____

failing him Mr. _____ of _____

(Being a member of the company) as my/our proxy to attend, act and vote for me/us on my/our behalf at EXTRAORDINARY GENERAL MEETING of the members of the Company to be held on Monday June 19, 2023 at 12:00 noon, at Park Lane Hotel, 107-B3, Gulberg III, M.M. Alam Road, Lahore and at any adjournment there of:

As witness my/our hand(s) this _____ day of _____ 2023

Witness's Signature

Signature 1 _____

Signature 2 _____

Name: _____

Name: _____

Address: _____

Address: _____

Signature and
Revenue Stamp

NOTES:

Proxies, in order to be effective, must be deposited at the Share Registrar/Office of the Company not less than 48 hours before the time for holding the meeting, and must be duly stamped, signed and witnessed.

Request for Video Conferencing Facility Form

I/We, _____ of _____ being a member of

Ghani Value Glass Limited, holder of _____

Ordinary Share(s) as per Register Folio No/CDC A/c No. _____

hereby opt for video conference facility at _____.

Date: _____ Sig. of Shareholder: _____

غنی ویلیو گلاس لمیٹڈ نمائندگی کا فارم (پراکسی فارم)

فولیو نمبر: _____ شیئرز کی تعداد: _____

میں / ہم _____

کا / کے _____

بحیثیت رکن غنی ویلیو گلاس لمیٹڈ _____ کے محترم / محترمہ _____ کو

اور ان کے نہ ہونے کی صورت میں _____ کے محترم / محترمہ _____ کو

(بحیثیت کمپنی کے کارکن) اپنے ایما پر غنی ویلیو گلاس لمیٹڈ کے پیر 19 جون 2023 12.00 بجے دوپہر پارک لین ہوٹل 107-B3 ایم ایم روڈ میں ہونے والے غیر معمولی اجلاس عام میں حق رائے دہی استعمال کرنے یا کسی بھی التواء کی صورت میں اپنا / ہمارا بطور نمائندہ (پراکسی) مقرر کرتا / کرتے ہیں۔

آج بروز _____ بتاریخ _____ 2023 کو دستخط کئے گئے۔

دستخط اور ریپریزینٹیشن

گواہ: 1 _____ گواہ: 2 _____

دستخط _____

نام _____

پتہ _____

سی این آئی سی نمبر _____

نوٹ: پراکسی فارم / نمائندگی فارم کو موثر ہونے کے لیے غیر معمولی اجلاس عام سے کم از کم 48 گھنٹے پہلے موصول ہونا ضروری ہے۔ اور اس پر دستخط، ریپریزینٹیشن اور شہادت ہونا ضروری ہے۔

ویڈیو کانفرنسنگ کی سہولت کے فارم کی درخواست

میں / ہم _____ غنی ویلیو گلاس لمیٹڈ کے رکن اور رجسٹرڈ فولیو نمبر _____

ری ڈی سی اکاؤنٹ نمبر _____ کے مطابق _____ عام شیئر (ز) کے حامل کی حیثیت سے _____ میں ویڈیو کانفرنسنگ کی سہولت حاصل کرنا چاہتا ہوں / چاہتے ہیں۔

تاریخ: _____

دستخط رکن / شیئر ہولڈر