



Ghani Global Group

GHANI GASES LIMITED

Manufacturers of Industrial & Medical Gases



October 8, 2016

GGL/Corp/PSX

The Managing Director
Pakistan Stock Exchange Ltd.,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

SUBJECT: NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

In compliance with regulation No. 5.6.4(b) of the Rule Book of the Exchange, please find enclosed herewith copy of Notice of 9th Annual General Meeting of Ghani Gases Limited to be held on 31 October 2016 at 11.00 AM at registered office of the company at 10-N, Model Town Ext., Lahore, being published in newspapers.

Please acknowledge the receipt.

for Ghani Gases Limited



FARZAND ALI
Director & Company Secretary

CC: The Director Enforcement, SECP Islamabad.

Corporate Office:

10-N, Model Town Ext. Lahore - 54000, Pakistan.
UAN: 111-Ghani1, Ph: +92-42-35161424-5,
Fax: +92-42-35160393
E-mail: info.gases@ghaniglobal.com
www.ghaniglobal.com

GGL-I

52-Km, Multan Road,
Phool Nagar Bypass, Distt. Kasur.
Ph: 92-49-4510349-549
Fax: 92-49-4510749
Email: ggl1plant@ghaniglobal.com

ISO 9001 - 2008 Certified

GGL-II

A-53, Chemical Area,
Eastern Industrial Zone,
Port Qasim, Karachi 75020
Ph: 92-21-34016152 Fax: 92-21-34016142
Email: ggl2plant@ghaniglobal.com

GHANI GASES LIMITED
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 09th Annual General Meeting of Ghani Gases Limited (the Company) will be held on Monday October 31, 2016 at 11:00 AM at registered office of the Company at 10-N, Model Town Ext., Lahore to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Audited Accounts of the Company for the year ended June 30, 2016 together with Directors' and Auditors' Report thereon.
2. To appoint Auditors of the Company for the year ending June 30, 2017 and to fix their remuneration. The retiring auditors' M/S Rizwan & Company, Chartered Accountants, being eligible, have offered themselves for re- appointment.
3. Any other business with permission of the Chair.

SPECIAL BUSINESS

4. To consider and if deemed fit, to pass the following resolutions as special resolutions with or without modification(s), addition(s) or deletion(s) as recommended by the board of directors for increase in authorized share capital and accordingly amendment/ alteration in Memorandum and Articles of Association of the Company:

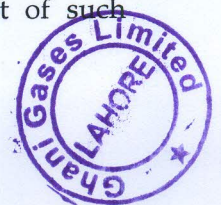
Resolved That authorized share capital of Ghani Gases Limited (the Company) be and is hereby increased from Rs. 1,250 million divided into 125 million ordinary shares of Rs. 10 each to Rs. 2,000 million divided into 200 million ordinary shares of Rs. 10 each by creation of =75,000,000= additional ordinary shares of Rs. 10/- each of the Company.

Resolved Further That Clause V of the Memorandum of Association of the Company and Clause IV of Articles of Association of the Company be are hereby altered to give the full effect of increased share capital to Rs. 2,000 million divided into 200 million ordinary shares of Rs. 10 each.

Resolved Further That the Chief Executive Officer and Company Secretary of the Company shall be singly authorized to take all actions and to do all things, to complete any or all steps and actions necessary, incidental and ancillary as may be required for the purpose of increase in authorized share capital and amendment/alteration in Memorandum and Articles of Association of the Company.

5. To consider and if deemed fit, to pass the following resolutions as special resolutions under section 208 of the Companies Ordinance, 1984, with or without modification(s), addition(s) or deletion(s) as recommended by the board of directors:

Resolved That pursuant to the requirements of section 208 of the Companies Ordinance, 1984, Ghani Gases Limited (the Company) be and is hereby authorized to make investment upto PKR 200 million (Rupees Two hundred million only) in Ghani Global Glass Limited (GGGL) an associated company, by way of advances and loans, as and when required by GGGL provided that the return on such advances and loans shall not be less than rate of 3 months KIBOR +150 bps and that such advances and loans shall be repayable within three (3) years period starting from the date of payment of such



advances and loans as per other terms and conditions mentioned in the statement under Section 160(1) (b) of the Companies Ordinance, 1984.

Resolved Further That the above said resolution shall be valid for a period of 3 years and the Chief Executive Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to undertake the decision of said investment as and when deemed appropriate and necessary in the best interest of the Company and its shareholders and to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the special resolution for making investment from time to time.

6. To consider and if deemed fit, to pass the following resolutions as special resolutions for alteration of Articles of Association of the Company:

Resolved That pursuant to Section 28 and other applicable provisions, if any, of the Companies Ordinance, 1984 and any other law(s), the Articles of Association of Ghani Gases Limited (the Company) be and is hereby altered/ amended as follow:

- (a) by adding a new Article 39 (a) after existing Article 39:

"The provisions and requirements for e-voting as prescribed by the SECP from time to time shall be deemed to be incorporated in these Articles of Association, irrespective of the other provision of these Articles and notwithstanding anything contradictory therein."

- (b) by altering/re-wording of existing Article 45:

"An instrument appointing a proxy shall be in the form specified in Regulation 39 of the Table 'A' in the First Schedule to the Ordinance or Schedule II of the Companies (E-Voting) Regulations, 2016 or in any other form which the directors may approve."

Resolved Further That the Chief Executive Officer and Company Secretary of the Company shall be singly authorized to take all actions and to do all things, to complete any or all steps and actions necessary, incidental and ancillary as may be required for the purpose of amendment/alteration in Articles of Association of the Company.

7. To consider and if deemed fit pass the following ordinary resolution for getting shareholders' approval for circulation of Annual Report through CD/DVD/USB:

"Resolved That approval be and is hereby granted to allow the Company (Ghani Gases Limited) to transmit the Annual Balance Sheet, Profit and Loss Account, Auditors' Report and Directors' Report etc. (Audited Financial Statements) along with notice of annual general meeting (Notice) to its members through CD/DVD/USB instead of hard copy at their registered addresses.

8. To consider and if deemed fit, to pass the following ordinary resolution for getting shareholders' approval for circulation of Annual Report through e-mail:

"Resolved That approval be and is hereby granted to allow the Company (Ghani Gases Limited) to transmit the Annual Balance Sheet, Profit and Loss Account. Auditors' Report



and Directors' Report etc. (Audited Financial Statements) along with notice of annual general meeting (Notice) to its members' through e-mail instead of hard copy at their registered addresses.

By Order of the Board

Place: **Lahore**
Dated: **October 10, 2016**

FARZAND ALI
Director & Company Secretary

Notes:

1. The register of members of the Company will remain closed and no transfer of shares will be accepted for registration from October 24, 2016 to October 31, 2016 (both days inclusive). Transfer received in order at the office of the share registrar

M/s THK Associates (Pvt.) Limited, Second Floor, State Life Building No. 3,
Dr. Ziauddin Ahmed Road, Karachi-75530 Telephone No. 021-111-000-322
Fax No. 0213-5655595, Email: secretariat@thk.com.pk

at the close of business on October 22, 2016 will be in time for purpose of determination of entitlement to the transferee.

2. A member entitled to attend, speak and vote at the annual general meeting is entitled to appoint a proxy to attend, speak and vote instead of him/her.

Proxies in order to be effective must be duly signed, witnessed and deposited at the Registered Office of the Company, along with the attested copies of National Identity Card (NIC) or Passport, not less than 48 hours before the meeting.

3. Shareholders are requested to promptly notify the office of share registrar of any change in their addresses.
4. CDC Account Holders will have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the SECP for attending the meeting.

Statement under section 160 of the Companies Ordinance, 1984 is being sent to the shareholders annexed with Notice of Meeting.



Item No. 4: Increase in Authorized Share Capital

The authorized share capital of the Company is proposed to be increased from Rs. 1,250 million divided into 125 million ordinary shares of Rs. 10 each to Rs. 2,000 million divided into 200 million ordinary shares of Rs. 10 each to meet the future requirements in respect of further issue of capital in compliance with the Companies (Issue of Capital) Rules, 1996.

All the directors of Ghani Gases Limited are interested in above stated special business to the extent of shares held by them. The directors have no other interest in the above special business and/ or resolution except as specified above.

Item No. 5: Investment in Associated Company

The Board of Directors of the Company has proposed the investment of Rs. 200 million in Ghani Global Glass Limited (GGGL) an associated company in shape of advances and loans. GGGL has recently during April 2016 commenced the commercial operations for production and sale of glass tubing an import substitute. In addition to this, GGGL has been setting up a value addition project for manufacturing of Vials and Ampoules.

The information required under SRO 27(1)/2102 dated 16 January 2012 are as under:

Ref. No.	Requirement	Information																				
i.	Name of Associated Company	Ghani Global Glass Limited																				
	Criteria of associated relationship	Common directorship																				
ii.	Amount of loans and advances	Rs. 200 million																				
iii.	Purpose	To earn profits on company's funds.																				
iv.	Details of existing loans	None, however the Company (Ghani Gases Limited) has provided non funded corporate guarantee for Rs. 650 million to banks against financing facilities on behalf of the associated company (Ghani Global Glass Limited) and charging commission @ 0.10% per quarter.																				
v.	Financial position, including main items of balance sheets and profit and loss accounts of the associated company or associated undertaking on the basis of its latest financial statements.	Audited Financial Statements for the year ended June 30, 2016 showed: <table><thead><tr><th></th><th>Rupees in Million</th></tr></thead><tbody><tr><td>Balance Sheet:</td><td></td></tr><tr><td>Operating fixed assets</td><td>1,306</td></tr><tr><td>Capital work in progress</td><td>7</td></tr><tr><td>Other non-current assets</td><td>24</td></tr><tr><td>Current assets</td><td>380</td></tr><tr><td>Total Assets</td><td>1,717</td></tr><tr><td>Issued, subscribed and paid capital</td><td>500</td></tr><tr><td>Accumulated losses</td><td>(61)</td></tr><tr><td>Loan from sponsors</td><td>486</td></tr></tbody></table>		Rupees in Million	Balance Sheet:		Operating fixed assets	1,306	Capital work in progress	7	Other non-current assets	24	Current assets	380	Total Assets	1,717	Issued, subscribed and paid capital	500	Accumulated losses	(61)	Loan from sponsors	486
	Rupees in Million																					
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		Total equity	925																								
		Non- current liabilities	528																								
		Current liabilities	264																								
		Total Equity and Liabilities	1,717																								
vi.	Average borrowing cost of the investing company	7.56%																									
vii.	Rate of interest, markup, profit, fees or commission etc to be charged	3 months KIBOR + 150 bps																									
viii.	Source of funds from where loans and advances will be given	Surplus funds of the Company																									
ix.	Where loans or advances are being granted using borrowed funds; justification for granting loan or advances out of borrowed fund; detail of guarantees/assets pledged for obtaining such funds, if any; and repayment schedules of borrowing of the investing company.	Not applicable																									
x.	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any.	-Demand Promissory Note of associated company. -Personal guarantees of sponsoring directors of associated company.																									
xi.	If the loans or advances carry conversion features:	Not applicable																									
xii.	Repayment schedule and terms of loans or advances to be given to the investee company.	Repayment of loan will be within three years from the date of payment with payment of profit on quarterly basis.																									
xiii.	Salient features of all agreement entered or to be entered with its associated company or associated undertaking with regards to proposed investment.	Agreement will be executed before extending the advances and loans in accordance with the terms and conditions as approved by the shareholders.																									
xiv.	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives , if any, in the associates company or associated undertaking or the transaction under consideration:	Currently shareholding position of the following directors of the Company (Ghani Gases Limited) in associated company is as under: <table border="1"> <thead> <tr> <th>Name</th> <th>Number of Shares</th> <th>Holding %</th> </tr> </thead> <tbody> <tr> <td>Mr. Masroor Ahmad Khan</td> <td>8,752,600</td> <td>8.75</td> </tr> <tr> <td>Mr. Atique Ahmad Khan</td> <td>7,172,600</td> <td>7.17</td> </tr> <tr> <td>Hafiz Farooq Ahmad</td> <td>7,172,800</td> <td>7.17</td> </tr> <tr> <td>Mr. Zahid Said</td> <td>200</td> <td>0.00</td> </tr> <tr> <td>Mrs. Rabia Atique</td> <td>1,460,000</td> <td>1.46</td> </tr> <tr> <td>Mrs. Saira Farooq</td> <td>1,460,000</td> <td>1.46</td> </tr> <tr> <td>Mr. Farzand Ali</td> <td>4,000</td> <td>0.00</td> </tr> </tbody> </table>	Name	Number of Shares	Holding %	Mr. Masroor Ahmad Khan	8,752,600	8.75	Mr. Atique Ahmad Khan	7,172,600	7.17	Hafiz Farooq Ahmad	7,172,800	7.17	Mr. Zahid Said	200	0.00	Mrs. Rabia Atique	1,460,000	1.46	Mrs. Saira Farooq	1,460,000	1.46	Mr. Farzand Ali	4,000	0.00	
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Mrs. Saira Farooq	1,460,000	1.46																									
Mr. Farzand Ali	4,000	0.00																									
xv.	Any other important details necessary for the member to understand the transaction.	None																									



xvi.	In case of investment in a project of an associated company or associated undertaking that has not commenced operations:	Not Applicable
	Starting date of work	Not Applicable
	Completion of work	Not Applicable
	Commercial operation date	Not Applicable
	Expected time by which the project shall start paying return on investment.	Not Applicable

In pursuance to Regulation No. 3 (3) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012 under SRO 27(1)/2012 dated 16 January 2012, the directors of the Company have carried out due diligence for the proposed investment in Ghani Global Glass Limited. Undertaking in this respect shall be made available to the members of the Company for inspection in the general meeting to be held on October 31, 2016.

All the directors of Ghani Gases Limited are interested in the investment in associated undertaking and the special resolutions to the extent of shares held by them. The directors have no other interest in the above special business and/ or resolution except as specified above.

Item No. 6: Amendments in the Articles of Association of the Company

Securities and Exchange Commission of Pakistan has issued Companies (E-Voting) Regulation 2016 on January 22, 2016 vide S.R.O 43(1)/2016. The directors have recommended the alteration/amendments in the Articles of Association of the Company by adding new paragraphs in Article 39(a) and re-wording the existing Article 45 which will give members the option to be part of the decision making by appointing both members and no-members as proxy in case of E-voting in the general meeting of the Company through electronic means.

Item No. 7: Transmission of Annual Accounts to shareholders through CDC/DVD/USB.

SECP vide its SRO NO. 470(I)/2016 has allowed the companies to circulate the Annual Balance Sheet, Profit and Loss Account, Auditors' Report and Directors' Report etc. (Audited Financial Statements) along with notice of annual general meeting (Notice) to its members through CD/DVD/USB instead of hard copy at their registered addresses. The Company shall however, shall place on its website a standard request form for the shareholders to demand hard copies of annual audited accounts. In case, any member request for the hard copy of Audited Financial Statements the same shall be provided free of cost.

Item No. 8: Transmission of Annual Accounts to shareholders through e-mail.

SECP vide its SRO NO. 787(I)/2014 has allowed the companies to circulate the Annual Balance Sheet, Profit and Loss Account, Auditors' Report and Directors' Report etc. (Audited Financial Statements) along with notice of annual general meeting (Notice) to its members through e-mail instead of hard copy at their registered addresses, a cost effective way of circulation of Audited Financial Statements. The Company shall however, shall place on its website a standard request form for the shareholders that may use to communicate their e-mail address and consent for electronic transmission of Audited Financial Statements and Notice along with postal and e-mail address of Company Secretary/ Share Registrar to whom such request shall be sent. In case, any member request for the hard copy of Audited Financial Statements the same shall be provided free of cost within seven days of receipt of such request.

Note:

All the directors of Ghani Gases Limited are interested in the special business agenda items 4 to 8 to the extent of shares held by them. The directors have no other interest in the special business(s) and/or special/ ordinary resolutions except as specified above.

