

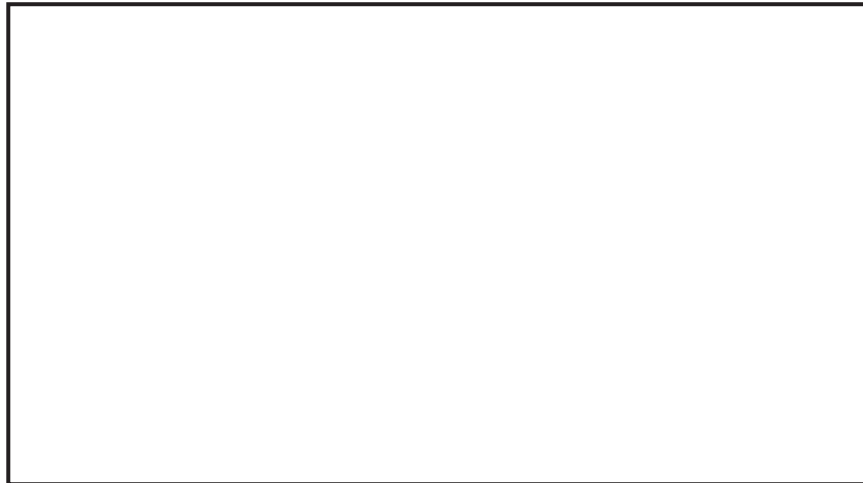
# NOTICE OF EXTRA-ORDINARY GENERAL MEETING



**BOOK POST**

**TO:**

**UPC**



**Ghani Global Group**

## **GHANI GASES LIMITED**

**IF UNDELIVERED PLEASE RETURN TO**

10-N, Model Town Ext. Lahore-54000, Pakistan  
UAN: (042)111-ghani 1(442-641)  
Phone: 042-35161424-5, Fax: 042-35160393  
Email: [info@ghanigases.com](mailto:info@ghanigases.com)  
Website: [www.ghanigases.com](http://www.ghanigases.com) / [www.ghaniglobal.com](http://www.ghaniglobal.com)





Ghani Global Group  
**GHANI GASES LIMITED**  
NOTICE OF EXTRA-ORDINARY GENERAL MEETING



Notice is hereby given that an Extra-Ordinary General Meeting of the shareholders of Ghani Gases Limited (the "Company") will be held on Saturday December 24, 2016 at 11:00 AM at registered office of the Company at 10-N, Model Town Extension, Lahore to transact the following special business:

1. To consider and if deemed fit to pass, with or without modification(s), addition or deletion, the following resolution as an ordinary resolution:

**Resolved that** consent of the shareholders be and are hereby accorded to make the following changes in the resolution passed by the shareholders of Ghani Gases Limited (the "Company") on June 18, 2016 with regard to the utilization of the funds raised through right issue and related matters:

- (a) Rs. 450 million shall be utilized for purchase of 25,000,000 ordinary shares of Ghani Global Glass Limited, an associated listed company, subject to requisite approvals;
- (b) The expansion project of the Company at Port Qasim, Karachi envisaged to be set up, as earlier disclosed to the shareholders, shall be funded partly by utilizing right issue amounting to Rs. 200 million in addition to the long term funding from the financial institutions and/or funding from sponsors and/or other source(s).
- (c) The investment in Ghani Chemical Industries (Private) Limited for setting up the project of calcium carbide, as earlier disclosed to the shareholders, shall be funded partly by utilizing right issue amounting to Rs. 360 million, in addition to the long term funding from the financial institutions and/or funding from sponsors and/or other source(s).

**Resolved Further** that Chief Executive Officer or Company Secretary be and are hereby singly authorized and empowered to utilize the funds strictly as per this resolution and take or cause to be taken all actions as may be necessary or incidental for the implementation and giving full force to the above resolution.

2. To consider and if thought fit, pass, the following resolution as special resolution, with or without modification under Section 199 & 208 of the Company ordinance, 2016 read with Section 207(2) of the Company ordinance, 2016:

**Resolved That** pursuant to the requirement of Section 199 and 208 of the Companies Ordinance 2016, the approval of the members of Ghani Gases Limited (the "Company") be and are hereby granted to make long term equity investment up to Rs. 450 million for purchase of 25,000,000 ordinary shares of Ghani Global Glass Limited, from Mr. Masroor Ahmad Khan (4,376,300 shares), Mr. Atique Ahmad Khan (3,586,300 shares), Hafiz Farooq Ahmad (3,586,400 shares), Mrs. Rabia Atique (730,000 shares), Mrs. Saira Farooq (730,000 shares) and Mrs. Tahira Naheed (11,991,000 shares) at a price of Rs. 18/- per share, as per terms and conditions disclosed to the members.

**Further Resolved** That the Chief Executive Officer or Company Secretary be and are hereby singly empowered and authorized to undertake the decision of aforesaid investments as and when deemed appropriate and necessary in the best interest of the Company and its members and to take all steps and actions necessary to give effect to the above resolution and to do or cause to be done all acts, deeds and things and to sign and execute documents, agreements etc., that may be considered necessary to give effect to the above resolution.

A Statement under Section 134 (3) of the Companies Ordinance, 2016 pertaining to the special businesses referred to above is annexed to this notice of Meeting.

**By Order of the Board of Directors**

**Farzand Ali**  
Company Secretary

Place: Lahore  
Dated: December 02, 2016



**NOTES:**

A member entitled to attend and vote at this meeting may appoint another person as a Proxy to attend and vote on his/her behalf. In case of corporate entity, the Board of Director's resolution /power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

Proxies in order to be effective must be received 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 and must be duly stamped, signed and witness by two persons.

CDC Account Holders will further have to follow the guidelines as laid down in Circular No. 1 of 2000 issued by the SECP.



**STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ORDINANCE, 2016 PERTAINING TO THE SPECIAL BUSINESSES TO BE TRANSACTED AT THE EXTRA-ORDINARY GENERAL MEETING.**

**Utilization of funds raised through right shares:**

This statement sets out the material facts concerning the special business to be transacted at the Extra-Ordinary General Meeting of the Company to be held on Saturday December 24, 2016.

The company has raised PKR 1,010 million by way of 68% Right Shares to meet the capital expenditure requirements of its wholly owned subsidiary, Ghani Chemical Industries (Pvt) Limited. In light of the better opportunities available for the future growth of the market, the directors were on a continuous look out for optimum utilization of the available resources which can add value for shareholders of the Company.

In this regard, in order to capture the projected increase in demand of industrial and medical gases in southern market, the board of directors of the company decided to setup another 110 tons per day ASU plant at its existing facility at Port Qasim, Karachi by way of an expansion plan. With the proposed expansion, the Company would achieve the milestone to become the largest manufacturer of industrial and medical gases company in Pakistan. It is now considered in the best interest of the Company to fund this project partly from the proceeds of right issue to the extent of Rs. 200 million and balance from long term funding from financial institution and/or funding from sponsors and/or other sources.

A sum of Rs. 450 million is proposed to be utilized for long term strategic equity investment in Ghani Global Glass Limited ("GGGL") by purchase of its 25.0 million shares from sponsors/directors. 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 is setting up a value addition project for manufacturing of Vials and Ampoules which will start production by January 2017, InshaAllah. The purchase of the shares of GGGL to the extent of 25% would add tremendous value to the shareholders of the Company.

With regard to investment in the company's subsidiary, Ghani Chemical Industries (Pvt) Limited which is setting up a Calcium Carbide manufacturing plant to be completed by December 2017, InshaAllah its funding may comprise Rs. 360 million from the equity portion from funds available from right issue in addition to long term funding from the financial institutions and /or funding from sponsors and/or other sources.

The majority of the directors are interested in the proposed business to the extent of purchase of shares therefore, the resolution is being moved for approval of shareholders. They have no other interest in the special business and/ or resolution except as stated above and to the extent of their share holdings.

**Investment in Ghani Global Glass Limited**

The Board of Directors of the Company has proposed the investment of Rs. 450 million in Ghani Global Glass Limited (GGGL) an associated undertaking by purchase of its 25 million ordinary shares at a price of Rs. 18 per share from sponsors/directors. 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 which is expected to come on line in January 2017, InshaAllah. The information required under Regulation 3 (a) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012 ("Regulations") as contained in 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	Purpose	To benefit from the opportunity available in glass industry by participating in the existing glass manufacturing company.
	Benefits	To earn return on equity through dividend income from investment in associated company and capital appreciation.
	Period of investment	Strategic long term investment
iii	Maximum amount of investment	Rs. 450 million (Rupees Four Hundred Fifty Million only)
iv	Maximum price / share	The price to be paid for the equity investment will be Rs. 18/- per share.
v	Maximum number of shares to be acquired	25 million ordinary shares
vi	Shareholding before investment	No. of shares: NIL Shareholding percentage: NIL
	Shareholding after investment	No. of shares: 25 Million Shareholding percentage: 25%
vii	In the case of listed company, average of preceding twelve weekly average price of security.	Rs. 20.50 per share from week 09 September 2016 to 25 November 2016.
viii	Fair market value of shares in case of unlisted shares	Not Applicable
ix	Break-up value of shares	Rs. 18.50 per share on the basis of last audited accounts for June 30, 2016. Rs. 12.45 per share on the basis of unaudited accounts for the period ended September 30, 2016.
x	Earnings per share for the last three years of associated company	2016: Rs. (1.02) 2015: Rs. 0.03 2014: Rs. (0.02)



xi	Sources of fund from which shares will be acquired	Out of right shares proceeds																
xii	Requirements if shares are intended to be acquired using borrowed funds	Not applicable.																
xiii	Salient features of agreement(s) entered into with the associated Company	Not applicable.																
xiv	Direct / Indirect interest of directors, sponsors, majority shareholders and their relative in the associated company or transaction.	<p>The following directors are directors of GGGL:  Masroor Ahmad Khan  Atique Ahmad Khan  Hafiz Farooq Ahmad  Mian Zahid Said  Rabia Atique  Saira Farooq  Farzand Ali</p> <p>The following directors and their relatives are shareholders of GGGL:</p> <table border="1" data-bbox="773 1026 1349 1635"> <thead> <tr> <th data-bbox="773 1026 1084 1129">Name of Director</th> <th data-bbox="1084 1026 1349 1129">Shareholding in the company</th> </tr> </thead> <tbody> <tr> <td data-bbox="773 1129 1084 1232">Masroor Ahmad Khan</td> <td data-bbox="1084 1129 1349 1232">15,965,866</td> </tr> <tr> <td data-bbox="773 1232 1084 1297">Atique Ahmad Khan</td> <td data-bbox="1084 1232 1349 1297">14,615,474</td> </tr> <tr> <td data-bbox="773 1297 1084 1362">Hafiz Farooq Ahmad</td> <td data-bbox="1084 1297 1349 1362">15,810,995</td> </tr> <tr> <td data-bbox="773 1362 1084 1428">Mian Zahid Said</td> <td data-bbox="1084 1362 1349 1428">840</td> </tr> <tr> <td data-bbox="773 1428 1084 1493">Rabia Atique</td> <td data-bbox="1084 1428 1349 1493">6,545,148</td> </tr> <tr> <td data-bbox="773 1493 1084 1558">Saira Farooq</td> <td data-bbox="1084 1493 1349 1558">5,177,709</td> </tr> <tr> <td data-bbox="773 1558 1084 1623">Farzand Ali</td> <td data-bbox="1084 1558 1349 1623">1,722</td> </tr> </tbody> </table> <p>The following are sponsors &amp; majority shareholders of the Company and their interest in GGGL and the transaction is as follows:</p>	Name of Director	Shareholding in the company	Masroor Ahmad Khan	15,965,866	Atique Ahmad Khan	14,615,474	Hafiz Farooq Ahmad	15,810,995	Mian Zahid Said	840	Rabia Atique	6,545,148	Saira Farooq	5,177,709	Farzand Ali	1,722
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Saira Farooq	5,177,709																	
Farzand Ali	1,722																	



		<b>Name</b>	<b>Position in Company</b>	<b>Interest in GGGL</b>
		Masroor Ahmad Khan	Director	CEO/member
		Atique Ahmad Khan	Chief Executive	Director/member
		Hafiz Farooq Ahmad	Director	Director/member
		Ayesha Masroor	Director	Spouse of CEO
		Rabia Atique	Director	Director/member
		Saira Farooq	Director	Director/member
		Tahira Naheed	Shareholder	Majority shareholder

The following directors of the company are selling their shares (of GGGL) and therefore they are directly interested in sale of shares:

<b>Name</b>	<b>Position in the Company</b>
Masroor Ahmad Khan	Director
Atique Ahmad Khan	Chief Executive
Hafiz Farooq Ahmad	Director
Ayesha Masroor	Director
Rabia Atique	Director
Saira Farooq	Director

The following sponsors and directors of GGGL are members of the Company and they are interested to the extent of their investment in the Company:





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Name of sponsor/ director of GGGL	Shareholding in GGL	Holding % in GGL																					
Masroor Ahmad Khan	15,965,866	12.80																					
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Rabia Atique	6,545,148	5.25																					
Saira Farooq	5,177,709	4.15																					
Tahira Naheed	14,284	0.01																					
xv	Any other important detail	None																					
xvi	Description of the project	Not applicable.																					
	Starting date of work	Not applicable.																					
	Completion of work	Not applicable.																					
	Commercial operations date	Not applicable.																					
	Expected time by which the project shall start paying return on investment	Not applicable.																					

The majority of the directors of Ghani Gases Limited are interested in the investment in associated undertaking as they are sellers of the shares. Their names and the number of shares to be sold are as under:

Names	Number of shares to be sold	Amount Rupees
Masroor Ahmad Khan	4,376,300	78,773,400
Atique Ahmad Khan	3,586,300	64,553,400
Hafiz Farooq Ahmad	3,586,400	64,555,200
Rabia Atique	730,000	13,140,000
Saira Farooq	730,000	13,140,000



In view of the interest of directors, this business is being placed before the shareholders for consideration and approval.

Due diligence has been carried out regarding this investment as required under regulation 3 (3) of the Regulations and an undertaking will be submitted to the members in this regard. Further, duly signed recommendation of due diligence report shall be available for inspection of members along with latest annual and reviewed accounts of the associated company.

**Statement under regulation 4 (2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulation 2012**

<b>Description</b>	<b>Ghani Global Glass Limited</b>
Date of Approval	31 October 2016
Total Investment as loans and advances	Rs. 200 million
Investment made up to the date of notice of the meeting	NIL
Reason for not having made complete investment so far	The funds are not so far required by Ghani Global Glass Limited
Material changes in financial statement since date of passing the special resolution:	
a. Breakup value	June 2016: Rs. 18.50 September 2016: Rs. 12.45
b. Earnings per share	June 2016: Rs. (1.02) September 2016: Rs. (0.49)
c. Balance Sheet Footing	June 2016: Rs. 1,717 million September 2016: Rs. 2,108 million



Ghani Global Group

# GHANI GASES LIMITED

EXTRA-ORDINARY GENERAL MEETING



## FORM OF PROXY

I / We \_\_\_\_\_  
of \_\_\_\_\_  
being member(s) of Ghani Gases Limited \_\_\_\_\_  
hereby appoints \_\_\_\_\_  
of \_\_\_\_\_  
failing him/her \_\_\_\_\_  
as my / our Proxy in my / our absence to attend and vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Saturday 24th day of December, 2016 at 11:00 a.m. at the Registered Office, Lahore.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

\_\_\_\_\_  
SIGNATURE OF MEMBER  
(The Signature should agree with the specimen registered with the Company.)

**Witness:**

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

CNIC No: \_\_\_\_\_

**Witness:**

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

CNIC No: \_\_\_\_\_

Information Required	For Member (Shareholder)	For Proxy	For Alternate Proxy(*)
		(If member)	
Number of Shares held			
Folio No			
CDC Account No.	Participant I.D.		
	Account No.		

Please affix  
Five Rupees  
Revenue Stamp

**NOTES:**

1. A member entitled to attend and vote at Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote instead of him/her.
2. This proxy form, duly completed and signed, together with Broad Resolution/Power authorized in writing, if any, under which it signed or a materially certified copy thereof, should be deposited with the registered /corporate office of the company, 10-N, Model Town Ext., Lahore-54700, not later than 48 hours before the timing of holding the meeting.
3. The instrument appointing a proxy should be signed by the members or his/her attorney duly authorized in writing. If the member is a corporate entity its common seal should be affixed on the instrument.
4. Attested copies of CNIC or passport of the beneficial owners and the proxy shall be provided with the proxy form.
5. If a member appoints more than one proxy and more than one instruments of proxies are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
6. In case of joint holders the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder, and for this purpose seniority will be determined by the order in which the names stand in the register of members.
7. The proxy shall produce his original CNIC or passport at the time of attending the meeting.

AFFIX  
CORRECT  
POSTAGE

**Share Department**

**Ghani Gases Limited**

10-N, Model Town Ext. Lahore-54000, Pakistan

UAN: (042)111-ghani 1(442-641)

Phone: 042-35161424-5, Fax: 042-35160393

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