

GHANI GLOBAL GLASS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 12th Annual General Meeting (AGM) of **Ghani Global Glass Limited** (the Company) will be held on Monday October 28, 2019 at 10:30 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, 2019 together with Directors' and Auditors' Reports thereon.
2. To appoint Auditors of the Company for the year ending June 30, 2020 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 under section 199 of the Companies Act, 2017, 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 199 of the Companies Act, 2017, Ghani Global Glass Limited (the Company) be and is hereby authorized to make aggregate amount of investment amounting to Rs.300 million (Rupees three hundred million) in shape of loans and advances in Ghani Chemical Industries Limited (GCIL) an associated company out of which Rs. 200 million (Rupees two hundred million) shall be by way of long term loans and advances and Rs.100 million (Rupees one hundred million) by way of loans or advances as revolving line of credit as and when required by GCIL provided that the return on such investment shall not be less than rate of 3 months KIBOR + 150 bps which shall not be less than the relevant KIBOR or annual average borrowing cost of the company whichever is higher and that such loans and advances shall be repayable within Forty Eight (48) months from the start of such payment and in case of loans and advances as revolving line of credit within Twelve (12) months from the date of payment as per other terms and conditions mentioned in the statement under Section 134(3) of the Companies Act, 2017.

Resolved Further That the above said resolution shall be valid for a period of three 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.

By order of the Board

FARZAND ALI
Company Secretary

Notes:

1. BOOK CLOSURE

Share Transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from Tuesday, October 22, 2019 to Monday, October 28, 2019 (both days inclusive). Transfer received in order at the office of the share registrar

M/s Vision Consulting Limited
1st Floor,3-C, LDA Flats, Lawrence Road, Lahore.
Telephone No. 042-36375531,36375339
Fax No. 042-36312550, Email: shares@vcl.com.pk

at the close of business on Monday, October 21, 2019 will be treated in time for the purpose of attendance in the AGM.

2. ATTENDANCE OF MEETING

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

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

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.

Attendance in the meeting shall be on production of original CNIC or passport.

3. CONSENT FOR VIDEO-LINK FACILITY

Members may participate in the meeting via video-link facility, if the Company receives a demand from the members holding an aggregate 10% or more shareholding residing at a geographical location outside Lahore, to participate in the meeting through video-link at least 7 days prior to the date of meeting, the Company will arrange video link facility in that city.

In this regard, members who wish to participate through video-link facility should send a duly signed request as per the format (available at website of the Company) to Registered Address of the Company.

4. ANNUAL FINANCIAL STATEMENTS

Annual financial statements of the company for the year ended June 30, 2019 has been placed at company's website www.ghaniglobalglass.com.

Annual financial statements of the Company for the year ended June 30, 2019, along with notice of this AGM is being dispatched to the shareholders of the company through CD's.

5. STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement set out the material facts concerning the special business to be transacted at AGM of the Company on October 28, 2019 is as under:

The Board of Directors of the Company has proposed the investment of Rs. 300 million in Ghani Chemical Industries Limited (GCIL) an associated company in shape of advances and loans. On transfer of manufacturing undertaking of Ghani Global Holdings Limited (formerly Ghani Gases Limited) by the order of Honourable Lahore High Court, Lahore dated 06-02-2019 in Civil Original No. 221137 of 2018, GCIL has recently engaged in the manufacturing, sale and trading of medical & industrial gases and chemicals in its name effective from July 01, 2018. GCIL having three state-of-the-art manufacturing plants in Phool Nagar District Kasur and Port Qasim, Karachi. Major market of GCIL are ship breaking, steel, oil & gas fields services, healthcare, pharmaceutical, glass making, rubber and plastic, automobile, lamp manufacturing, ampoule and vial manufacturing, lab, research and fertilizer sectors.

The information required under SRO 1240(1)/2017 dated 06 December 2017 are as under:

(a) DISCLOSURES:

(A) Regarding associated company or associated undertaking:

Sr. No.	Requirement	Information																																				
(i)	Name of Associated Company	Ghani Chemical Industries Limited (GCIL)																																				
(ii)	Basis of relationship	Common directorship																																				
(iii)	Earnings per share for the last three years	Year 2019: Rs. (0.56) Year 2018: Rs. (0.08) Year 2017: Rs. (2.91)																																				
(iv)	Break-up value per shares, based on latest audited financial statements	Rs. 19.49 (with loan from directors) Rs. 17.36 (without loan from directors)																																				
(v)	Financial position, including main items of statement of financial position and profit and loss accounts on the basis of its latest financial statements.	<p>Audited Financial Statements of GCIL for the year ended June 30, 2019 showed:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 80%;"></th> <th style="text-align: right;">Rupees in "000"</th> </tr> </thead> <tbody> <tr> <td>Profit & Loss:</td> <td></td> </tr> <tr> <td>Sales (net)</td> <td style="text-align: right;">2,301,048</td> </tr> <tr> <td>Gross profit</td> <td style="text-align: right;">578,554</td> </tr> <tr> <td>Administrative expenses</td> <td style="text-align: right;">(144,428)</td> </tr> <tr> <td>Other income</td> <td style="text-align: right;">24,560</td> </tr> <tr> <td>Finance cost</td> <td style="text-align: right;">(213,276)</td> </tr> <tr> <td>Loss after taxation</td> <td style="text-align: right;">(64,669)</td> </tr> <tr> <td>Financial Position:</td> <td></td> </tr> <tr> <td>Operating fixed assets</td> <td style="text-align: right;">3,285,152</td> </tr> <tr> <td>Capital work in progress</td> <td style="text-align: right;">51,823</td> </tr> <tr> <td>Other non-current assets</td> <td style="text-align: right;">74,208</td> </tr> <tr> <td>Current assets</td> <td style="text-align: right;">1,754,819</td> </tr> <tr> <td>Total Assets</td> <td style="text-align: right;">5,166,002</td> </tr> <tr> <td>Issued, subscribed and paid capital</td> <td style="text-align: right;">1,150,000</td> </tr> <tr> <td>Capital Reserve-share premium</td> <td style="text-align: right;">913,951</td> </tr> <tr> <td>Accumulated Loss</td> <td style="text-align: right;">(67,033)</td> </tr> <tr> <td>Loan from directors</td> <td style="text-align: right;">244,390</td> </tr> </tbody> </table>		Rupees in "000"	Profit & Loss:		Sales (net)	2,301,048	Gross profit	578,554	Administrative expenses	(144,428)	Other income	24,560	Finance cost	(213,276)	Loss after taxation	(64,669)	Financial Position:		Operating fixed assets	3,285,152	Capital work in progress	51,823	Other non-current assets	74,208	Current assets	1,754,819	Total Assets	5,166,002	Issued, subscribed and paid capital	1,150,000	Capital Reserve-share premium	913,951	Accumulated Loss	(67,033)	Loan from directors	244,390
	Rupees in "000"																																					
Profit & Loss:																																						
Sales (net)	2,301,048																																					
Gross profit	578,554																																					
Administrative expenses	(144,428)																																					
Other income	24,560																																					
Finance cost	(213,276)																																					
Loss after taxation	(64,669)																																					
Financial Position:																																						
Operating fixed assets	3,285,152																																					
Capital work in progress	51,823																																					
Other non-current assets	74,208																																					
Current assets	1,754,819																																					
Total Assets	5,166,002																																					
Issued, subscribed and paid capital	1,150,000																																					
Capital Reserve-share premium	913,951																																					
Accumulated Loss	(67,033)																																					
Loan from directors	244,390																																					

	Total equity	2,241,308
	Non- current liabilities	1,143,812
	Current liabilities	1,780,882
	Total Equity and Liabilities	5,166,002

(B) General Disclosures:

(i)	Maximum amount of investment to be made	-Rs.200 million as long term loans and advances. -Rs.100 million as revolving line of credit.																																																															
(ii)	Purpose,	To earn profits on company's funds																																																															
(iii)	Source of funds to be utilized for investment.	Surplus funds of the company.																																																															
(iv)	Salient features of the agreement (if any) with 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.																																																															
(v)	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:	<p>Currently shareholding position of the following directors and majority shareholders of the Company (Ghani Global Glass Limited/GGGL) in associated company is as under:</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Number of Shares</th> <th>Holdings %</th> </tr> </thead> <tbody> <tr> <td><u>Directors</u></td> <td></td> <td></td> </tr> <tr> <td>Mr. Masroor Ahmad Khan</td> <td>1</td> <td>0.00</td> </tr> <tr> <td>Mr. Atique Ahmad Khan</td> <td>1</td> <td>0.00</td> </tr> <tr> <td>Hafiz Farooq Ahmad</td> <td>1</td> <td>0.00</td> </tr> <tr> <td>Mr. Tahir Bashir Khan</td> <td>-</td> <td>-</td> </tr> <tr> <td>Mr. Mahmood Ahmad</td> <td>-</td> <td>-</td> </tr> <tr> <td>Mrs. Ayesha Masroor</td> <td>-</td> <td>-</td> </tr> <tr> <td>Mrs. Rabia Atique</td> <td>-</td> <td>-</td> </tr> <tr> <td>Mrs. Saira Farooq</td> <td>-</td> <td>-</td> </tr> <tr> <td>Mr. Farzand Ali</td> <td>-</td> <td>-</td> </tr> <tr> <td><u>Majority Shareholder</u></td> <td></td> <td></td> </tr> <tr> <td>Ghani Global Holdings Ltd. (formerly Ghani Gases Ltd.)</td> <td>114,299,966</td> <td>99.39</td> </tr> </tbody> </table> <p>GCIL hold no share in GGGL. The sponsors, directors and majority shareholders of GCIL holds the following shares in GGGL:</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Number of Shares</th> <th>Holdings %</th> </tr> </thead> <tbody> <tr> <td><u>Directors</u></td> <td></td> <td></td> </tr> <tr> <td>Mr. Masroor Ahmad Khan</td> <td>1,000</td> <td>0.001</td> </tr> <tr> <td>Mr. Atique Ahmad Khan</td> <td>1,000</td> <td>0.001</td> </tr> <tr> <td>Hafiz Farooq Ahmad</td> <td>1,000</td> <td>0.001</td> </tr> <tr> <td>Syed Subtul Hassan Gilani</td> <td>-</td> <td>-</td> </tr> <tr> <td><u>Majority Shareholder</u></td> <td></td> <td></td> </tr> <tr> <td>Ghani Global Holdings Ltd. (formerly Ghani Gases Ltd.)</td> <td>50,098,200</td> <td>50.10</td> </tr> </tbody> </table>	Name	Number of Shares	Holdings %	<u>Directors</u>			Mr. Masroor Ahmad Khan	1	0.00	Mr. Atique Ahmad Khan	1	0.00	Hafiz Farooq Ahmad	1	0.00	Mr. Tahir Bashir Khan	-	-	Mr. Mahmood Ahmad	-	-	Mrs. Ayesha Masroor	-	-	Mrs. Rabia Atique	-	-	Mrs. Saira Farooq	-	-	Mr. Farzand Ali	-	-	<u>Majority Shareholder</u>			Ghani Global Holdings Ltd. (formerly Ghani Gases Ltd.)	114,299,966	99.39	Name	Number of Shares	Holdings %	<u>Directors</u>			Mr. Masroor Ahmad Khan	1,000	0.001	Mr. Atique Ahmad Khan	1,000	0.001	Hafiz Farooq Ahmad	1,000	0.001	Syed Subtul Hassan Gilani	-	-	<u>Majority Shareholder</u>			Ghani Global Holdings Ltd. (formerly Ghani Gases Ltd.)	50,098,200	50.10
Name	Number of Shares	Holdings %																																																															
<u>Directors</u>																																																																	
Mr. Masroor Ahmad Khan	1	0.00																																																															
Mr. Atique Ahmad Khan	1	0.00																																																															
Hafiz Farooq Ahmad	1	0.00																																																															
Mr. Tahir Bashir Khan	-	-																																																															
Mr. Mahmood Ahmad	-	-																																																															
Mrs. Ayesha Masroor	-	-																																																															
Mrs. Rabia Atique	-	-																																																															
Mrs. Saira Farooq	-	-																																																															
Mr. Farzand Ali	-	-																																																															
<u>Majority Shareholder</u>																																																																	
Ghani Global Holdings Ltd. (formerly Ghani Gases Ltd.)	114,299,966	99.39																																																															
Name	Number of Shares	Holdings %																																																															
<u>Directors</u>																																																																	
Mr. Masroor Ahmad Khan	1,000	0.001																																																															
Mr. Atique Ahmad Khan	1,000	0.001																																																															
Hafiz Farooq Ahmad	1,000	0.001																																																															
Syed Subtul Hassan Gilani	-	-																																																															
<u>Majority Shareholder</u>																																																																	
Ghani Global Holdings Ltd. (formerly Ghani Gases Ltd.)	50,098,200	50.10																																																															

(vi)	Already investment in associated company.	Nil
(vii)	Any other important details necessary for the member to understand the transaction.	Nil

(C) In case of Investments in the form of Loans and Advances

(i)	Category wise amount of investments	-Rs.200 million as long term loans and advances. -Rs.100 million as revolving line of credit.
(ii)	Average borrowing cost of the investing company	14.62%
(iii)	Rate of interest, markup, profit, fees or commission etc to be charged	3 months KIBOR + 150 bps but not less than annual average borrowing cost
(iv)	Particulars of collateral security to be obtained in relation to the proposed investment.	-Demand Promissory Note of associated company. -Personal guarantees of sponsoring directors of associated company.
(v)	If the investment carry conversion features:	Not applicable
(vi)	Repayment schedule Terms & conditions of loans or advances	Long term Loan and Advances within 48 months from date of payment. Revolving line of credit within 12 months from date of payment. -Profit bearing -Collateral security(s) from associated company. -Personal guarantees of sponsoring directors. -any other term or condition approved by shareholders of the company.

(b) In pursuance to Regulation No. 3 (3) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 under SRO 1240(1)/2017 dated 6th December 2017, the directors of the Company have carried out due diligence for the proposed investment in Ghani Chemical Industries Limited (GCIL).

(c) The following documents shall be available to the members of the Company for inspection in the general meeting to be held on October 28, 2019:

- (1). Recommendations of due diligence report of investing company.
- (2). Latest annual audited financial statements of associated company.