



Ghani Global Group

# GHANI GASES LIMITED

Manufacturers of Industrial & Medical Gases



Ref: GGL/CORP/PSX

November 2, 2016

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
KARACHI.

## RESOLUTION PASSED BY THE SHAREHOLDERS

Dear Sir,

We are pleased to inform you that the following resolutions have been unanimously passed by the shareholders of the company in their Annual General Meeting held on October 31, 2016 at 11.00 A.M at registered office of the company:

### A - SPECIAL RESOLUTIONS:

#### Regarding increase in authorized share capital:

**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.

#### Regarding investment under section 208 of the Companies Ordinance, 1984:

**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

#### **Corporate Office:**

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E-mail: info.gases@ghaniglobal.com  
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#### **GGL-I**

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Phool Nagar Bypass, Distt. Kasur.  
Ph: 92-49-4510349-549  
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Email: ggl1plant@ghaniglobal.com

ISO 9001 - 2008 Certified

#### **GGL-II**

A-53, Chemical Area,  
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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.

### Regarding alteration/amendments in Articles of Association:

**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.

### B - ORDINARY RESOLUTIONS:

#### Regarding transmission of Audited Financial Statements 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

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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.

**Regarding transmission of Audited Financial Statements 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.

You are requested to inform the members of the Exchange accordingly.

Thank you,  
*For Ghani Gases Limited,*

**(FARZAND ALI)**

*Director & Company Secretary*

CC: The Director Enforcement - SECP-ISD

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