



# LIBAAS TEXTILE LIMITED

Lahore  
December 9, 2014

**The General Manager**  
The Karachi Stock Exchange (Guarantee) Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

**The General Manager**  
Lahore Stock Exchange (Guarantee) Limited  
19-Khayaban-e-Aiwan-e-Iqbal  
Lahore

**DISPATCH OF ADDENDUM**  
**(NOTICE OF EOGM FOR MERGER/ AMALGAMATION OF**  
**LIBAAS TEXTILE LIMITED(LTL) WITH AND INTO**  
**GHANI GLOBAL GLASS LIMITED(GGG))**

Dear Sir(s).

It is to inform you that in compliance with the SECP letter No. EMD/233/265/2002-644 dated December 04, 2014, we have dispatched the following documents to shareholders of the Company:

1. Addendum (dated December 09, 2014) in respect of EOGM Notice.
2. Copy of SECP letter dated December 04, 2014.
3. Revised page No. 14 –Statement of Information.

Kindly inform members of exchange accordingly.

Please acknowledge the receipt.

Jazakallah

For Libaas Textile Limited

  
Shah Nawaz Zafar  
Company Secretary

Ecls: As stated above

**Copy to:** Mr. Rizwan Haroon, Assistant Director, Enforcement, SECP, Islamabad



# LIBAAS TEXTILE LIMITED

Lahore  
December 09, 2014

## ADDENDUM

### Notice of EOGM for merger / amalgamation of Libaas Textile Limited ("LTL") with and into Ghani Global Glass Limited ("GGG")

This addendum is being issued in terms of direction contained in SECP's letter No. EMD/233/265/2002-644 dated 04 December 2014 (copy attached as Annexure-A).

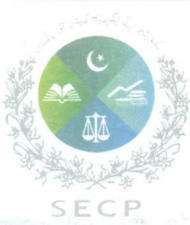
As required by SECP, the following clarification / information is provided to the shareholders:

- a) Revised page 14 of the Statement of Information is attached as Annexure -B;
- b) The proposed merger of Libaas Textile Limited (a listed company) with and into Ghani Global Glass Limited in terms of the Scheme as per Court order, the new entity i.e., Ghani Global Glass Limited will acquire the listed status in place of Libaas Textile Limited which will be dissolved without winding up by the Court order. In this regard, we have already confirmed to the stock exchanges that the merged entity would comply with all the listing requirements. Further, in terms of Clause 9 of the Scheme, the listing status of LTL shall not be changed unless the shares of merged entity i.e., GGG are approved for listing at the stock exchanges. Therefore, the exit mechanism would be available to the shareholders of LTL which will be delisted only after listing of GGG. Further, application for listing to stock exchanges will be made after the merger is approved by the honorable Court.

It may be added that in a recent case, a listed company was merged with an unlisted company and the unlisted company was subsequently listed on the stock exchange and listed Company, was subsequently delisted. Therefore, the proposed merger of an unlisted company with a listed company is in line with the precedent approved in the recent past.

- c) As the LTL is a listed company and after merger, the merged entity will acquire listed status, therefore, it was considered in the best interest of the shareholders of LTL to add a value of Rs. 19 million as goodwill of listing.
- d) The Clause 9 is in line with the precedent quoted at (b) above and we have already confirmed to stock exchanges through the attached letter that the merged entity would comply with all the listing requirements and until that time, the listing status will not be changed.
- e) The proposed merger as per scheme submitted to the shareholders and filed with the Court is to acquire the listing status of Libaas Textile Limited after its merger with the Ghani Global Glass Limited. The proposed merger will be beneficial to the shareholders of Libaas Textile Limited, a dormant company and its existing shareholders.

  
Company Secretary  
Libaas Textile Limited



Enforcement Department  
Company Law Division

No. EMD/233/265/2002- 644

December 4, 2014

The Company Secretary  
**Libaas Textile Limited**  
82-N Model Town Ext  
Lahore

**Subject: NOTICE OF EOGM FOR MERGER/ AMALGAMATION OF LIBAAS TEXTILE LIMITED WITH AND INTO GHANI GLOBAL GLASS LIMITED (GGGL)**

Dear Sir,

Please refer to your letter dated November 20, 2014 on the subject matter. In connection with this, following clarification/ information are required from Libaas Textile Limited (the "Company"):

- a) In Financial position – pre and post-merger, balance of 'creditors and accrued expenses' in case of the Company and various heads' balances in case of GGGL, on the page 14 of the Scheme of Merger/ Amalgamation (the "Scheme"), are different as compared to their audited accounts for the year ended June 30, 2014. Moreover, in the post-merger results, negative goodwill amounting to Rs. 20 million and merged unappropriated loss amounting to Rs. 50.816 million are not in line with International Accounting Standards. Please comment.
- b) An explanation is required in respect of availability of exit mechanism to shareholders of the Company, as a listed company (i.e. the Company) is being merged with an unlisted company (i.e. GGGL). Moreover, provide update on the formalities completed till date in order to get GGGL listed along with expected timeline of the listing.
- c) Please provide reasons/ rational for adding **goodwill of listing** amounting to Rs. 19 million in the breakup value of the Company as reflected in Company' letter dated November 25, 2014.
- d) Clause 9 of the Scheme of Arrangement regarding listing of GGGL and delisting of the Company is not in accordance with listing regulations as GGGL has to fulfill all requirements of the listing regulations. The fact has also been confirmed by the Karachi and Lahore Stock Exchanges (copies enclosed). You are therefore advised to place the matter before the general meeting.

2. Please issue an addendum to the notice of the EOGM explaining the above matters and provide copy thereof to the Commission as well.

Rizwan Haroon  
Assistant Director (Enforcement)

Encl: As Above

SECURITIES & EXCHANGE  
COMMISSION OF PAKISTAN  
NIC Building, 63 Jinnah Avenue,  
Islamabad, Pakistan

PABX: +92-51-9207091-4, Fax: +92-51-9218592, 9204915, Email: webmaster@secp.gov.pk, Website: www.secp.gov.pk

## 9.1 FINANCIAL POSITION - PRE &amp; POST -MERGER

Balance sheets of GGG and LTL as on June 30, 2014, the post-merger financial position of GGG at July 01, 2014 based on audited accounts of the merging entities for the period ended June 30, 2014 are annexed hereto.

## Financial Position

	<b>Ghani Global Glass Limited</b> Pre- merger June 30, 2014 (Audited)	<b>Libaas Textile Limited</b>	<b>Ghani Global Glass Limited</b> Post-merger July 01, 2014
<b>Assets</b>			
<b>Non-Current Assets</b>			
Proprety, plant & equipment	36,811,821	-	36,811,821
Capital work in progress	278,131,874	-	278,131,874
	314,943,695	-	314,943,695
Long term deposit	313,600	-	313,600
<b>Current Assets</b>			
Loans, advances and deposits	27,971,086	-	27,971,086
Stores and spare parts	33,109		33,109
Short term prepayments	31,738		31,738
Short term investment	-	5,745,966	5,745,966
Advance income tax	217,903		217,903
Balances with statutory authorities	461,625	27,630	489,255
Other receivables	-	56,672	56,672
Cash and bank balances	133,138,739	122,490	133,261,229
	161,854,200	5,952,758	167,806,958
<b>Total Assets</b>	<b>477,111,495</b>	<b>5,952,758</b>	<b>483,064,253</b>
<b>Liabilities</b>			
Share deposit money	-	5,510,000	5,510,000
Loan from sponsors	93,220	-	93,220
Creditors and accrued expenses	7,925,932	361,830	8,287,762
<b>Total Liabilities</b>	<b>8,019,152</b>	<b>5,871,830</b>	<b>13,890,982</b>
<b>Net Assets</b>	<b>469,092,343</b>	<b>80,928</b>	<b>469,173,271</b>
<b>Shareholders' Equity</b>			
Share capital	480,000,000	40,000,000	500,000,000
Un-appropriated loss	(10,907,657)	(39,919,072)	(50,826,729)
Gain on bargain purchase	-	-	20,000,000
	(10,907,657)	(39,919,072)	(30,826,729)
<b>Net shareholders' Equity</b>	<b>469,092,343</b>	<b>80,928</b>	<b>469,173,271</b>