

Ghani

Ghani Glass Limited

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Pakistan, 54700.
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www.ghaniglass.com

No.GGL/KSE/2015/33

November 02, 2015

The Managing Director
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Fax: 021-111-573-329

The Managing Director
Lahore Stock Exchange Limited
19, Khayaban-e-Aiwan-e-Iqbal Road,
P.O. Box No.1315,
Lahore

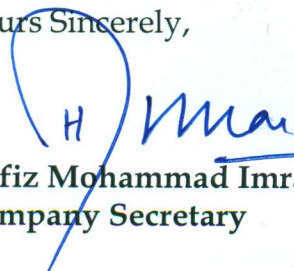
Fax: 042-36368485

Dear Sirs,

Notice of Annual General Meeting -Ghani Glass Limited

We refer our letter No.GGL/KSE/2015/30 dated October 29, 2015 and enclose herewith the notice of Annual General Meeting of **Ghani Glass Limited** for your information and record. The same notice will be published in newspapers.

Yours Sincerely,


Hafiz Mohammad Imran Sabir
Company Secretary

Encl: As above

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 23rd Annual General Meeting of the members of **GHANI GLASS LIMITED** will be held on Monday November 23, 2015 at 11:30 a.m., at Hotel Sunfort, 72-D/1, Commercial Zone, Liberty Market, Gulberg-III, Lahore to transact the following business:

Ordinary Business

1. To confirm the minutes of Extraordinary General Meeting held on August 5, 2015.
2. To receive, consider and adopt the audited annual accounts of **GHANI GLASS LIMITED** for the year ended June 30, 2015 together with the Directors' and Auditors' reports thereon.
3. To approve the payment of Final Cash Dividend @ 40% (i.e. Rs.4 per share) as recommended by the directors in addition to interim Cash Dividend @ 20% i.e.Rs.2 per share already paid for the year ended June 30, 2015.
4. To appoint auditors for 2016 and fix their remuneration.

The retiring auditors namely M/s. KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, have offered themselves for re-appointment.

Special Business

5. To consider and if deemed fit pass the following special resolutions:

"RESOLVED that the Authorized Share Capital of the Company be and is hereby increased from Rs.1,825,000,000 (Rupees one billion eight hundred and twenty five million only) divided into 182,500,000 ordinary shares of Rs.10 each to Rs.3,000,000,000 (Rupees three billion only) divided into 300,000,000 ordinary shares of Rs.10/- each."

"FURTHER RESOLVED that existing clause V of Memorandum of Association and clause 4 of Article of Association of the Company be and is hereby amended accordingly."

Memorandum of Association

- V. The Authorized Capital of the Company is Rs.3,000,000,000 (Rupees three billion only) divided into 300,000,000 ordinary shares of Rs.10/- each with powers to increase, reduce, subdivide, consolidate or reorganize its Capital and to divide the shares in the Capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984.

Articles of Association

4. The Authorized Capital of the Company is Rs.3,000,000,000 (Rupees three billion only) divided into 300,000,000 ordinary shares of Rs.10/- each with powers to increase, reduce, subdivide, consolidate or reorganize its Capital and to divide the shares in the Capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984.

"FURTHER RESOLVED That the Chief Executive Officer and/or Company Secretary be and are hereby authorized to comply with the legal formalities and to file the requisite documents in the office of the SECP Lahore as required under the statutory provisions of Companies Ordinance 1984."

6. To transact any other business with the permission of the Chair.

Lahore: October 29, 2015

By order of the Board

Hafiz Mohammad Imran Sabir
Company Secretary

Notes:

- The share transfer books of the Company will remain closed from November 17, 2015 to November 23, 2015 (both days inclusive) for entitlement of final cash dividend and attending the Annual General Meeting. Members whose names appear on the register of members as at the close of business on November 16, 2015 will be entitled to the above entitlements.
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another member as a proxy to attend and vote on his/her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the Company or not.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarized certified copy of the power of attorney or authority in order to be effective must be deposited at the Share Registrar of the Company not less than 48 hours before the time for holding the meeting, and must be duly stamped, signed and witnessed.
- Members are requested to promptly notify Company's Shares Registrar M/s. Corplink (Pvt.) Ltd., Wings Arcade, 1-K Commercial, Model Town, Lahore, Ph: 042-35916714, 35916719 Fax: 042-35869037 of any change in their addresses to ensure delivery of mail.
- CDC Accountholders will further have to follow the under mentioned guidelines as laid down by Circular No. 1, dated January 26, 2000, issued by Securities and Exchange Commission of Pakistan ("SECP").

For Attending of Meeting:

- In case of individuals, the Accountholder and/or Sub-Accountholder whose registration details are uploaded as per the CDC regulations, shall authenticate his/her identity by showing his/her original CNIC or original passport at the time of attending the meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

For Appointing of Proxies:

- In case of individuals, the Accountholder and/or Sub-Accountholder whose registration details are uploaded as per the CDC regulations, shall submit the proxy form as per above requirements.
- The proxy form shall be witnessed by the two persons whose name, addresses and CNIC numbers shall be mentioned on the form.
- Attested copy of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or passport at the time of the meeting.

- In case of entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with proxy form of the Company.

Submission of copies of CNIC (Mandatory)

The shareholders having physical shares are once again requested to immediately send a copy of their valid computerized national identity card (CNIC) to our share registrar's office, M/s. Corplink (Pvt) Ltd, Wings arcade, 1-k, commercial, model town, Lahore for printing/insertion on dividend warrants in future.

Revision of withholding tax on dividend income u/s 150 of Finance Act 2014

It is further informed that pursuant to the provisions of Finance Act 2014, effective from July 1, 2014 a new criteria for withholding of tax on dividend income has been introduced by the FBR, as per this criteria, 'Filer' and 'Non-Filer' shareholder shall pay tax on dividend @ 12.5% and 17.5% respectively.

Payment of Cash Dividend Electronically (Optional)

The shareholders are also entitled to receive their cash dividend directly in their bank accounts instead of receiving it through dividend warrants. Shareholders wishing to exercise this option may submit their application to the Company's Share Registrar, giving particulars relating to their name, folio number, bank account number, title of account and complete mailing address of the bank, CDC account holders should submit their request directly to their broker (participant)/CDC.

Transmission of Annual Financial Statements through e-mail

In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide SRO 787(I)/2014 dated September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through e-mail instead of receiving the same by Post are advised to give their formal consent along with their e-mail address duly signed by the shareholder along with copy of his CNIC to our share registrar's office, M/s. Corplink (Pvt) Ltd, Wings arcade, 1-k, commercial, Model Town, Lahore. Please note that giving e-mail address for receiving of Annual Financial Statements instead of the same by Post is optional, in case you do not wish to avail this facility, please ignore this notice, Financial Statement will be sent to your at your registered address.

Statement u/s 160(1)(b) of the Companies Ordinance, 1984

Item No.5

Increase in Authorized Capital

The Board of Directors in their meeting held on October 29, 2015 has recommended to increase Authorized Capital of the Company from Rs.1,825,000,000 (Rupees one billion eight hundred and twenty five million only) divided into 182,500,000 ordinary shares of Rs.10 each to Rs.3,000,000,000 (Rupees three billion only) divided into 300,000,000 ordinary shares of Rs.10/- each for raising equity in future. None of the Directors has personal interest in it except to the extent of ordinary shares held by him.