# MARI GAS COMPANY LIMITED

M G C L 21-Mauve Area, 3rd Road, Sector G-10/4, Islamabad. www.marigas.com.pk

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Shareholders of Mari Gas Company Limited will be held on Wednesday, October 26, 2011 at 10:00 a.m at the Registered Office of the Company situated at 21-Mauve Area, 3rd Road, Sector G-10/4, Islamabad to transact the following business:

**Ordinary Business**

1. To confirm the minutes of the 26th Annual General Meeting held on October 26, 2010.
2. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2011 together with the Directors' and Auditors' reports thereon.
3. To appoint Auditors for the year 2011-12 and fix their remuneration.

**Special Business**

4. To approve the issue of bonus shares in the ratio of one share for every four shares held (i.e.25%) as recommended by the Board of Directors in their meeting held on September 26, 2011, and if thought fit, pass the following Resolution as Ordinary Resolution:

**RESOLUTION**

RESOLVED THAT a sum of Rs. 183,750,000 (One Hundred Eighty Three Million Seven Hundred Fifty Thousand Only) out of the Reserves of the Company available for appropriation as at June 30, 2011, be capitalized and applied for the issue of 18,375,000 (Eighteen Million Three Hundred Seventy Five Thousand) ordinary shares of Rs.10/- each as fully paid bonus shares to the members of the Company whose names will appear on the Register of Members as at the close of business on October 16, 2011 in proportion of one share for every four shares held (i.e. 25%) and that such shares shall rank pari passu in every respect with the existing ordinary shares of the Company.

FURTHER RESOLVED THAT fractional entitlement of the members shall be consolidated into whole shares and sold on the Karachi Stock Exchange. The sale proceeds thereof will be donated as deemed appropriate, by the Board.

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized and empowered to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required for the issue, allotment and distribution of bonus shares.

A statement under Section 160(1)(b) of the Companies Ordinance, 1984, pertaining to the Special Business referred above is annexed to this Notice.

Islamabad
October 4, 2011

By Order of the Board
Assad Rabbani
Company Secretary

**NOTES:**

1. The Share Transfer Books of the Company will remain closed from October 17, 2011 to October 26, 2011 (both days inclusive). Transfers received in order at the Company's Shares Registrar, M/s Corplink (Pvt) Limited, Wings Arcade, 1-K Commercial, Model Town, Lahore, at the close of business on October 16, 2011 will be treated as in time for the purpose to determine entitlement of bonus shares and to attend the Annual General Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a person/representative as Proxy to attend and vote in place of the member at the Meeting. The instrument of Proxy duly executed in accordance with Articles of Association of the Company must be received at the Registered Office of the Company at 21-Mauve Area, 3rd Road, Sector G-10/4, Islamabad, not less than 48 hours before the time of holding of meeting.
3. Those members who have deposited their shares into Central Depository Company of Pakistan (CDC), are requested to bring their Original Computerized National Identity Cards along with Participant's ID number and their account numbers in CDC to facilitate identification at the time of meeting.
4. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of meeting.
5. Members are requested to notify the change in their mailing address and submit the photocopy of their Computerized National Identity Cards if they have not submitted the same earlier to the Company's Shares Registrar.

**Statement under Section 160(1)(b) of the Companies Ordinance, 1984**

This statement sets out the material facts concerning the Special Business, given in agenda item No.4 of the Notice, to be transacted at the 27th Annual General Meeting of the Company.

**Issue of Bonus Shares**

The Directors are of the view that the Company's financial position and its reserves justify the capitalization of free reserves amounting to Rs.183,750,000 (One Hundred Eighty Three Million Seven Hundred Fifty Thousand Only) for the issue of 18,375,000 (Eighteen Million Three Hundred Seventy Five Thousand) ordinary shares of Rs.10/- each as fully paid bonus shares in the ratio of one bonus share for every four ordinary shares held (i.e.25%). The Directors directly or indirectly, are not personally interested in this issue except to the extent of their shareholding in the Company.

Pursuant to Rule 6 (iii) of the Companies (Issue of Capital) Rules, 1996, the Auditors have certified that the reserves and surplus retained after the issue of the bonus shares will not be less than 25% of the increased Paid-up Capital.

**Mari Gas Company Limited**
UAN: 111-410-410 Fax: 051-2297686

28x3