



GHANDHARA
NISSAN LIMITED



JAC
MOTORS

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October 28, 2022

The General Manager

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Sub: Certified copy of resolution passed in the Annual General Meeting of Ghandhara Nissan Limited held on October 28, 2022

Dear Sir,

Pursuant to regulation 5.6.4(b) of the Rule Book of Pakistan Stock Exchange, we enclose herewith certified copy of the resolutions approved and adopted by the members of the Company at the Annual General Meeting held on October 28, 2022 at F-3, Hub Chowki Road, SITE, Karachi duly certified by Company Secretary.

The above is submitted for circulation amongst the TRE certificate holders of the Exchange.

Yours faithfully,

M. Sheharyar Aslam
Company Secretary

Encls: As stated above

Resolutions passed and adopted by the members in the 40th Annual General Meeting of Ghandhara Nissan Limited held on October 28, 2022 at F-3, Hub Chowki Road, SITE, Karachi

Ordinary Business:

- 1) **To confirm the minutes of the Extraordinary General Meeting held on 2nd February, 2022**

"RESOLVED THAT the minutes of the Extraordinary General Meeting held on 2nd February, 2022 be and are hereby confirmed and adopted."

- 2) **To receive, consider and adopt the Audited Accounts of the Company for the year ended 30th June, 2022 together with Directors' and Auditors' Reports thereon and the Review Report of the Chairman**

"RESOLVED THAT the Audited Accounts of the Company for the year ended 30th June, 2022 together with Directors & Auditors' Reports thereon and the Review Report of the Chairman be and are hereby approved and adopted."

- 3) **To appoint Auditors for the financial year ending 30th June, 2023 and to fix their remuneration**

"RESOLVED THAT on recommendation of Board of Directors, M/s. ShineWing Hameed Chaudhri & Co., Chartered Accountants be and are hereby appointed as Auditors of the company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and that the Board of Directors be and is hereby authorized to fix their remuneration."

Special Business:

- 4) **To consider and if thought fit to approve the change in the name of the Company from Ghandhara Nissan Limited to Ghandhara Automobiles Limited, to pass the following resolution as a Special Resolution:**


"RESOLVED as and by way of this Special Resolution that subject to the approval of the Registrar of Companies, the name of the Company be changed from 'Ghandhara Nissan Limited' to 'Ghandhara Automobiles Limited' and that all necessary procedures prescribed by law be complied with and approvals prescribed by law be secured with a view to making the change of name resolved by this Special Resolution complete and effective; and

RESOLVED FURTHER as and by way of this Special Resolution that upon the change of the name being approved by the Registrar of Companies, the Memorandum and Articles of Association of the Company shall stand altered by the change of the name 'Ghandhara Nissan Limited' to the name 'Ghandhara Automobiles Limited' wherever appearing in the said Memorandum and Articles of Association."

5. To consider to pass the following ordinary resolutions:

- a) "RESOLVED that the transactions carried out in normal course of business with associated companies/ related parties during the year ended June 30, 2022 (as disclosed in Note-39 of Financial Statements for the year ended June 30, 2022) be and are hereby ratified and approved."
- b) "RESOLVED that the Chief Executive Officer of the Company be and is hereby authorized to approve all the transactions carried out and to be carried out in normal course of business with associated companies/ related parties during the year ending June 30, 2023 and, in this connection, the Chief Executive Officer be and is hereby also authorized to take any and all necessary actions and sign/execute any and all such documents/indentures as may be required in this regard on behalf of the Company."
- c). "RESOLVED that pursuant to Section 170 read with Section 208 of the Companies Act, 2017, the approval of the members of the Company be and is hereby accorded to the Board of Directors to appoint Dr. Shaheen Kuli Khan Khattak as Executive Director Public Relations at a gross salary of Rs. 600,000/- per month, in addition to other usual expenses such as utilities and other perquisites, with effect from July 01, 2022 shared by the following Associated Companies on pro rata basis at the end of each and every quarter of the financial year:
- i. Bannu Woollen Mills Ltd.
 - ii. Janana De Malucho Textile Mills Ltd.
 - iii. Ghandhara Nissan Ltd.
 - iv. Ghandhara Industries Ltd.
 - v. The Universal Insurance Company Ltd.
 - vi. Rahman Cotton Mills Ltd.

CERTIFIED TO BE TRUE COPY



M. Sheharyar Aslam
Company Secretary

October 28, 2022