

June 22, 2023

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

Subject: CERTIFIED COPY OF RESOLUTIONS PASSED IN THE EXTRA ORDINARY GENERAL MEETING OF GANDHARA INDUSTRIES LIMITED HELD ON JUNE 22, 2023

Dear Sir

With reference to regulation # 5.6.9(b) of the Rule Book of Pakistan Stock Exchange Limited, we hereby enclose the certified copy of the resolutions approved and adopted by the members of the Company at the Extra Ordinary General Meeting held on June 22, 2023 at registered office of the Company.

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

Yours faithfully,



Talha Ahmed Zaidi
Company Secretary

Encls: As stated above

Special Business:

Agenda item # 2 To Alter the Provisions of Articles of Association Relating to Capitalization of Reserves

The Shareholders of the Company adopted the following resolution with modifications as Special Resolution:

"RESOLVED THAT approval of members of Gandhara Industries Limited (the "Company") be and is hereby accorded to amend the Articles of Association of the Company in order to empower and authorize the Board of Directors of the Company to take all decisions and pass resolutions with respect to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in or towards paying up in full unissued shares as bonus shares or debentures of the company to be allotted and distributed as fully paid up to and amongst such members in the proportion aforesaid and the Company shall give effect to such resolution. Upon the passing of such a resolution, the Board of Directors of the Company or any person nominated by them shall be empowered and authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and make all allotments and issue of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effects thereto."

"FURTHER RESOLVED THAT in consequence of aforesaid authorizations to the Board of Directors of the Company, the existing Article 153 of the Articles of Association of the Company be and are hereby substituted accordingly, to read as follows:

Article 153 of Articles of Association:

"The Board of Directors of the Company to take all decisions and pass resolutions with respect to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in or towards paying up in full unissued shares as bonus shares or debentures of the company to be allotted and distributed as fully paid up to and amongst such members in the proportion aforesaid and the Company shall give effect to such resolution. Upon the passing of such a resolution, the Board of Directors of the Company or any person nominated by them shall be empowered and authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and make all allotments and issue of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effects thereto."



"FURTHER RESOLVED that the Chief Executive and/or Company Secretary be and are hereby jointly and / or severally authorized to do all acts, deeds and things take any and all necessary steps, to fulfill the legal, corporate and procedural formalities and file all necessary documents/returns as may be deemed necessary in this behalf and the matters ancillary thereto."

Agenda item # 3 To Circulate the Annual Audited Financial Statements / Annual Report to the Members Through QR Enabled Code and Weblink:

The Shareholders of the Company adopted the following resolution passed as Ordinary Resolution:

"RESOLVED THAT approval of members of Gandhara Industries Limited (the "Company") be and is hereby accorded that the Company may circulate its annual report including annual audited financial statements, auditor's report, Directors' report, Chairman's review report and other reports contained therein to the Members of the Company through QR enabled code and weblink replacing the distribution of CD/DVD/USB/Hard copies of audited financial statements / annual report of the Company".

CERTIFIED TO BE TRUE COPY


Talha Ahmed Zaidi
Company Secretary

June 22, 2023