





F-3, Hub Chowki Road,S.I.T.E, Karachi-75730, Pakistan. Ph : +92-21-32556901-10 Fax: +92-21-32556911-12 UAN : +92-21-111-190-190 Web : www.ghandharanissan.com.pk

FORM-4

Date: 12th January, 2022

The General Manager

Pakistan Stock Exchange Limited Stock Exchange Building Stock Exchange Road <u>Karachi</u>

Subject: Notice of Extraordinary General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of the Extraordinary General Meeting to be held on Wednesday, February 2, 2022 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely, For Ghandhara Nissan Limited

M. Sheharyar Aslam
Company Secretary

Encl: As above.







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Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Ghandhara Nissan Limited (the "Company") will be held on Wednesday, February 02, 2022 at 10:30 A.M at F-3, Hub Chowki Road, S.I.T.E, Karachi to transact the following business:

Ordinary Business

- 1. To confirm the minutes of the Annual General Meeting held on October 28, 2021.
- 2. To elect ten (10) Directors of the Company as fixed by the Board of Directors in accordance with the provisions of Section 159(1) of the Companies Act, 2017 for a period of three (3) years, commencing from February 20, 2022. The names of retiring Directors are as under and are eligible for re-election:
 - Mr. Raza Kuli Khan Khattak
- 2. Lt.Gen.(Retd.) Ali Kuli Khan Khattak
- 3. Mr. Ahmad Kuli Khan Khattak
- 4. Mrs. Shahnaz Sajjad Ahmad
- 5. Mr. Muhammad Zia
- 6. Mr. Muhammad Saleem Baig
- 7. Sved Haroon Rashid
- 8. Mr. Polad Merwan Polad
- 9. Mr. Salman Rasheed (FCA)
- 10. Mr. Muhammad Jawaid Igbal (CFA)
- 3. To transact any other business with the permission of the Chair.

By order of the Board

Karachi January 12, 2022 M. Sheharyar Aslam Company Secretary

Coronavirus Contingency Planning for Extra Ordinary General Meeting of Shareholders

Considering the situation on the spread of the COVID-19 and in the light of the relevant guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) vide Circular No. 4 of 2021 dated February 15, 2021 and Circular No. 6 of 2021 dated March 04, 2021 respectively pertaining to Regulatory Relief to dilute the impact of COVID-19 for the Corporate Sector, Companies have advised to modify their usual planning for general meetings for the safety and well-being of shareholders and avoid large gatherings by provision of video link facilities.

The Company has made arrangements to ensure that all participants, including shareholders, can now participate in the EOGM proceedings via video link. For this, members are required to email their Name, Folio Number, Cell Number, and Number of shares held in their name with subject "Registration for Ghandhara Nissan Limited EOGM" alongwith valid copy of both sides of Computerized National Identity Card (CNIC) at info@ghandhara.com.pk, Video link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at least 48 hours before the time of EOGM.

Shareholders can also provide their comments and questions for the agenda items of the EOGM at the email address info@ghandhara.com.pk.

Members are therefore, encouraged to attend the EOGM through video link or by consolidating their attendance through proxies.

2. Book Closure

The Share Transfer Books of the Company will remain closed for the period from January 26, 2022 to February 02, 2022 (both days inclusive). Transfers received in order by our Share Registrar namely M/s CDC Share Registrar Services Limited, CDC House, 99 - B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi, Pakistan by the close of business on January 25, 2022 will be considered in time to attend and vote at the meeting.

3. Election of Directors

The term of the office of the present Board of the Company will expire on February 19, 2022. In terms of Section 159(1) of the Companies Act, 2017 the Board has fixed the number of Directors at 10 (ten) through a resolution passed in the meeting of the Board held on October 29, 2021 to be elected in the Extraordinary General Meeting of the Company for a period of next 3 (three) years. Any person who seeks to contest election to the office of Director shall,

whether he/she is a retiring Director or otherwise, file with the Company following documents at the registered office of the Company, not later than (14) fourteen days before the date of the Extraordinary General Meeting:

- (i) a notice of his/her intention to offer himself/herself for the election of Directors under section 159 (3) of the Companies Act, 2017;
- (ii) Consent to act as a Director in Form 28 under section 167 of the Companies Act, 2017;
- (iii) Detailed profile along with his/her office address;
- (iv) Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria, as set out in Section 153 of the Companies Act, 2017 to act as Director or an Independent Director of a listed company;
- (v) Attested copy of valid CNIC and NTN;

Statement under Section 166 (3) of the Companies Act, 2017

Pursuant to Section 166 (3) of the Companies Act, 2017, Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. Independent Directors shall meet the criteria laid down under Section 166 (2) of the said Act. The following additional documents are to be submitted by the candidates intending to consent election of Directors as an Independent Director:

- Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019;
- Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulation 2018.

The final list of contesting Directors will be circulated not later than 7 (seven) days before the date of the Extraordinary General Meeting, in terms of section 159(4). Further the website of the Company will also be updated with the required information.

4. Appointment of Proxy

A member entitled to attend and vote at the Extraordinary General Meeting shall be entitled to appoint another member, as a proxy to attend and vote on his / her behalf. The proxies in order to be effective must be received at the Registered Office of the Company not less than 48 (forty eight) hours before the time of the meeting. The form of proxy is appended to the notice of Extraordinary General Meeting and being dispatched to the Members.

5. CDC ACCOUNT HOLDERS

Any individual Beneficial Owner of CDC entitled to attend and vote at this Extraordinary General Meeting must bring the CNIC or Passport along with his / her CDC account number to prove his / her identity and in case of Proxy, must enclose an attested copy of the CNIC or Passport. The representatives of Corporate members should bring the Board of Directors'/ Trustees' 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. The CDC Account holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the SECP.

6. POSTAL BALLOT

Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of directors, where in case number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right to vote through postal ballot, that is voting by post in accordance with the requirements and procedure contained in the aforesaid regulations.

7. VIDEO CONFERENCE FACILITY

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 (ten) days prior to date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that City. The Company will intimate members regarding venue of video conference facility at least 5 (five) days before the date of the Extraordinary General Meeting along with complete information necessary to enable them to access such facility.

I/We,	of	, being a member of
Ghandhara Nissan Limited, holder of		ordinary share(s)
as per Registered Folio/CDC Account No		hereby
opt for video con	erence facility at	
Signature of Mem	her	

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Karachi 12th January, 2022 M. Sheharyar Aslam Company Secretary

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I/We,	of	being a member of Ghandhara
Nissan Limited, holder of	pr	dinary share(s) as per Registered Folio/CDC Account No
hereby opt	for videa conference	facility at
		Signature of Member



فالتيقت الله النان لميثر

اطلاع برائ عنير معمولي عام اجلاس

یز ربعه باد انونش عطع کیاجا تا ہے کہ گندهارانسان کمیٹیڈ(" کمپنی") کا ایک غیر معمولی اجلاسِ عام بروز بدھ، 02 فروری 2022 بوقت 30. 10 بچر جیج برتقام ایف 3، حب چوکی روؤ، سائٹ، كرا يى يرمنعقد بورباب جس من مندرجه ذيل امورسرانجام دي جاكي ع.

28 اکتوبر2021 کومنعقد ہونے والے آخری سالانداجلاس عام کے منس کی توثیق کرنا۔

بورڈ کے ناظمین کے تنفین کردودن (10) ناظمین کا بمپینز ایک ، 2017 کے شوابط کی شق 159(1) کے تحت السطح تین سالوں کی مدت کے لیے انتخاب کرنا جس کا آغاز 20 فرور ی 2022 ہے ہوگا۔وتقبر دارہونے والے ناظمین کے نام درج ذیل ہیں اور وووو بارہ انتخاب کے اہل ہیں:

> ليفشينت جزل (ر) على قلى خان عنك 1. جنابرساقلي خان خنك محترمه شهناز سجاداحمه 3, جناب احمقى خان خنك .4

5. جناب محمضیاه 7. سید بارون راشد 9. جناب سلمان رشید (FCA) جناب محمليم بيك .6 جناب بولا دمروان بولاد .8

10. جناب محمد جاويدا قبال (CFA)

چیتر مین کی اجازت ہے کسی دوسرے کاروبار کی انجام دہی۔

12 جۇرى،2022

يحكم بورة ایم_شهریاراسلم سمپنی تیکریٹری

حصص یافتگان کے فیر معمولی اجلائی عام سے سلسے میں کورونا دائریں کے پیش نظر ہنگا کی منصوبہ بندی کو وقد 19 کے پھیلا و کی صورتھال کے پیش نظر اور سکیا ریٹرزائیڈ آئے پینچ کمیشن آف یا کستان (SECP) کی جانب سے بالتر نیب 2021 کے سرگلر فہر 4، مورجہ 6 فروری 2021 اور 2021 کے سرگلر فہر 6 مورجہ 40 مارچ 2011 کے ذریعے جاری کر دہ متعلقہ رہنما فطوط کی روشن میں کار پوریٹ سیکٹر کے لیے کو دؤ۔ 19 کے اثر ات کو کم کرنے کے سلسط میں ریگولیٹری ریلیف سے متعلق، کمپنیوں کو تجویز دی گئی ہے کہ دو جھس یافت گان کی تھا فات اور بھیود کے لیے عام اجلاسوں سے حوالے سے اپنی معمول کی منصوبہ بندی میں ترمیم کریں اور دیڈ یونک کی سمولیات کی فرانھی کے ذریعے بڑے اجتماعات سے گریز کریں۔

سمپٹی نے اس بات کویٹٹی بنانے کے لیے انتظامات کیے ہیں کہ تمام شرکا بشول تصف یافتٹان ،اب ویڈ یونٹک کے ذریعے EOGM کی کارروائی میں حصہ لے سکتے ہیں۔اس کے لیے ممبران کواسے نام ،فولیونیمر ،بیل فیمر ،اوراہے نام پر موجود حصل کی تعداد کو''رہٹریٹن فارگند جاران کواسے EOGM ''کھنوان کے بمراہ کیمیوز انز فوق می شاختی کارؤ (CNIC) کی دونوں طرف کی درست کا پی کے ساتھ کی تعداد کے مصلے میں info @phandhara.com.pk ہوئی ہونگ اوراڈگ ان کی استاد صرف ان ممبران کے ساتھ شیئر کی جا کیں گئی جن کی تمام مطلوبہ تضیلات پر مشتمل ای سیلون EOGM کے دفت سے کم از کم 48 مکھنے پہلے موصول ہوجا کیں گی۔

تقعن یافتاگانEOGMکا بجندا آنکو کے لیے اپنے تبرے اور موالات بھی ای شکل ایڈریس info@ghandhara.com.pk پرفراہم کرسکتے ہیں۔

لبذا بمبران کو یڈیونک کے ذریعے پارِ اکس کے ذریعے اپنی حاضری کو متحکم کرے EOGM میں شرکت کرنے کی ترغیب دی جاتی ہے۔

سست بندش سمینی کا حصل کی منتلی کی کتب 26 جنوری2022 سے 02 فروری 2022 (دونوں ون شامل) کی مدت کے درمیان بندرین گی۔25 جنوری،2022 کو کار دیار کے افتتا مرتک ہمارے شیئر رہٹرار ایسی بیمبرری ڈی ٹی شیئر رہٹر ارسر دیز کمیٹلڈ ، CDC ہاؤس 99 لی، باک لیا ایس۔ ایم ایسی۔ ایک ایس ہمارے شیئر رہٹرار ایسی بیمبرری ڈیسی کی سال میں تھا گئے۔ ایسی ایسی کی ایسی کا ایسی کا بیمبر کی ایسی کی ایسی کوری ہونے والے ٹرانسفرز کو اجلاس میں شرکت اورووٹ دینے کے لیے بروفت تصور کیا جائے گا۔

3. ناظمين كانتخاب یا سین ۱۹ عاب سین کے موجودہ ناظمین کے عبدے (office) کی مدت 19 فروری 2022 کوشتم ہوری ہے کیپینز ایکٹ،2017 ("ایکٹ") کی شق 195(1) کے تحت، بورڈ کے ناظمین نے

29 کتوبر 2021 کے منعقدہ بورڈ کے اجلاس میں منظور کروہ آیک قرارو کے ذریعے ناظمیس کی تعداد دس (10) منتعین کردی تھی، جن کا انتخاب غیر معمولی اجلاس میں تین سال کی مدت کے لیے ہوتا ہے کوئی فنٹس جو ناظم کے عمید سے (Office) کے انتخاب میں حصد لینا چاہتا ہے، چاہدہ وہ خودہ ناظمین میں سے دستبردار ہونے والا ناظم ہے یا کوئی اور، وہ غیر معمولی اجلابِ عام کی تاریخ کے پہلے 14 ون کے اندر کمپنی کے دجئر ڈافنس میں ورج ذیل وستاہ پڑات جم کروائے گا: کمپینزا یک 2017 کی ش 159 (3) کے تحت ، ڈائز یکٹرز کے انتخاب کے لیے اپنے آپ پیش کرنے کی اظہار د کپیں کا نوٹس ؛

ii) كينيزا يك 2017 كي ش 167 كتف فارم 28 من بطورة الزيكركام كرف كآمادكى:

iii) وفتر کے پیتے کے ساتھ آمید وار کا تعسیلی پر فائل (IV) کمپینیز ایک 2017 کے سیٹن 153 کے مطابق اسد کمپنی میں بطور ڈائز کیٹر یا آزاد ڈائز کیٹر کام کرنے کے لئے مقرری کی الجیت اور کوڈ آف کارپوریٹ گویشن ریگولیشنز 2019 كالعيل مين ويكليم يش

السَّديق شدو كميدورُ انز ذقو می شناختی كار ذ (سی این آئی ی) اوراین ئی این كی قل

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كېنىزايك2017 كى تى 166(3) كى تحت، يان کیٹیزا کیک 2017 کی شن 166 (3) کے تحت آزاد ناظمین کا چنا کیٹیزا کیک 2017 کی شن 159 کے مطابق ناظمین کے انتخاب سے عمل کے ذریعے کیا جائے گا۔ آزاد ناظمین ندکورہ ایک کی شن 166 (2) کے تحت طے شدہ معیار (Criteria) پر پورااتریں گے۔ ایک آزاد ناظم کے طور پرناظمین کے انتخاب کی آزاد ناظم کے طور پرناظمین کے انتخاب کے انتخاب کی آزاد ناظمین کے خواہشندا میدواروں کو درج ذیا

اضافی وستاویزات جمع کراناہوں کی۔

لسلائمپینز (کوؤ آف کار پوریٹ گورنس)ر گیلیشنز 2019 کی ش 6(3) سے تحت آزاد ناظم کااعلامیہ: غیرعدالتی اسنامپ بیپر پراقر ارنامہ کدو، کمپینز (آزادناظمین کا طریقہ کاراورا مختاب)ر گیلیش 2018 کے ضابطے 4 کے ذیلی ضابطے (1) کے نقاضوں کو پوراکرتا / کرتی ہے۔

شق 159 (4) کے تحت انتخاب میں حصہ لینے والے ناظمینن کی حتی فہرست غیر معمولی اجلاب عام کے انعقاد کی تاریخ ہے 7 (سات) دن پہلے تقسیم کردی جائے گی۔ مزید یہ کہ میٹنی اس

مليط مين تازور ين معلومات ، ويب سائف يرجحي فراتهم كرے كي -

کمپنی کا کوئی رکن جواس غیر معمولی اجلاسِ عام میں شرکت اوررائے دیے کا حقدار ہے وہ کسی دوسر شخص کواپنا نمیانندہ (proxy) منتخب کرسکتا ہے کہ دواس کی جانب سے اجلاس میں شرکت کرے اور رائے دے۔ پراکسیز کومؤٹر ہوئے کے لیے اجلاس کے انعقاد کے وقت ہے لاز کا 184 (اثرابیس) تھنے پہلے کمپنی کے رجنز و آفس پرپیٹی جانا جا ہیے۔ پراکسی کا فارم غیر معمولی

اجلامِ عام كنوش كساته فسلك كياجا تا باورمبران كوارسال كياجا تاب CDCاكاؤنث حاملين

CDC) کا وُنٹ حاملین کوالیں ای کی پی کی جانب ہے جاری کردہ سر گلرنمبر 1 مورنہ 26 جنوری 2000 کے مطابق مزید ہوایت پڑھل کرنا ہوگا۔

يوشل بيلث تم پیٹر (پوش بیلٹ)ریکولیشنز 2018 کے تحت، ڈائریکٹرز کے انتقاب کے مقصد کے لیے، جہاں امیدواروں کی تعداد شنٹ ہونے والے ڈائریکٹرز کی تعداد سے زیادہ ہونے کی صورت میں، پوش بیٹ کے ذریعے اراکین کوامیخ استعمال کرنے کی اجازت ہوگی ، جو کہ ذکر کورور کی لیشنز میں موجودہ تقاضوں اور طریقہ کارے مطابق ڈاک کے ذریعے وہ تنگ

ويذيو كانفرنس كي سبولت آگر کھنی کو 10 فیصدیاس سے زیادہ شیئر ہولڈنگ رکھنے والے اراکین جو کی جغرافیانی کل وقع پر رہائش پذیرہ وں ، ان کی جانب سے میشنگ کی تاریخ کے کم از کم 10 (وس) ون پہلے ویڈ یو کا نوٹس کے ذریعے میشنگ میں شرکت کے لیے رضامندی کئی ہے ، تو کمپنی اس شہر میں ویڈ یو کا افغان کی سوارٹ کی ہوائت کا انتظام کرے گی جو کہ اس طرح کی سہولت تک مشروط ہے ۔ کمپنی غیر معمولی اجلاس عام کی تاریخ کے کم از کم 50 (پارٹھ) ون بڈریوکا نوٹس کی سہولت کے مقام کے بارے میں مجمران کو مطلع کرے گی اور انہیں اس طرح کی سہولت تک رسائی کے قابل بنانے کے لیے کمل ضروری معلومات فراہم کرے گی۔

میں اہم،۔۔۔۔۔۔کا۔۔۔۔کا۔۔۔۔۔کا۔۔۔۔۔کا وہ ماری کا کا وہ من منبر کے مطابق ۔۔۔۔۔۔۔ عام جھن کا حال ۔۔۔۔۔۔۔۔۔۔۔ اس طرح۔۔۔۔۔۔۔ اس طرح۔۔۔۔۔۔۔ یو یک ایو کا نفرنس کی سبولت کا انتخاب کرتا ہوں ا کرتے ہیں۔

ممبر كادسخط