



GHANDHARA
NISSAN LIMITED



JAC
MOTORS

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Karachi-75730, Pakistan.
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FORM-4

Date: 12th January, 2022

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

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.



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:

- | | |
|--------------------------------|---|
| 1. 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. Syed Haroon Rashid | 8. Mr. Polad Merwan Polad |
| 9. Mr. Salman Rasheed (FCA) | 10. Mr. Muhammad Jawaid Iqbal (CFA) |

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

Karachi
January 12, 2022

By order of the Board

M. Sheharyar Aslam
Company Secretary

NOTES

1. 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 conference facility at _____.

Signature of Member

**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-9, Hub Chowki Road, S.I.T.E, Karachi to transact the following business:

Ordinary Business

- To confirm the minutes of the Annual General Meeting held on October 28, 2021
- 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:

1. Mr. Raza Kuli Khan Khattak	4. Lt. Gen. (Retd.) Ali Kuli Khan Khattak
2. Mr. Ahmad Kuli Khan Khattak	5. Mrs. Shahnaz Sajjad Ahmad
3. Mr. Muhammad Zia	6. Mr. Muhammad Saleem Baig
7. Syed Haroon Rashid	8. Mr. Polad Merwan Polad
9. Mr. Salman Rasheed (FCA)	10. Mr. Muhammad Jawaid Iqbal (CFA)
- To transact any other business with the permission of the Chair.

By order of the Board

Karachi
12th January, 2022

M. Sheharyar Aslam
Company Secretary

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- a notice of his/her intention to offer himself/herself for the election of Directors under section 159 (3) of the Companies Act, 2017;
- Consent to act as a Director in Form 28 under section 167 of the Companies Act, 2017;
- Declared profile along with his/her office address;
- 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;
- Attested copy of valid CNIC and NTN;

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

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- 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.

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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 conference facility at _____.

Signatures of Member

عمومی امور

- کراچی

نوٹس

- ## 2. کتب بندش

- ### 3. ناظمین کا انتخاب

- معم کے دستخط