



Ghani Automobile Industries Limited

No. GAIL/PSX/2020/19

November 26, 2020

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

Fax: 021-111-573-329

Dear Sir,

**Special Resolution Passed in Extraordinary General Meeting Ghani Automobile Industries Limited**

We enclose herewith special resolutions passed by the shareholders in the Extraordinary General Meeting of Ghani Automobile Industries Limited held on November 19, 2020 and held again on November 26, 2020 after adjournment under proviso of section 135(1) of the Companies Act, 2017 at Park Lane Hotel, 107-B3, Gulberg-III, MM Alam Road, Lahore.

Yours Sincerely,

**Hafiz Muhammad Imran Sabir**  
Company Secretary

Encl: As Above

CC: The Corporate Supervision Department, SECP, Islamabad



Ghani Automobile Industries Limited

**SPECIAL RESOLUTIONS PASSED BY THE SHAREHOLDERS OF GHANI AUTOMOBILE INDUSTRIES LIMITED IN EXTRAORDINARY GENERAL MEETING HELD ON NOVEMBER 19, 2020 AND HELD AGAIN ON NOVEMBER 26, 2020 AFTER ADJOURNMENT UNDER PROVISIO OF SECTION 135(1) OF THE COMPANIES ACT, 2017**

**“RESOLVED THAT** subject to the sanction of the Lahore High Court Lahore M/s. Ghani Automobile Industries Limited be and is hereby merged with and into M/s. Ghani Value Glass Limited in accordance with the Scheme of Arrangement (“Scheme”) for amalgamation to be approved by the Lahore High Court Lahore.

**FURTHER RESOLVED THAT** the Scheme of Arrangement (“Scheme”) for amalgamation between M/s. Ghani Automobile Industries Limited and its members and M/s. Ghani Value Glass Limited and its members considered by the meeting and initiated by the Chairman of the meeting for purpose of identification be and is hereby adopted, agreed and approved.

**FURTHER RESOLVED THAT** the SWAP ratio as recommended by the board of directors of M/s. Ghani Automobile Industries Limited be and is hereby approved and issuance of 1 ordinary share of M/s. Ghani Value Glass Limited to be issued to the shareholders of M/s. Ghani Automobile Industries Limited in exchange for every 7.8047 ordinary shares of M/s. Ghani Automobile Industries Limited held by them be and is hereby approved.

**FURTHER RESOLVED THAT** Mr. Aftab Ahmad Khan, Chief Executive Officer, Mr. Junaid Ghani, Director, Mr. Umer Farooq Khan, CFO and Hafiz Muhammad Imran Sabir, Company Secretary be and are hereby jointly and singly authorized to take all steps necessary, ancillary and incidental by the Company for completion of the amalgamation of M/s. Ghani Automobile Industries Limited with and into M/s. Ghani Value Glass Limited including but not limited to:

- Make such alteration and modification in the Scheme of Arrangement for amalgamation as may be required from time to time;
- Take such other and execute such other documents as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolutions and
- Generally to submit all such documents as may be required by the SECP or Lahore High Court Lahore in relation to the amalgamation, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the amalgamation or any action incidental thereto.”

**Certified True Copy**  
  
**For Ghani Auto Mobile Industries Ltd.**