

June 1, 2023

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

Subject: **Notice of Extra Ordinary General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of the Extra Ordinary General Meeting to be held on June 22, 2023 for circulation amongst the TRE Certificate Holders of the Exchange.

The aforementioned notice has been published in the following English and Urdu language newspapers on June 1, 2023.

1. Business Recorder (English)
2. Daily Dunya (Urdu)

Yours Sincerely,



Talha Ahmed Zaidi
Company Secretary

Encl:
Notice Copy
Postal Ballot Form
Proxy Form



Notice of Extra Ordinary General Meeting

Notice is hereby given to all the members of GHANDHARA INDUSTRIES LIMITED ("the Company") that the Extra Ordinary General Meeting will be held on Thursday, June 22nd, 2023 at 01:00 P.M at F-3, Hub Chauki Road, S.I.T.E., Karachi to transact the following business:

Special Business

1) Increase in Authorized Share Capital of the Company:

To consider and if deemed fit, to pass the following resolutions as special resolutions for increase in authorized share capital of the Company and consequent alterations in the Memorandum and Articles of Association of the Company, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors:

"RESOLVED THAT approval of members of Ghandhara Industries Limited (the "Company") be and is hereby accorded to increase the authorized share capital of the Company from PKR 1,000,000,000/- (Rupees One Billion only) divided into 100,000,000 ordinary shares of PKR 10 (Rupees Ten) each to PKR 2,500,000,000/- (Rupees Two Billion and Five Hundred Million only) divided into 250,000,000 ordinary shares of PKR 10 each by creation of 150,000,000 additional ordinary shares of PKR 10 (Rupees Ten) each to rank pari passu in every respect with the existing ordinary shares of the Company."

"FURTHER RESOLVED THAT in consequence of the aforesaid increase in the authorized share capital of the Company, the existing clause V of the Memorandum of Association of the Company and Article 7 of the Articles of Association of the Company be and are hereby substituted accordingly, to read as follows:

Clause V of Memorandum of Association:

"The authorized share capital of the Company is Rs. 2,500,000,000 (Rupees Two Billion and Five Hundred Million only) divided into 250,000,000 (Two Hundred and Fifty Million) shares of Rs. 10/- (Rupees Ten) each."

Article 7 of the Articles of Association:

"The authorized share capital of the Company is Rs. 2,500,000,000 (Rupees Two Billion and Five Hundred Million only) divided into 250,000,000 (Two Hundred and Fifty Million) shares of Rs.10/- (Rupees Ten) each." The minimum subscription, required by law, has been attained.

"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."

2) To Alter the Provisions of Articles of Association Relating to Capitalization of Reserves:

To consider and if deemed fit, to pass the following resolutions as special resolutions to alter the provisions of articles of association of the Company relating to the capitalization of reserves, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors:

"RESOLVED THAT approval of members of Ghandhara Industries Limited (the "Company") be and is hereby accorded that the Board of Directors of the Company may resolve that it is desirable 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 directors shall give effect to such resolution. Whenever such a resolution aforesaid shall have been passed by the Board of Directors of the Company, the directors are authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and 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 may resolve that it is desirable 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 directors shall give effect to such resolution. Whenever such a resolution aforesaid shall have been passed by the Board of Directors of the Company, the directors are authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and 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."

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

To consider and if deemed fit, to pass the following resolution as ordinary resolution to circulate the annual audited financial statements / annual report to the members of the Company through QR enabled code and weblink instead of circulation of CD/DVD/USB/Hard copies of said audited financial statements / annual report of the Company, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors:

"RESOLVED THAT approval of members of Ghandhara 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".

Statement under Section 134(3) of the Companies Act, 2017, pertaining to the special business referred to above is annexed to the notice of the Extraordinary General Meeting.

Karachi
June 1, 2023

By Order of the Board
Talha Ahmed Zaidi
Company Secretary

A statement of material facts under section 134(3) of the Companies Act, 2017 pertaining to the Special Business is annexed to this notice of the meeting.

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed for the period from June 16, 2023 to June 22, 2023 (both days inclusive) for the purpose of Extra Ordinary General Meeting. Transfers received in order at our Share Registrar M/s. CDC Share Registrar Services Limited. CDC House no. 99-B, Block B, S.M.C.H.S Main Shahrah-e-Faisal, Karachi at the close of business on June 15, 2023 shall be treated in time for the purpose of Extra Ordinary General Meeting. No transfer will be accepted for registration during this period.

2. Participation in General Meeting

A member of the Company entitled to attend and vote at this meeting, may appoint another person as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

CDC shareholders entitled to attend and vote at the meeting must bring his/her Participant ID and Account/Sub-Account number along with original CNIC or original passport to authenticate his/her identity. In case of corporate entity, resolution of Board of Directors/Power of Attorney with specimen signature of the nominee along with his/her recent photograph shall be produced (unless it has been provided earlier) at the time of the meeting.

3. For appointing the proxy

CDC shareholders shall submit the proxy form as per above requirements together with attested copy of CNIC or Passport of the beneficial owner and proxy. In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be submitted along with the proxy form to the Company.

The proxy form shall be witnessed by two witnesses with their names, addresses, and CNIC numbers. The proxy shall produce his/her original CNIC or original Passport at the time of meeting.

4. Change in Address and CNIC

Members are requested to notify/submit the following information/documents, in case of book entry securities in CDS to their respective participants and in case of physical shares to the registrar of the Company by quoting their folio numbers and name of the Company at the above-mentioned address, if not earlier notified/submitted:

- Change in their address, if any
- Members, who have not yet submitted attested photocopy of their valid CNIC are requested to submit the same along with folio numbers at earliest, directly to the Company's Share Registrar M/s. CDC Share Registrar Services Limited. CDC House no. 99-B, Block B, S.M.C.H.S Main Shahrah-e-Faisal, Karachi.

Further, Pursuant to the directives of the SECP, the dividend of shareholders whose CNIC/SNIC or NTN (in case of corporate entities), are not available with the Share Registrar could be withheld. Shareholders are therefore, requested to submit a copy of their valid CNIC (if not already provided) to the Company's Share Registrar.

5. Request for Video Conferencing Facility

If the Company receives consent from the members holding at least 10% shareholding residing in a city, to participate in the meeting through video-link at least seven (07) days prior to date of the meeting, the Company will arrange facility of video-link in that city subject to availability of such facility in that city.

To avail this facility please provide the following information to our Share Registrar M/s. CDC Share Registrar Services Limited. CDC House no. 99-B, Block B, S.M.C.H.S Main Shahrah-e-Faisal, Karachi.

"I/We, _____ of _____, being a member of Ghandhara Industries Limited, holder of _____ ordinary share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____."

Signature of member

6. Postal Ballot

Pursuant to the Companies (Postal Ballot) Regulations, 2018, for any agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right to vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

7. Deposit of Physical Shares in to CDC Account

As per Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the date of the promulgation of the Companies Act 2017.

Pursuant to the SECP letter no. CSD/ED/Misc./2016-639-640 dated March 26, 2021, the Company is following up with all shareholders holding shares in physical form with the request to convert their shares in Book-Entry Form in order to comply with the provisions of the Companies Act, 2017. Shareholders may contact the Company's Share Registrar to understand the process and benefits of conversion of shares held in physical form into Book-Entry Form.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

The following statement sets out the material facts pertaining to the special business to be transacted at the Extra Ordinary General Meeting of the Company to be held on June 22nd, 2023.

Agenda Item No. 1 of the Special Business - Increase in Authorized Share Capital of the Company

The existing authorized share capital of the Company is PKR 1,000,000,000/- (Rupees one Billion only) divided into 100,000,000 ordinary shares of PKR 10 each.

In order to provide the Company with adequate leverage to consider the future issuance of shares against right, bonus and others, it is proposed to increase the Share Capital of the Company from existing share capital of Rs.1,000,000,000 (Rupees One Billion only) divided into 100,000,000 shares of Rs. 10/- each to Rs.2,500,000,000 (Rupees Two Billion and Five Hundred Million only) divided into 250,000,000 shares of Rs.10/- each by creation of 150,000,000 additional ordinary shares of PKR 10 (Rupees Ten) each to rank pari passu in every respect with the existing ordinary shares of the Company.

The proposed increase in the authorized share capital of the Company will also necessitate amendments in Clause V of Memorandum of Association of the Company and Article 7 of the Articles of Association of the Company. The Board of Directors has also recommended required alterations to the Memorandum of Association and Articles of Association of the Company to reflect the increase in authorized share capital of the Company. The comparison of existing clause / article with the proposed is as under:

Description	Existing	Proposed
Clause V of Memorandum of Association	The authorized share capital of the Company is Rs. 1,000,000,000 (Rupees One Billion only) divided into 100,000,000 (One Hundred million shares) of Rs. 10/- (Rupees Ten) each."	The authorized share capital of the Company is Rs. 2,500,000,000 (Rupees Two Billion and Five Hundred Million only) divided into 250,000,000 (Two Hundred and fifty million shares) of Rs. 10/- (Rupees Ten) each."
Article 7 of Articles of Association	"The authorized share capital of the company is Rs. 1,000,000,000 (Rupees One Billion only) divided into 100,000,000 (One Hundred Million) shares of Rs.10/- (Rupees Ten) each." The minimum subscription, required by law, has been attained.	"The authorized share capital of the company is Rs. 2,500,000,000 (Rupees Two Billion and Five Hundred Million only) divided into 250,000,000 (Two Hundred and Fifty Million only) shares of Rs.10/- (Rupees Ten) each." The minimum subscription, required by law, has been attained.

None of the Directors of the Company have any personal interest in the aforesaid Special Resolutions except in their capacity as Shareholders or Directors of the Company.

Agenda Item No. 2 of the Special Business - To Alter the Provisions of Articles of Association Relating to Capitalization of Reserves:

The existing provision that necessitates members' approval in a general meeting for capitalizing reserves should be revised. Currently, obtaining approval from members for capitalizing reserves is a time-consuming and costly process, especially when the Board of Directors recommends issuing bonus shares. To address this, it is proposed to amend Article 153 of the Company's Articles of Association. The suggested modification would authorize the Board of Directors to make decisions regarding the capitalization of reserves. This change will streamline the process of issuing fully paid shares or debentures by the Company. The comparison of existing article 153 and proposed article 153 is as under:

Existing Article	Proposed Article
The Company in General Meeting may at any time and from time to time upon the recommendation of the Board by resolution declare that it is expedient to capitalise any sum or sums (1) standing to the credit of any of the Company's reserve funds or (2) being undivided profits in the hands of the Company and available for distribution and not required for the payment of any Dividend which at the date of the resolution is due to any Shares of the Company and that the same be set free for distribution accordingly and may direct the appropriation of any such sum or sums among the Members or any class of Members who would be entitled to such profits if distributed as Dividend and in the same proportion in which they would have been so entitled, by applying the same in issuing fully paid Shares or Debenture of the Company for distribution among such Members or in any one or more of such ways and the Board shall give effect to such resolution.	"the Board of Directors of the Company may resolve that it is desirable 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 directors shall give effect to such resolution. Whenever such a resolution aforesaid shall have been passed by the Board of Directors of the Company, the directors are authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and 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."

None of the Directors of the Company have any personal interest in the aforesaid Special Resolutions except in their capacity as Shareholders or Directors of the Company.

Further as per requirements of the S.R.O 423(I)/2018, a confirmatory statement by the Board of Directors has been reproduced below:

CONFIRMATORY STATEMENT

The Board of Directors of Ghandhara Industries Limited (the "Company") confirms that it has amended the relevant clause of Memorandum and Articles of Association of the Company in line with the applicable provisions of law and the regulatory framework. The Board also confirms that the amendments in the Memorandum and Articles of Association will not be detrimental to the interest of the Company or its members as a whole.

Talha Ahmed Zaidi
Company Secretary
For and on behalf of Board of Directors

Agenda Item No. 3 of the Special Business - To Circulate the Annual Audited Financial Statements / Annual Report to the Members Through QR Enabled Code and Weblink:

Currently the Company is distributing CD/DVD of 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 pursuant to shareholders approval accorded in AGM dated October 31, 2016.

The Securities & Exchange Commission of Pakistan (SECP) vide its SRO No. 389(I)/2023 dated March 21, 2023 has allowed companies to circulate the annual audited financial statements to its members through QR enable code and weblink.

Considering the use of technology and being more cost effective, members approval is sought for circulation of the Annual Report (including annual audited financial statements and other reports contained therein) to the members of the Company through QR enabled code and weblink in accordance with S.R.O. 389(I)/2023 dated March 21, 2023.

The notice of the general meeting shall be dispatched to the members as per requirements of the Act, on their registered address, including the QR code and the weblink address to view and download the annual report including annual audited financial statements, auditor's report, Directors' report, Chairman's review report and other reports contained therein.

None of the Directors of the Company have any personal interest in the aforesaid Resolution except in their capacity as Shareholders or Directors of the Company.

Ballot Paper for voting through post for poll to be held in person and virtual at Extraordinary General Meeting to be held on Thursday, June 22, 2023 at 1:00 p.m. at F-3, Hub Chauki Road, SITE, Karachi

GHANDHARA INDUSTRIES LIMITED

Registered Office: F-3, Hub Chauki Road, SITE, Karachi-75730
 UAN: (92-21) 111-445-111; Fax No. (92-21) 32569989
 Website: <http://www.gil.com.pk>

Designated email address of the chairman at which the duly filled in ballot paper may be sent: chairman@gil.com.pk

Name of shareholder / joint shareholders
Registered Address
Folio Number / CDC Account No.
Number of shares held
CNIC No./Passport No - in case of foreigner (copy to be attached)
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (■) mark in the appropriate box below

Agenda No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We assent to the Resolutions (AGAINST)
	SPECIAL BUSINESS:			
1	<p>Agenda Item No. 1 of the Special Business - Increase in Authorized Share Capital of the Company</p> <p>To consider and if deemed fit, to pass the following resolutions as special resolutions for increase in authorized share capital of the Company and consequent alterations in the Memorandum and Articles of Association of the Company, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors:</p> <p>“RESOLVED THAT approval of members of Ghandhara Industries Limited (the “Company”) be and is hereby accorded to increase the authorized share capital of the Company from PKR 1,000,000,000/- (Rupees One Billion only) divided into 100,000,000 ordinary shares of PKR 10 (Rupees Ten) each to PKR 2,500,000,000/- (Rupees Two Billion and Five Hundred Million only) divided into 250,000,000 ordinary shares of PKR 10 each by creation of 150,000,000 additional ordinary shares of PKR 10 (Rupees Ten) each to rank pari passu in every respect with the existing ordinary shares of the Company.”</p> <p>“FURTHER RESOLVED THAT in consequence of the aforesaid increase in the authorized share capital of the Company, the existing clause V of the Memorandum of Association of the Company and Article 7 of the Articles of Association of the Company be and are hereby substituted accordingly, to read as follows:</p> <p>Clause V of Memorandum of Association: “The authorized share capital of the Company is Rs. 2,500,000,000 (Rupees Two Billion and Five Hundred Million only) divided into 250,000,000 (Two Hundred and Fifty Million) shares of Rs. 10/- (Rupees Ten) each.”</p> <p>Article 7 of the Articles of Association: “The authorized share capital of the company is Rs. 2,500,000,000 (Rupees Two Billion and Five Hundred Million only) divided into 250,000,000 (Two Hundred and Fifty Million) shares of Rs.10/- (Rupees Ten) each.” The minimum subscription, required by law, has been attained.</p> <p>“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.”</p>			

<p>2</p>	<p>Agenda Item No. 2 of the Special Business - To Alter the Provisions of Articles of Association Relating to Capitalization of Reserves: To consider and if deemed fit, to pass the following resolutions as special resolutions to alter the provisions of articles of association of the Company relating to the capitalization of reserves, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors:</p> <p>“RESOLVED THAT approval of members of Gandhara Industries Limited (the “Company”) be and is hereby accorded that the Board of Directors of the Company may resolve that it is desirable 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 directors shall give effect to such resolution. Whenever such a resolution aforesaid shall have been passed by the Board of Directors of the Company, the directors are authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and 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.”</p> <p>“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:</p> <p>Article 153 of Articles of Association: “The Board of Directors of the Company may resolve that it is desirable 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 directors shall give effect to such resolution. Whenever such a resolution aforesaid shall have been passed by the Board of Directors of the Company, the directors are authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and 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.”</p> <p>“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.”</p>			
<p>3</p>	<p>Agenda Item No. 3 of the Special Business – To Circulate the Annual Audited Financial Statements / Annual Report to the Members Through QR Enabled Code and Weblink</p> <p>To consider and if deemed fit, to pass the following resolution as ordinary resolution to circulate the annual audited financial statements / annual report to the members of the Company through QR enabled code and weblink instead of circulation of CD/DVD/USB/Hard copies of said audited financial statements / annual report of the Company, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors:</p> <p>“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”.</p>			

Signature of shareholder(s)

Place: Karachi, Date: June 1, 2023

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

1. Dully filled postal ballot should be sent to the Chairman Mr. Ali Kuli Khan Khattak, GANDHARA INDUSTRIES LIMITED, F-3, Hub Chauki Road SITE, Karachi : chairman@gil.com.pk
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before **June 21, 2023** during working hours. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

Proxy Form



Please quote:

No. of Shares held _____

The Company Secretary

Ghandhara Industries Limited

F-3, Hub Chowki Road

SITE Karachi-75730, Pakistan.

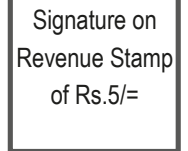
Folio No. _____

CDC Part. ID _____

A/C/Sub A/C No. _____

I/We _____ being a shareholder of Ghandhara Industries Limited and holding _____ ordinary shares as per register Folio Number _____ or CDC participant ID no. _____ A/c No. _____ do hereby appoint _____ of _____ or failing him / her _____ of _____ as proxy in my/ our behalf at the Extraordinary General Meeting of the Company to be held on Thursday, June 22, 2023 at 01:00 p.m. and at any adjournment thereof.

Signature of Shareholder -----



Name of Shareholder -----

Witnesses:

Signature-----

Signature -----

Name -----

Name -----

NIC/ Passport No. -----

NIC/Passport No.-----

NOTES:

1. A shareholder entitled to attend and vote at the Annual General Meeting of the Company may appoint any person as his/her proxy to attend and vote instead of him/her. The proxy shall have the right to attend, speak and vote in place of the shareholder appointing him/her at the meeting.
2. The instrument appointing a proxy should be signed by the Shareholder or by his/her Attorney, duly authorized in writing and person appointed proxy. In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall be submitted along with proxy form to the company.
3. The Proxy Form duly completed, must be deposited at the Company's Registered Office at F-3, Hub Chauki Road S.I.T.E, Karachi not less than 48 hours before the time of holding the meeting.
4. Shareholders whose holdings are in the Central Depository System (CDS) and their proxies both, should attach with this form, attested copies of their Computerized National Identity Card or (attested copies of first four pages of their passport). To facilitate identification at the AGM, the proxy should bring his/her original Computerized National Identity Card or passport. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

برائے کرم حوالہ دیں:

زیر تجویل حصص کی تعداد-----

فولیو نمبر-----

سی ڈی سی شراکتی ID-----

اکاؤنٹ / سب اکاؤنٹ نمبر-----

کمپنی سیکریٹری

گندھارا انڈسٹریز لمیٹڈ

ایف-3، حب چوکی روڈ

سائٹ کراچی-75730، پاکستان۔

میں / ہم-----گندھارا انڈسٹریز لمیٹڈ کے حصص یافتگان اور

رجسٹرڈ فولیو نمبر_____ یا سی ڈی سی شراکتی ID_____ اکاؤنٹ نمبر_____ کے مطابق_____ عام حصص کا / کے

حامل ہونے کے ناطے بذریعہ ہذا----- ساکن----- یا اس کی غیر حاضری کی صورت

میں----- ساکن----- کو میری / ہماری طرف سے جمعرات، 22 جون 2023 بوقت

دوپہر 1 بجے یا اس پر کسی التوائی تاریخ پر منعقدہ کمپنی کے غیر معمولی اجلاس عام میں شرکت کے لیے اپنا / اپنی نمائندہ مقرر کرتا ہوں / کرتے ہیں۔

حصص یافتہ کے دستخط-----

پانچ روپے کی ریونیو
مہر پر دستخط ثبت کیجئے

حصص یافتہ کا نام-----

گواہان:

دستخط-----

دستخط-----

نام-----

نام-----

NIC / پاسپورٹ نمبر-----

NIC / پاسپورٹ نمبر-----

نوٹس:

1. کمپنی کی سالانہ جنرل میٹنگ میں شرکت کرنے اور ووٹ دینے کا اہل کسی بھی فرد کو اپنا نائب نامزد کر سکتا ہے تاکہ وہ اس کی غیر موجودگی میں شرکت کرے اور ووٹ ڈالے۔ نائب کو اختیار حاصل ہے کہ وہ شیئر ہولڈر کے بدلے میٹنگ میں شرکت کرے، بولے اور ووٹ دے۔
2. نائب کی نامزدگی کی درخواست پر شیئر ہولڈر یا اس مرد / عورت کے اٹارنی کے دستخط ہونے چاہئیں جس پر اس فرد نمائندہ نامزد کرنے والے کا لکھا ہوا اجازت نامہ ہو۔ کسی اجتماعی ادارے کی صورت میں کمپنی کو بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی بمعہ دستخط نمائندگی کے فارم کے ساتھ جمع کروائے جائیں گے۔
3. اس نمائندگی فارم کو پوری طرح مکمل اور دستخط شدہ ہونا چاہیے اور میٹنگ منعقد ہونے کے بعد 48 گھنٹوں سے کم نہ ہونے والی مدت میں کمپنی کے رجسٹرڈ آفس F-3، حب چوکی روڈ، سائٹ میں جمع کیا جانا چاہیے۔
4. ایسے شیئر ہولڈرز جن کی ہولڈنگز سینئرل ڈپازٹری سسٹم میں ہو اور ان کے دونوں نمائندگان اس فارم کے ساتھ تصدیق شدہ کمپیوٹرائزڈ قومی شناختی کارڈ (پاسپورٹ کے پہلے چار صفحات کی تصدیق شدہ نقول) منسلک ہونی چاہئیں۔ سالانہ جنرل میٹنگ میں ان کی شناخت کے لیے نمائندہ فرد کو اپنے ساتھ اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ لانا ضروری ہے۔ کسی اجتماعی ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی بمعہ دستخط نمائندہ پیش کی جانی چاہیے۔