

June 14, 2023

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

Subject: Notice of Further Instructions in Relation to E-voting and Postal Ballot in Extraordinary General Meeting

Dear Sir,

Enclosed please find a copy of the notice of further instructions in relation E-Voting and Postal Ballot in relation to the Extraordinary General Meeting to be held on June 22, 2023 at 01:30 P.M 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 14, 2023:

1. The Nation (English)
2. Daily Dunya (Urdu)

Yours Sincerely,
For Ghandhara Automobiles Limited



M. Sheharyar Aslam
Company Secretary

Encl: Notice Copy

Ghandhara Automobiles Limited

(Formerly Ghandhara Nissan Limited)



PROCEDURE FOR ELECTRONIC VOTING FACILITY AND VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

This is in continuation of Extraordinary General Meeting Notice published on Thursday June 01, 2023.

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Ghandhara Automobiles Limited (Formerly Ghandhara Nissan Limited) (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Extraordinary General Meeting to be held on Thursday, June 22, 2023, at 01.30 PM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.ghandharaautomobiles.com.pk for download.

Karachi
June 14, 2023

M. Sheharyar Aslam
Company Secretary

Procedure for E – Voting:

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of June 15, 2023.
- The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will start from June 17, 2023, 09:00 a.m. and shall close on June 21, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot:

- The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, F-3, Hub Chowki Road, S.I.T.E., Karachi or email at chairman@ghandhara.com.pk one day before the Extra Ordinary General Meeting on June 21, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

Ghandhara Automobiles Limited

(Formerly Ghandhara Nissan Limited)



POSTAL BALLOT PAPER

for voting through post for the Special Business at the Extraordinary General Meeting to be held on Thursday, June 22, 2023 at 01:30 PM at F-3, Hub Chowki Road, S.I.T.E., Karachi, the Registered Office of the Company.
Website: www.ghandharaautomobiles.com.pk

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/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)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution For Agenda Item No.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 Automobiles Limited (Formerly Ghandhara Nissan Limited) (the "Company") be and is hereby accorded to increase the authorized share capital of the Company from Rs.800,000,000 divided into 80,000,000 Shares of Rs. 10/- each, to Rs. 2,800,000,000 divided into 280,000,000 Shares of Rs. 10/- each."

"FURTHER RESOLVED THAT in consequence of the aforesaid increase in the authorized share capital of the Company, the existing clause 5 of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company be and are hereby substituted accordingly, to read as follows:

Clause 5 of Memorandum of Association:

"The authorized share capital of the Company is Rs. 2,800,000,000 (Rupees Twenty eight hundred million only) divided into 280,000,000 (two hundred and eighty million) shares of Rs. 10/- (Rupees Ten) each."

Article 3 of the Articles of Association:

"The authorized share capital of the company is Rs. 2,800,000,000 (Rupees Twenty eight hundred million only) divided into 280,000,000 (two hundred and eighty 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."

Resolution For Agenda Item No.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 Automobiles 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 43 of the Articles of Association of the Company be and are hereby substituted accordingly, to read as follows:

Article 43 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."

Resolution For Agenda Item No.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 Automobiles 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."

Instructions For Poll

- Please indicate your vote by ticking (✓) the relevant box.
- In case if both the boxes are marked as (✓), you poll shall be treated as **"Rejected"**.

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

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution For Agenda Item No. 1		
Resolution For Agenda Item No. 2		
Resolution For Agenda Item No. 3		

NOTES:

- Duly filled ballot paper should be sent to the Chairman at F-3, Hub Chowki Road, S.I.T.E., Karachi or email at chairman@ghandhara.com.pk
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before **Wednesday June 21, 2023**. Any postal ballot received after this date, will not be considered for voting
- Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
- Ballot Paper form has also been placed on the website of the Company at: www.ghandharaautomobiles.com.pk Members may download the ballot paper from the website or use an original/photocopy published in newspapers

Date: _____

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

