

NISSAN



GHANDHARA NISSAN LIMITED

F-3, Hub Chowki Road,
S.I.T.E., Karachi-75730
PO.Box No-3235
Tel: 021-32556901-10
UAN: 111-190-190
Fax: 021-32556911-12

February 1, 2019

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

Sub: Certified copy of resolutions passed in the Extraordinary General Meeting of Ghandhara Nissan Limited held on February, 1, 2019

Dear Sir,

Pursuant to regulation 5.6.4(b) of the Rule Book of Pakistan Stock Exchange, we enclose herewith certified copy of the resolutions approved and adopted by the members of the Company at the Extraordinary General Meeting held on February 1, 2019 at F-3, Hub Chowki Road, SITE, Karachi duly certified by Company Secretary.

The above is submitted for circulation amongst the TRE certificate holders of the Exchange.

Yours faithfully,

M. Sheharyar Aslam
Company Secretary

Encls: As stated above

**GHANDHARA NISSAN LIMITED**

Resolutions passed and adopted by the members in the Extraordinary General Meeting of Ghandhara Nissan Limited held on February 1, 2019 at F-3, Hub Chowki Road, SITE, Karachi

Ordinary Business:**1) To confirm the minutes of the last Annual General Meeting held on October 23, 2018**

"Resolved that the minutes of the last Annual General Meeting held on 23rd October, 2018 be and are hereby confirmed and adopted."

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 19, 2019.

"Resolved that 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 19, 2019. Following are the names of the incoming Directors:

- | | |
|--------------------------------|---|
| 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. Javaid Iqbal | 10. Mr. Salman Rasheed (FCA) |

The above be and are hereby ratified and approved."

Special Business**3) To adoption of changes in the Memorandum of Association and Articles of Association as per the Companies Act, 2017**

"Resolved that pursuant to all provisions of the Companies Act, 2017 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the existing Memorandum of Association and Articles of Association of the Company in order to align the same with the applicable provisions of the Companies Act, 2017, and the rules made there-under and accordingly to adopt the revised Memorandum of Association and Articles of Association.

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Further Resolved that the Chief Executive Officer and/ or Company Secretary of the Company be and is hereby authorized to, singly, 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 deem necessary in this behalf and the matters ancillary thereto to fully achieve the object of the aforesaid resolution".

CERTIFIED TRUE COPY

A handwritten signature in blue ink, appearing to read 'M. Sheharyar Aslam', is written over a faint, illegible stamp or watermark. The signature is fluid and cursive.

M. Sheharyar Aslam
Company Secretary

February 1, 2019