

NISSAN



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GHANDHARA NISSAN LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 35th Annual General Meeting of the Shareholders of Ghandhara Nissan Limited will be held on Monday, 23rd October 2017 at 10:30 A.M., at F-3, 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 19th October 2016.
- To receive, consider and approve the Audited Accounts of the Company for the year ended 30th June, 2017 together with Directors' and Auditors' Reports thereon.
- To consider and approve the payment of final Cash Dividend. The Board of Directors has recommended payment of final Cash Dividend of Rs.5/- per share (50%) for the year ended 30th June, 2017.
- To appoint Auditors for the year ending 30th June, 2018 and fix their remuneration. The retiring Auditors, M/s. Shinewing Hameed Chaudhri & Co., Chartered Accountants and M/s. Junaidy Shoaib Asad, Chartered Accountants being eligible, offer themselves for reappointment.

Special Business:

- To obtain consent of the shareholders in terms of S.R.O. 470(I)/2016 dated May 31, 2016 issued by Securities and Exchange Commission of Pakistan, for the transmission of the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company either through CD/DVD/USB at their registered addresses and to pass the following resolution, with or without modification:

"Resolved that consent & approval of the members is hereby accorded for transmission of annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to the members from now onwards through CD/DVD/USB instead of transmitting the same in hard copies.

Resolved Further Company Secretary be and is hereby authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purposes of implementing this resolution."

- Any other business with the permission of the Chair.

By Order of the Board



**M. SHEHARYAR ASLAM
(COMPANY SECRETARY)**

Karachi: 28th September, 2017

NOTES:

1. The Share Transfer Books of the Company will remain closed from 17th October, 2017 to 23rd October, 2017 (both days inclusive). Transfers in good order, received at the office of Company's Share Registrar M/s. THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6 P.E.C.H.S, Karachi by the close of business on 16th October, 2017 will be treated in time for the purpose of payment of Final Dividend to the transferees.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to cast his/her vote by proxy. Proxies must be deposited at the Company's Registered Office at F-3, Hub Chowki Road, S.I.T.E., Karachi at least 48 hours before the time of the meeting.
3. Individual beneficial owners of CDC entitled to attend and vote at this meeting must bring their participant ID and account/sub-account numbers along with original CNIC or passport to verify his/her identity. In case of Corporate entity, resolution of the Board of Directors/Power of Attorney with specimen signature of the nominees shall be produced (unless submitted earlier) at the time of meeting.

4. For appointing proxies, the individual beneficial owners of CDC shall submit the proxy form as per above requirement alongwith participant ID and account / sub-account number together with attested copy of their CNIC or passport. 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 passport at the time of meeting. In case of Corporate entity, resolution of the Board of Directors/Power of Attorney with specimen signature and attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.
5. Members should quote their Folio Number in all correspondence and at the time of attending the Meeting.
6. Securities and Exchange Commission of Pakistan (SECP) vide notifications dated August 18, 2011 and July 05, 2012 made it mandatory that dividend warrants should bear CNIC number of the registered members, therefore, members who have not yet submitted photocopy of their valid Computerized National Identity Cards to the Company are requested to send the same at the earliest directly to M/s. THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi. Failure to provide the same would constrain the Company to withhold dispatch of dividend warrants.
7. Pursuant to the requirement of section-242 of the new Companies Act, 2017, shareholders are Mandatorily required to provide their bank account detail to receive their cash dividend directly into their bank accounts instead of receiving it through dividend warrants. In this regard and in pursuance of the directives of the SECP vide Circular No. 18 of 2017 dated August 1, 2017, shareholders are requested to submit their written request (if not already provided) to the company's share Registrar giving particulars of their bank account detail. In the absence of a members valid bank account detail by 16th October, 2017, the company will be constrained to withhold dispatch of dividend warrants to such members.
8. Shareholders are informed that Income Tax Ordinance, as amended by Finance Act, 2017, has prescribed 20% withholding tax on dividend payment to non-filers while filers of income tax returns will be liable to withholding tax @15%.



Shareholders are advised to provide their NTN to Share Registrars of the Company for availing the benefit of withholding tax rate applicable to filers.

9. To enable to make tax deduction on the amount of cash dividend @15% instead of 20% all the members whose names are not entered in the active tax payers list (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL by October 16, 2017 otherwise tax on their cash dividend will be deducted @20% instead of 15%.
10. Members are requested to notify any change in their address, immediately to our Share Registrar's Office – M/s. THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6 P.E.C.H.S., Karachi.

