

**NISSAN**



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

**GHANDHARA NISSAN LIMITED**

October 29, 2018

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

**Sub: Certified copy of resolution passed in the Annual General Meeting of Ghandhara Nissan Limited held on October 23, 2018**

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 Annual General Meeting held on October 23, 2018 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

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**Resolutions passed and adopted by the members in the 36<sup>th</sup> Annual General Meeting of Ghandhara Nissan Limited held on October 23, 2018 at F-3, Hub Chowki Road, SITE, Karachi**

**Ordinary Business:**

**1) To confirm the minutes of the Annual General Meeting held on 23<sup>rd</sup> October, 2017**

"RESOLVED THAT the minutes of the Annual General Meeting held on 23<sup>rd</sup> October, 2017 be and are hereby confirmed and adopted."

**2) To receive, consider and adopt the Audited Accounts of the Company for the year ended 30<sup>th</sup> June, 2018 together with Directors' and Auditors' Reports thereon**

"RESOLVED THAT the Audited Accounts of the Company for the year ended 30<sup>th</sup> June, 2018 together with Directors' and Auditors' Reports thereon be and are hereby approved and adopted."

**3) To appoint Auditors for the financial year ending 30<sup>th</sup> June, 2019 and to fix their remuneration.**

"RESOLVED THAT on recommendation of Board of Directors, M/s. ShineWing Hameed Chaudhri & Co., Chartered Accountants be and are hereby appointed as Auditors of the company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and that the Board of Directors be and is hereby authorized to fix their remuneration."

**Special Business:**

**4) To consider to pass the following ordinary resolutions:**

- a) "RESOLVED THAT the transactions carried out in normal course of business with associated companies during the year ended June 30, 2018 (as disclosed in Note-41 of Financial Statements for the year ended June 30, 2018) be and are hereby ratified and approved."



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- b) "RESOLVED THAT the Chief Executive Officer of the Company be and is hereby authorized to approve all the transactions carried out and to be carried out in normal course of business with associated companies during the year ending June 30, 2019 and in this connection the Chief Executive Officer be and is hereby also authorized to take any and all necessary actions and sign/execute any and all such documents/indentures as may be required in this regard on behalf of the Company."
- 5) To consider and approve the renewal of the cash advance facility of PKR 800 million to M/s Ghandhara DF (Pvt.) Limited (GDFPL), a wholly owned subsidiary company, and the Special Resolution, with or without modification, under Section 199 of the Companies Act, 2017, as recommended by the Board of Directors of the Company was passed:

"RESOLVED THAT the approval of the members of the Company be and is hereby accorded in terms of Section 199 of the Companies Act 2017 for cash advance facility Rs.800 million to M/s Ghandhara DF (Pvt.) Limited (GDFPL), a wholly owned subsidiary company for further period of three years to support its working capital requirements, at a markup of 6 months KIBOR+1.85%.

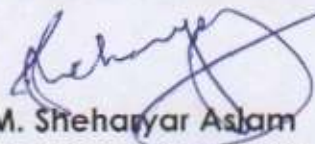
FURTHER RESOLVED that the Board of Directors be and is hereby authorized to review the said facility every year during the said three years."

- 6) To amend Article 86 of the Articles of Association of the Company to enhance the Directors' meeting fee from Rs.25,000/- to Rs.50,000/-. For that purpose, following special resolution was passed:

"RESOLVED THAT Directors' meeting fee be and is hereby enhanced from Rs.25,000/- to Rs.50,000/- which will be paid through crossed cheque or pay order.

Further resolved that Article 86 of the Articles of Association of the Company be and is hereby amended to substitute the figure 'Rs.25,000/-' by the figure 'Rs.50,000/-' "

**CERTIFIED TO BE TRUE COPY**

  
**M. Sheharyar Aslam**  
Company Secretary



October 29, 2018