



Baluchistan Wheels Limited

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that Extra-Ordinary General Meeting (EOGM) of the members of Baluchistan Wheels Limited will be held on Saturday May 17, 2025 at 11am at Registered Office, Main RCD Highway, Hub Chowki, District Lasbella, Balochistan to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the 44th Annual General Meeting held on September 21, 2024.
2. To elect nine (9) Directors in accordance with the Companies Act, 2017 (the Act) for a term of three (3) years commencing from May 17, 2025.

The following are the names of the retiring Directors:

1. Mr Anis Wahab Zuberi
2. Mr Razak H.M. Bengali
3. Mr Muhammad Siddique Misri
4. Mr Muhammad Irfan Ghani
5. Mr Muhammad Salman Husain Chawla (NIT)
6. Syed Zubair Ahmed Shah
7. Mr Muhammad Javed
8. Mr Irfan Ahmed Qureshi
9. Mrs. Saba Nadeem

OTHER BUSINESS

3. To transact any other business with the permission of the Chair.

Statement of material facts under section 166 (3) of the Act is annexed to the notice of meeting circulated to members of the Company.

Karachi:
April 25, 2025

BY ORDER OF THE BOARD

Muhammad Asad Saeed
Company Secretary



Head Office : First Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road,
P. O. Box No. 15511, Karachi - 75530 (Pakistan)
Phone (Off) : (021) 35683474, 35687502, 35689259 Fax : 92-21-5684003
Factory : Main RCD Highway, Hub Chowki, District Lasbella, Baluchistan.
Phones : (Factory) : (0853)-363426, (0853)-363428 Fax : (0853)-364025
E-mail : bwheels@cyber.net.pk
Internet : <http://www.bhwheels.com>



**Notes:**

- i) The Share Transfer Books of the Company shall remain closed from May 10, 2025 to May 17, 2025 (both days inclusive).
- ii) Physical Transfers received by the Company at the close of business on May 09, 2025 will be treated as being in time for the purpose of attending and voting at the meeting.
- iii) A member entitled to attend and vote at the EOGM may appoint a proxy to attend, speak and vote on his/her/its behalf. A proxy must be a member of the Company.
- iv) Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of the meeting. Proxy Forms in Urdu and English languages are attached to the notice circulated to the shareholders. Proxies of the members shall be accompanied with attested copies of their CNIC and notarized copy of the Power of Attorney or other authority under which it is signed along with a specimen signature of the proxy holder. Corporate members may attend the meeting through resolution of their board/governing body.
- v) Members who have deposited their shares into the Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan (SECP).

A. For Attending the Meeting

- a) In case of individuals, the account holder and/or sub-account holder whose registration details are upload as per CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport at the time of attending the meeting.
- b) In case of a corporate entity, the Board of Directors resolution / power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.

B For appointing Proxies

- a) In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form accordingly.
- b) The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c) Attested copies of the CNIC or the Passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d) The proxy shall produce his original CNIC or original Passport.



- e) In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
- vi) Members are requested to immediately notify any change in their addresses to the Company's registrar and share transfer agent.
- vii) The Board of Directors of the Company has fixed a number of directors to be elected as nine (9) for the next term of three (3) years with effect from May 17, 2025.
- viii) Any member who seeks to contest the election of directors of the Company, whether he or she is a retiring director or otherwise, shall file with the Company at its Head Office located at First Floor, State Life Building No.3, Dr. Ziauddin Ahmed Road, Karachi, the following documents and information not later than 14 days before the date of the said meeting:

- (a) Notice of his/her intention to offer himself/herself for the election as a director under section 159 (3) of the Act in any one of the following categories as per Regulation No.7A of the Listed Companies (Code of Corporate Governance), Regulations, 2019 (CCG).

Sr. No.	Category	No. of Seats
01	Female Director (s)	1
02	Independent Directors	4
03	Other (s)	4
Total:		9
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- b) His/her folio No., CDC Investor Account No./CDC Participant No./Sub-Account No.
- c) Consent to act as director on appendix to the Form-9 of the Companies Regulations, 2024.
- d) Details of other directorships and offices held.
- e) A declaration in respect of being:

- He is not ineligible to become a director of a company under Section 153 of the Act and other applicable laws and regulations.
- That he/she is not serving as director, including as an alternate director, in more than seven (7) listed companies simultaneously including as an alternate director.
- That he/she is aware of the duties of the directors under the Act, CCG, the Memorandum & Articles of Association of the Company and Listing Regulations of the Pakistan Stock Exchange Limited.



- f) A detailed profile of the candidate, including his/her official address and contact information for placement on the Company's website as required under SECP's SRO 1196 (I)/2019 dated October 03, 2019.
- g) Copy of valid CNIC/Passport and NTN Certificate.
- h) Independent Director(s) will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
- Confirming regarding existence of his/her name in Data Bank of Independent Directors maintained by the Pakistan Institute of Corporate Governance along with evidence thereof.
 - A declaration by Independent Director(s) under Clause 6(3) of the CCG that he/she qualifies the criteria of independence stipulated under Section 166 of the Act.

In addition to any other requirements, every candidate contesting the election of directors must ensure their registration with the SECP eServices Portal (eZfile) by visiting <https://leap.secp.gov.pk>

The candidates are requested to read the relevant provisions/requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.

- (ix) As per the provisions of Regulation No.4 (1) of the Companies (Postal Ballot) Regulations, 2018, the right to vote through electronic voting facility and voting by post shall be provided to the members, if the number of persons who offer themselves to be elected is more than the number of directors fixed i.e. nine (9).

Statement of Material Facts Under Section 166 (3) of the Companies Act, 2017

The statement sets out the material facts pertaining to the justification for choosing a person for appointment as an independent director to be elected at the EOGM of the Company to be held on May 17, 2025.

The independent directors will also be elected through the process of election of directors in terms of Section 159 and 166(1) of the Companies Act, 2017 read with the CCG Regulations, they shall meet criteria laid down under Section 166 (2) of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. The Company shall exercise its due diligence before selecting a person as an independent director and ensure that the name of independent directors are available in the databank of independent directors maintained by the Pakistan Institute of Corporate Governance.



Final list of contesting directors will be published in Newspapers not later than seven days before the date of the said meeting in terms of Section 159 (4) of the Companies Act, 2017. Further, website of the Company will also be updated with the required information for each Director.

The present Directors of the Company have no interest in the above business except their eligibility for re-election as director of the Company.

NOTE:

Transport will be provided to members from the Pakistan Stock Exchange Building to attend the meeting. Departure from the Pakistan Stock Exchange Building will be at 10:00 am.