



B.R.R. Investments (Pvt.) Ltd.

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

October 5, 2021

Subject: Notice of Annual Review Meeting of B.R.R. Guardian Modaraba

Dear Sir,

Enclosed please find a copy of the Notice of the Annual Review Meeting to be held on Thursday October 28, 2021 at 5:00 p.m. through / via zoom video link for circulation amongst the TRE Certificate-Holders of Exchange prior to publication and dispatch to the certificate- holders.

Yours truly,

Tahir Mehmood
Company Secretary

B.R.R. Guardian Modaraba
(An Islamic Financial Institution)
Managed by B.R.R. Investment (Private) Limited

**NOTICE OF ANNUAL REVIEW MEETING (ARM –XXII)
OF B.R.R.GUARDIAN MODARABA**

The Board of Directors of B.R.R. Investment (Pvt) Ltd (BRRRI) Manager of B.R.R Guardian Modaraba (BRRGM) in their meeting held on September 30, 2021 have declared cash dividend @ Rs. 1.32 per Modaraba Certificate for the year ended June 30, 2021

To determine the names of Certificateholders entitled to receive dividend and to attend the ARM the Certificate Transfer Books of the Modaraba will be closed from October 22 to October 28, 2021 (both days inclusive) the Transfers received at the Registrar Office, F.D. Registrar Services (Pvt.) Ltd at 1705, 17th Floor, Saima Trade Towers A, I.I. Chundrigar Road Karachi, before the close of business on October 21, 2021 will be treated in time for the purpose of above entitlement to the transferees. Further, the Certificateholders are advised to notify to the Registrar Office of any change in their addresses.

The ARM-XXII of Certificateholders of BRRGM will be held on Thursday October 28, 2021 at 5:00 p.m. through/ via Zoom video link in compliance with Circular No 5 of 2020 issued by Corporate Supervision Department (Company Law Division) of SECP dated March 17, 2020,

Proposed Resolution

To consider and approve for conversion of BRRGM into a Public Limited Company if thought fit to pass the following proposed resolution with or without modification Statement u/s 134(3) of the Companies Act, 2017.

Statement under section 134(3) of the Companies Act, 2017.

This statement sets out the material facts concerning the special business to be transacted at the ARM of the Modaraba to be held on October 28, 2021

In a meeting of Board of Directors' held on September 30, 2021, the Board of Directors' BRRRI Manager BRRGM has resolved and granted in principal approval for conversion of "BRRGM" into a public limited company incorporated under the laws of Pakistan, by incorporating a new public limited company i.e. BRR Limited (Proposed) "BRRL", or any other name available with SECP and amalgamating BRRGM with and into BRRL pursuant to a Scheme of Arrangement to be filed under a petition for sanction by the High Court of Sindh at Karachi in terms of sections 279-283 of the Companies Act, 2017, read with SRO 840(I)/2017 dated August 17, 2017, "Scheme of Arrangement (Modaraba)", with the surviving entity being, BRRL which will be procured to be listed on PSX under a direct listing process in lieu of amalgamation of BRRGM with and into BRRL Subject to approval of the Registrar of Modarabas, the Securities & Exchange Commission of Pakistan, the Honorable of High Court, the Certificateholders of BRRGM and other relevant authorities as per Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980 and Companies Act, 2017 and other laws.

"RESOLVED that consequent upon the withdrawal of the tax exemptions available to Modarabas, subject to requisite approval of the Registrar of Modarabas, the Securities and Exchange Commission and approval of the Certificate holders "BRRGM" be converted into a public limited company incorporated under the laws of Pakistan, by incorporating a new public limited company i.e. BRR Limited (Proposed) "BRRL", and amalgamating BRRGM with and into BRRL pursuant to a Scheme of Arrangement to be filed under a petition for sanction by the High Court of Sindh at Karachi in terms of sections 279-283 of the Companies Act, 2017, read with SRO 840(I)/2017 dated August 17, 2017, "Scheme of Arrangement (Modaraba)", with the surviving entity being, BRRL which will be procured to be listed on PSX under a direct listing process in lieu of amalgamation of BRRGM with and into BRRL.

"FURTHER RESOLVED that the Chief Executive or Company Secretary of the Company be and is hereby authorized to appoint the legal Counsel and/or accounting consultants and prepare the Scheme of Arrangement for approval of the Board and to implement such changes to the extent required/ advised and to process the application(s)/ petition(s) for obtaining all requisite consents from competent authorities, secured creditors, the Registrar of Modarabas, the Securities and Exchange Commission of Pakistan and the High Court and take all actions necessary or required for implementing the Scheme of Arrangement (Modaraba) in terms thereof and all incidental actions in respect of the same and to make appropriate disclosures to PSX and SECP as required."

Place Karachi
October 6, 2021

By Order of the Board
Tahir Mehmood
Company Secretary

REQUEST TO CERTIFICATEHOLDERS

In pursuance of SECP Circular No. 5 dated March 17, 2020 and Circular No. 10 dated April 1, 2020 regarding Regulatory Relief to dilute impact of Corona Virus (COVID 19) for Corporate Sector the Certificateholders shall be entitled to attend the proceedings of the ARM through online means using a video link facility, Zoom application for the safety and well-being of the valued certificateholders and the general public.

The certificateholders will be able to login and participate in the ARM proceedings through their smartphones or computer devices from their homes or any convenient location after completing all the formalities required for the verification and identification of the certificateholders.

The login facility will be opened at 4.50 p.m on October 28, 2021 enabling the participants to join the proceedings which will start at 5:00 p. m sharp.

The certificateholders are requested to register themselves by submitting their following particulars at FD Registrar Services (Private) Limited's email address info@fdregistrar.com and can also provide their comments/suggestions on info@fdregistrar.com before the close of business hours on October 26, 2021. the link to the Zoom application will be sent to the certificateholders on the email address provided in the below table:

Certificateholder's Name	CNIC. No.	Folio/CDC Account No.	Cell No.	No. of certificates held	Email address

In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) to share registrar.

Placement of Annual Report on Website

In terms of Securities and Exchange Commission of Pakistan's (SECP) S.R.O. 634 (1)/ 2014, the Annual Report for the year ended 30 June 2021 will also be placed on Modaraba's website www.firstdawood.com/brr and is readily accessible to the certificateholders.

Notice Under Section 72(2) of the Companies Act, 2017 for Conversion of Physical Certificates of BRRGM into Book Entry Form

Please note that as per requirements of section 72(2) of the Companies Act, 2017, every existing company is required to replace its physical certificates with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e. May 31, 2017.

Accordingly, you are encouraged to convert your physical certificates into electronic form by opening CDC Sub-account with any of the broker or investor account directly with CDC. This will facilitate you in many forms including safe custody and sale of certificates any time, as the trading of physical certificates is not permitted as per existing regulations of the Stock Exchange

Final Notice Under section 244(1) (b) of the Companies Act 2017

Notice is hereby given that the dividends declared by BRRGM details whereof are appearing on the Modaraba's Website i.e. www.firstdawood.com/brr have remained unclaimed for a period of more than 3 years from the date of their issue.

In this regard, notices were sent by our Registrar namely F.D. Registrar Services (Pvt) Ltd by registered post on the last known addresses to the said certificateholders advising them to submit their claims within 90 days to the Modaraba.

The Modaraba hereby invites the aforesaid certificateholders to file their claims within 90 days to our Share Registrar at the aforesaid address, from the date of this Notice. In case no claim is received within the period mentioned herein, the Modaraba shall be constrained to proceed for depositing the unclaimed dividend with the Federal government pursuant to the provision of Sub-Section (2) of Section 244 of the Companies Act, 2017.