



Baluchistan Wheels Limited

N.T.N : 0709848-7

April 28, 2022

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

Subject: Notice of The Extraordinary General Meeting (Election of Directors)

Dear Sir,

Enclosed please find a copy of the Notice of **Extraordinary General Meeting** to be held on **May 24, 2022 at 11:00 am** at the Registered Office of the Company, Main RCD Highway, Hub Chowki, Distt. Lasbella, Baluchistan, to elect Nine (09) Directors of the Company for a period / term of three years

This is for your information and circulation amongst your members.

Thanking you,

Yours faithfully,
for **BALUCHISTAN WHEELS LIMITED**

Muhammad Asad Saeed
Company Secretary

cc. to: Manager Operation
Central Depository Company of Pakistan Ltd
CDC House, 99-B, Block-B,
S.M.C.H.S, Shahrah-e-Faisal
Karachi
Fax #: 34326034

Encl: as above



First Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi -75530 (Pakistan)
Phone (Off) : (021) 35683474, 35687502, 35689259, Fax : 92-21-35684003
Factory : Main RCD Highway, Hub Chowki, District Lasbella, Baluchistan.
Phones : (0853)-363426, (0853)-363428, Fax : (0853)-364025
E-mail : bwlfin@cyber.net.pk or bwlho@cyber.net.pk internet : <http://www.bwheels.com>





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BALUCHISTAN WHEELS LIMITED

NOTICE OF THE 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 **May 24, 2022 at 11:00 am** at Registered Office, Main RCD Highway, Hub Chowki, District Lasbella, Baluchistan to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the Annual General Meeting held on September 30, 2021.
2. To elect 09 (Nine) Directors in accordance with the Companies Act, 2017 for a term of three years commencing from May 25, 2022.

The following are the names of the retiring Directors:

- | | |
|--------------------------------|-----------------------------|
| 1. Syed Haroon Rashid | 2. Mr. Razak H. M. Bengali |
| 3. Mr. Muhammed Siddique Misri | 4. Mr. Muhammed Irfan Ghani |
| 5. Mr. Aamir Amin (NIT) | 6. Mr. Anis Wahab Zuberi |
| 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.

April 29, 2022
Karachi

BY ORDER OF THE BOARD

Muhammad Asad Saeed
Company Secretary



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Notes:

1. All members are entitled to attend and vote at the Meeting.
2. The share transfer books of the Company will remain closed from May 17, 2022 to May 24, 2022 (both days inclusive).
3. A member eligible to attend and vote at this meeting may appoint another member as his/her Proxy to attend, speak and vote instead of himself/herself. Proxies in order to be effective must be valid and received by the Company not less than 48 hours before the time for holding of the Meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy. Proxy form is available on the Company's website (www.bwheels.com).
4. Members are requested to notify Share Registrar of the Company, M/s. THK Associates (Pvt) Limited, of any change in the Addresses immediately.
5. CDC shareholders are requested to bring their original computerized national identity card, account, sub account number and participant's number in the Central Depository System for Identification purpose for attending the Meeting.
6. In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.
7. The term of the office of the present Board of Directors of the Company will expire on May 24, 2022. In terms of Section 159(1) of the Companies Act, 2017 ("Act") the Board of Directors in its meeting held on April 18, 2022 has fixed the number of elected Directors at 09 (Nine) to be elected in the EOGM of the Company for the period of next three years.
8. Any person who seeks to contest the election to the office of a director, whether the retiring director or otherwise, shall file the following documents with the Company Secretary, at the Head Office of the Company 1st Floor State Life Building No.03, Dr. Ziauddin Ahmed Road, Karachi, not later than 14 days before the date of EOGM.
 - a) Notice of his / her intention to offer him / herself for the election to the Office of Director in terms of section 159(3) of the Act;
 - b) Consent to act as Director in Form-28;
 - c) A detail profile along with his/her office address as required under SECP' SRO 634(1)2014 dated July 10, 2014;



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- d) Declaration in respect of being compliant with the requirement of the Listed Companies (Code of Corporate Governance) Regulations 2019 and the eligibility criteria, as set out in Section 153 of the Act to act as director or an independent director of a listed company;
- e) A director must be holding 1 (one) qualification share of the Company at the time of filing of his / her consent to act as director. The aforesaid qualification shall not be applicable for instances mentioned in Section 153(i) of the Act;
- f) Attested copy of valid CNIC and NTN;
- g) Independent director(s) will be elected through the process of election of director in terms of section 159 of the Act and he/she shall meet the criteria laid down in Section 166 of the Act. The following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
- Declaration by independent director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019;
 - Undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018;

The Final list of contesting directors will be circulated no later than seven days before the date of said meeting, in term of section 159 (4) of the Act. Further, the website of the Company will be updated with the required information.

9. Pursuant to Companies (Postal Ballot) Regulations 2018 for the purpose of election of directors subject to the requirements of Section 143-145 of the Act, members will be allowed to exercise their right to vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF INDEPENDENT DIRECTORS:

Pursuant to the Notice of the company dated April 29, 2022 for Extra Ordinary General Meeting for Election of Directors, statement of material facts is given as under:

Any person who is eligible and meets the criteria of independence under Section 166(2) of the Companies Act, 2017 may submit nomination to be elected as independent director of the Company. The independent director shall be elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017. The Company shall exercise its due diligence before selecting a person as independent director and ensure that his/her name is duly included in the databank of independent directors maintained by the Pakistan Institute of Corporate Governance.

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



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