



Bolan Castings Limited

Main RCD Highway, Hub Chowki, District Lasbela, Balochistan

Tel: 0092-853-364036 Fax: 0092-853-363292 Email: bclhub@bclpk.com Web: www.bolancastings.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 42nd Annual General Meeting of Bolan Castings Limited will be held at Registered Office of the Company Main RCD Highway, Hub Chowki, District Lasbela, Balochistan, Pakistan, on Thursday, October 24, 2024 at 12:30 p.m. to transact the following businesses:

A. ORDINARY BUSINESS

- To confirm the minutes of 41st Annual General Meeting held on October 28, 2023.
- To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2024 together with the Chairman's review, Directors' report and Auditors' report thereon.
- To appoint auditors for the year ending June 30, 2025 and to fix their remuneration.

B. SPECIAL BUSINESS

- To ratify and approve the transactions carried out in normal course of business with Group company for the year ended June 30, 2024 by passing the following resolution as a special resolution:
RESOLVED that the transactions carried out in normal course of business with Group Company as disclosed in note 37 to the financial statements for the year ended June 30, 2024 be and are hereby ratified and approved.

- To authorize Chief Executive of the Company to approve transactions carried out and to be carried out in normal course of business with Group companies during the year ending June 30, 2025 by passing the following resolutions, with or without modification, as special resolutions:
RESOLVED that the Chief Executive 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 Group companies during the year ending June 30, 2025, subject to final approval/ratification by the shareholders in the next Annual General Meeting.

- FURTHER RESOLVED** that the Chief Executive of the Company be and is hereby authorized to take any and all necessary actions and sign / execute any and all such documents / indentures / verifications as may be required in this regard on behalf of the Company.

By Order of the Board of Directors

Hub
October 01, 2024

Arafat Mushir
Company Secretary

Notes:

- The Share Transfer Book of the Company shall remain closed from October 15, 2024 to October 24, 2024 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 by close of working hours on October 14, 2024 shall be treated in time to attend and vote at the meeting.
- A member entitled to attend and vote at the meeting may appoint another member as his / her proxy to attend the meeting and vote on his / her behalf. Vote may be given either personally or by proxy or in case of a company / corporation by a representative duly authorized in pursuance of requirements of Section 138 of the Companies Act, 2017.
- Duly executed proxies in order to be effective must be received at the Registered Office of the Company at least 48 hours before the meeting, computed in the manner provided in sub section (6) of Section 137 of the Companies Act, 2017.
- Members are requested to promptly notify any change in their addresses to our Share Registrar M/s. CDC Share Registrar Services Limited, if shares are held in physical form and to the respective Participant/Investor Account Services, if shares are held in book entry form.
- CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

A. For attending the meeting:

- In case of individual, the account holder or sub-account holder shall authenticate his identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the representative shall have to be produced (unless it has been provided earlier) at the time of the meeting.

B. For appointing proxies:

- In case of individual, the account holder or sub account holder shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
- The proxy shall produce his / her original CNIC or original passport at the time of the meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall have to be submitted along with proxy form to the Company.

In pursuance of the arrangement of the meeting through video link and the attendances accordingly, the above requirements and corporate fulfillments shall apply mutatis mutandis.

6. Participation in the Annual General Meeting

SECP, through its Circular No. 04 of 2021 dated February 15, 2021, has directed the listed companies to also arrange the provision of video link facility. Accordingly, to ensure maximum participation, the Company has arranged to convene this AGM also through video link facility.

To attend the AGM through video link, members are requested to register their following particulars by sending an e-mail to our share Registrar at agm@bclpk.com.

Folio/CDC Account No.	Company Name	No. of shares held	Name	CNIC	Cell No.	Email Address
	Bolan Castings Limited					

The video link and login credentials will be shared with the shareholders whose e-mails, containing all the requested particulars, are received at the above e-mail address by or before the close of business hours (5:00 p.m.) on October 23, 2024.

7. Mandatory submission of CNIC

As per Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017 read with Section 242 of the Companies Act, 2017, the company has withheld and in future will also withhold cash dividend payment to shareholders who have not yet provided the copy of their valid CNIC. In case your cash dividend is withheld due to aforesaid reason, you are requested to kindly provide legible copy of your valid CNIC to Company's Share Registrar if you hold shares in physical form or to the respective Participant/Investor Account Services if shares are held in book entry form.

8. Payment of Cash Dividend Electronically

In accordance with the provisions of Section 242 of the Companies Act, 2017, and Regulation 4 of the Companies (Distribution of Dividends) Regulations, 2017, a listed company is required to pay cash dividend to its shareholders only through electronic mode directly into the bank account designated by the entitled shareholders. In case your cash dividend is withheld due to aforesaid reason, you are requested to kindly provide the details containing (i) Title of Bank account, (ii) Bank Account Number, (iii) International Bank Account Number (IBAN) (iv) Bank Name, (v) Branch Name, Code & Address, (vi) Cell Number, and (vii) Landline Number, if any, to Company's Share Registrar if shares are held in physical form or to the respective Participant/Investor Account Services if shares are held in book entry form.

9. Conversion of Physical Shares in to Book Entry Form

Section 72 of the Companies Act, 2017 requires every company to replace its physical shares with book-entry form within the period to be notified by the SECP. The shareholders having physical share certificates are accordingly encouraged to open their account with Investors Account Services of CDC or Sub Account with any of the brokers in PSX to convert their shares into scrip less form. This will facilitate the shareholders in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

10. Transmission of Annual Financial Statements through QR Enabled Code and Web link

SECP through SRO. 389 (1)/2023 dated March 21, 2023 has allowed listed companies to circulate the Annual Audited Financial Statements to their members through QR enabled code and web-link and the same has subsequently been approved by the Company's shareholders in the AGM. Hence, the annual audited financial statements for the year ended June 30, 2024 alongwith related reports are being circulated through following QR Enabled code and weblink:

Weblink: <https://bolancastings.com/PDF/AR2024.pdf>

QR Code



Additionally, the Company has also circulated its annual audited financial statements for the year ended June 30, 2024 alongwith related reports to its members through email, whose email addresses are available.

Further, the annual audited financial statements for the year ended June 30, 2024 along with related reports have been placed at the website of the Company www.bolancastings.com.

11. Mandatory submission of Information by Physical Shareholders

According to Section 119 of the Companies Act, 2017 and Regulation 39 of the Companies Regulations, 2024, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address (if available), contact mobile / telephone number, International Bank Account Number (IBAN), etc. to Company's Share Registrar immediately to avoid any non-compliance of law or any inconvenience in future.

12. Video Conference Facility

Without prejudice to the requirements and therefore the arrangements as described in "Note 6" above, keeping in view of the requirements of Section 132 of the Companies Act, 2017 together read with SECP Circular 10 of 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 7 days prior to date of meeting, the Company will arrange a video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding the video conference facility venue at least 5 days before the date of the AGM along with the complete information needed to access the facility.

If you would like to avail video conferencing facility, as per above, please fill the following and submit to Registered Office of the Company atleast seven (7) days before AGM.

I / We, _____ of _____ being a member of Bolan Castings Limited, holder of _____ Ordinary Share(s) as per Register Folio No / CDC Account No. _____ hereby opt for video conference facility at _____.

13. Postal Ballot

Pursuant to Companies (Postal Ballot) Regulations 2018, members will be allowed to exercise their right to vote through electronic voting facility and voting by post for the agenda items related to special business, in accordance with the requirements and procedure contained in the aforesaid regulations.

For the convenience of the shareholders, ballot paper is annexed and the same is also available on the Company's website at www.bolancastings.com for the purpose of being downloaded.

Procedure for E-Voting:

- Details of the e-voting facility will be shared through an e-mail with those shareholders of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of October 14, 2024.
- The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- Identity of the shareholders intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will start from October 19, 2024, 09:00 a.m. and shall close on October 23, 2024 at 5:00 p.m. Shareholders can cast their votes any time during this period. Once the vote on a resolution is casted, he / she shall not be allowed to change it, subsequently.

Procedure for Voting Through Postal Ballot:

The shareholders shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the Company through post on the Company's Registered Address Main RCD Highway, Hub Chowki, District Lasbela, Balochistan or email at voting@bclpk.com one day before the AGM on October 23, 2024, during working hours. The signature on the ballot paper shall match the signature on the CNIC.

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

1) Agenda Item No. 4 - Related Party Transactions

During the financial year ended June 30, 2024, the Company carried out transactions with Group Company in the normal course of business. As per provision of Regulation No. 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the transactions carried out in normal course of business with Group companies (Related Parties) were required to be approved by the Board as per recommendation of the Audit Committee on quarterly basis. As the four out of eight Directors were interested in these transactions due to their common directorship and holding of shares in the Group Company, a valid quorum of directors could not be formed for approval of these transactions. Therefore, in order to avoid any non-compliance from the regulatory provision for the required approval of these transactions and to ensure routine approval of these transactions throughout the year, the shareholders had authorized the Chief Executive of the Company during the last Annual General Meeting of the Company to approve these transactions in the normal course of business subject to final approval/ratification by the shareholders. Therefore, these transactions have to be approved by the shareholders in the Annual General Meeting.

In view of the above, the transactions conducted during the financial year ended June 30, 2024 with Group Company are being placed before the shareholders for their approval / ratification.

The Directors are interested in the resolution to the extent of their common directorships and shareholding in the Group Company.

The information of the Related party transactions as required under Regulation 5(1) of the Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018 is as under:

Name of Related Parties	Millat Tractors Limited	
Names of the interested or concerned persons or directors	Mr. Sikandar M. Khan Mr. Sohail Bashir Rana Mr. Laeeq Uddin Ansari Mr. S. M. Irfan Aqueel	
Nature of relationship, interest or concern along with complete information of financial or other interest or concern of directors, managers or key managerial personnel in related party	Shareholding of above-named directors and common directorship of Mr. Sikandar M. Khan, Mr. Sohail Bashir Rana and Mr. Laeeq Uddin Ansari also.	
Detail, description, terms and conditions of transactions	Sale of goods against confirmed orders	Purchase of goods against confirmed orders
Amount of Transactions (Rs.)	3,306,006,507	528,812
Time frame or duration of the transactions	From 01-07-2023 to 30-06-2024	From 01-07-2023 to 30-06-2024
Pricing Policy	At Mutually Agreed price	At Mutually Agreed price

2) Agenda Item No. 5 - Authorization to CEO for Related Party Transactions

The Company shall be carrying out transactions with the Group companies in the normal course of business during the financial year ending June 30, 2025. The four out of eight Directors are interested in these transactions due to their common directorship and shareholding in the Group companies. After exclusion of interested directors, the remaining directors may not form a valid quorum for the purpose of required approvals. Therefore, in order to satisfy the aforesaid requirement of approval by the Board on quarterly basis and in the absence of formation of required quorum for the purpose, the transactions with the Group companies will be presented in next AGM for the purpose of seeking the ratification/approval.

In order to avoid any non-compliance from the regulatory provision for the required approval of these transactions and to ensure routine approval of these transactions throughout the year, the shareholders may authorize the Chief Executive to approve the transactions carried out and to be carried out in normal course of business with the Group companies during the financial year ending June 30, 2025.

The Directors are interested in the resolutions to the extent of their common directorships and shareholding in the Group companies.



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POSTAL BALLOT PAPER

For poll/voting through post for the Special Business at the Annual General Meeting to be held on Thursday, October 24, 2024 at 12:30 p.m. at Registered Office of the Company

Folio /CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of Shares Held	
CNIC / Passport No. (in case of foreigner) (Copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and Federal Government)	
Name of Authorized Signatory	
CNIC / Passport No. (in case of foreigner) (Copy to be attached)	

Resolution For Agenda Item No. 4

To ratify and approve the transactions carried out in normal course of business with Group company for the year ended June 30, 2024 by passing the following resolution as a special resolution:

RESOLVED that the transactions carried out in normal course of business with Group Company as disclosed in note 37 to the financial statements for the year ended June 30, 2024 be and are hereby ratified and approved.

Resolution For Agenda Item No. 5

To authorize Chief Executive of the Company to approve transactions carried out and to be carried out in normal course of business with Group companies during the year ending June 30, 2025 by passing the following resolutions, with or without modification, as special resolutions:

RESOLVED that the Chief Executive 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 Group companies during the year ending June 30, 2025, subject to final approval/ratification by the shareholders in the next Annual General Meeting.

FURTHER RESOLVED that the Chief Executive of the Company be and is hereby authorized to take any and all necessary actions and sign / execute any and all such documents / indentures / verifications as may be required in this regard on behalf of the Company.

Instruction for Poll		
1. Please indicate your Vote by ticking (✓) the relevant box.		
2. In case if both the boxes are marked as (✓), your poll shall be treated as "Rejected".		
I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:		
Resolution	I / We assent the Resolution (FOR)	I / We dissent the Resolution (AGAINST)
Resolution for Agenda No. 4		
Resolution for Agenda No. 5		

NOTES:

- Duly filled ballot paper should be sent to the Chairman through post at Registered Office of the Company, Main RCD Highway, Hub Chowki, District Lasbela, Balochistan, or email at voting@bclpk.com.
- Copy of CNIC / Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before October 23, 2024. Any postal ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC / Passport (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- In case of representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc. in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In case of foreign body corporate etc. all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
- Ballot Paper form has also been placed on the website of the company at www.bolancastings.com or used an original / published in the newspapers.

Signature of Shareholder / Proxy holder / Authorized Signatory
(in case of corporate entity, please affix Company Stamp)

Date: _____

