



B.R.R. Guardian Limited

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

October 4, 2024

Subject: **Notice of 2nd Annual General Meeting of BRR Guardian Limited**

Dear Sir,

Enclosed please find a copy of the Draft Notice of the 2nd Annual General Meeting to be held on Monday October 28, 2024 at 5:30 p.m. at Ground Floor, BRR Tower Hassan Ali Street Off: I.I. Chundrigar Road Karachi for circulation amongst the TRE Certificate-Holders of Exchange prior to publication and dispatch to the Shareholders.

Yours truly,

Tahir Mehmood
Company Secretary

NOTICE OF 2nd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2nd Annual General Meeting of the shareholders of **BRR Guardian Limited** “the Company” will be held on Monday October 28, 2024 at 5:30 p.m. at Ground Floor BRR Tower Hassan Ali Street Off: I.I. Chundrigar Road, Karachi to transact the following business;

ORDINARY BUSINESS:

1. To confirm the minutes of the last General Meeting of the Company.
2. To receive, consider and adopt the Audited Financial Statements of the Company (Standalone and Consolidated) for the year ended June 30, 2024 together with the Director’s and Auditor’s Report thereon.
3. To approve, as recommended by the Board of Directors, the payment of final cash dividend of Rs. 0.5/- per share i.e. 5%
4. To appoint auditors and fix their remuneration for the year ending June 30, 2025. The present Auditors M/s. Crowe Hussain Chaudhry & Co, Chartered Accountants, shall retire and being eligible, offered themselves for re-appointment.
5. Any other business with the permission of the Chair.

As required under section 223(7) of the Companies Act, 2017 and pursuant to the S.R.O. 389(I)/2023 dated 21 March 2023 issued by the Securities and Exchange Commission of Pakistan (SECP), the annual report of the Company for the financial year ended 30 June 2024 has been uploaded on the Company’s website which can be downloaded accessing the following link and QR Code:

https://firstdawood.com/brrgl/wp-content/uploads/2024/10/june_2024.pdf



QR CODE

Karachi
October 4, 2024

By Order of the Board

Tahir Mehmood
Company Secretary

Notes:

1. The share transfer books of the Company shall remain closed from October 19, 2024 to October 28, 2024 (both days inclusive) Transfer received to our Share Registrar FD Registrar Services (Pvt.) Ltd at 1705, 17thFloor, Saima Trade Tower-A I.I. Chundrigar Road, Karachi before the close of business hours on October 18, 2024 will be treated in time for the purpose of above entitlement.
2. A member entitled to attend and vote at this meeting may appoint a proxy to attend and vote on his/her behalf. No person other than a member shall act as proxy. Proxy forms, in order to be effective, must be received at the Registered Office, duly stamped and signed not less than 48 hours before the meeting.
3. Members are requested to notify any change in their addresses immediately to the Share Registrar of the Company. Members having shares in their CDC accounts are required to have their addresses updated with their respective participants.

CDC account holders will have to follow the under mentioned guidelines as laid down by the Securities & Exchange Commission of Pakistan:

A. For attending the Meeting:

- i) In case of individuals, the account holders or sub-account holders and / or the persons whose shares are in group accounts and their registration details are uploaded as per CDC Regulations shall authenticate their identity by showing their computerized National Identity Card (CNIC) or original passport at the time of attending.
- ii) In case of corporate entities, the Board of Directors resolution / power of attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier).

B. For Appointing Proxies:

- i) In case of individuals, the account holders or sub- account holders and or / persons whose shares are in group accounts and their registration details are uploaded as per CDC regulations, shall submit the proxy form accordingly.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy forms.
- iv) The proxy shall produce their original CNIC or original passport at the time of the meeting.
- v) In respect of corporate entity, the Board of Directors Resolution / power of attorney with specimen signatures be produced at the time of meeting on behalf of entity.

4. Participation in the General Meeting via video conference facility :

Pursuant to the Circular No. 4 dated 15th February 2021 issued by Securities & Exchange Commission of Pakistan has been directed to the Listed Companies to ensure the participation of members in General Meeting through virtually video link / electronic means as a regular feature in addition to holding physical meetings accordingly, members interested in participating in the meeting are requested to share below information at e-mail address brrgl_corp@firstdawood.com for their appointment and proxy's verification by or before Friday 25th October 2024 in order to attend the Meeting through video conference facility the members are requested to get themselves as per below format

Full Name of the shareholder	Folio / CDC No.	CNIC Number	Registered address	E-mail	Cell Nu

Video conference link details and login credentials will be shared with those members whose registered e-mails containing all the particulars are received on or before Friday 25th October 2024. Members can also provide their comments and questions for the agenda item of the meeting at brrgl_corp@firstdawood.com or at registered address of the company on or before Friday 25th October 2024.

5. Electronic Transmission of Financial Statements and Notices:

Pursuant to Notification vide SRO 787(I) / 2014 of September 08, 2014, the SECP has directed to facilitate the members of the company receiving annual financial statements and notices through electronic mail system (e-mail). We are pleased to offer this facility to our members who desire to receive annual financial statements and notices of the company through mail. In this respect members are requested to convey their consent via email on a standard request form which is available at the company website at [https:// www.firstdawood.com/brrgl](https://www.firstdawood.com/brrgl)

6. Replace physical share with book-entry form:

In terms of section 72 of the Companies Act, 2017 every company having share capital, is required to have shares in book-entry form and every existing company is required to replace its physical shares with book-entry form. A period of four years was prescribed in the Act for implementation of this provision, the dead line was May 31, 2021 and therefore all members are requested to approach our share registrar to replace its physical shares with book-entry form.

7. Reminder to the shareholders for submission of bank account details/IBAN (E-Dividend):

As per Section 242 of the Companies Act, 2017, any dividend payable in cash shall only be remitted through electronic mode directly into the bank account designated by the entitled shareholders. Therefore, through this notice, all shareholders whose shares are physical or book entry form are once again requested to update their bank accounts details which are as under :

Name of Shareholder	
Folio No./CDC Account No.	
Title of the Bank Account	
IBAN Bank Account Number	
Bank's Name	
Branch Name and Address	
Cell Number of the Shareholder if any,	
Land Line Number of the Shareholder if any,	
CNIC No. and NTN (Please attach copy)	

Signature of Shareholder(s)

(Signature should agree with specimen signature registered with the Company)

In case of physical shares, please provide bank account details to our Share Registrar, M/s. F.D Registrar Services (Pvt) Limited. Please ensure an early update of your particulars to avoid any inconvenience in future.

8. Deduction of Income Tax from Dividends under Section 150 of the Income Tax Ordinance, 2001 (Mandatory)

- i) The rates of deduction of Withholding Income Tax from dividend payments under the Income-Tax Ordinance, 2001 shall be as follows:

Persons appearing in Active Taxpayers List (ATL) - 15%.

Persons not appearing in Active Taxpayers (ATL) - 30%

Non-resident u/s (111A), Part IV of Second Schedule (who have not provided withholding tax exemption certificate as per Tenth Schedule -10%

- ii) To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of-30%, shareholders whose names are not entered into the Active Taxpayers' List (ATL)

provided on the website of FBR, despite the fact that they are filers, are advised to immediately make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

- iii) Persons not appearing in the Active Taxpayers' List: The rate of tax required to be deducted/collected, as the case may be, is increased by 100% (as specified in the Tenth Schedule to the Income Tax Ordinance, 2001).
- iv) Withholding Tax will be determined separately on 'person names appearing on ATL/person names not appearing on ATL' status of Principal Shareholder as well as Joint holder(s) based on their shareholding proportions, in case of joint accounts.
- v) In this regard, all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal Shareholder and Joint holder(s) in respect of shares held by them (only if not already provided) to our Share Registrar, in writing as follows:

Company Name	Folio/CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

- vi) The required information must reach our Share Registrar within 10 days of this notice; otherwise, it will be assumed that the shares are equally held by the Principal Shareholder and Joint Holder(s).
- vii) As per FBR Circulars C. No.1 (29) WHT/2006 dated 30 June 2010 and C. No. 1 (43) DG (WHT)/2008- Vol. II 66417R dated 12 May 2015, the valid exemption certificate is mandatory to claim exemption of withholding tax U/S 150 of the Income Tax Ordinance, 2001 (tax on dividend amount) where the statutory exemption under clause 47B of part – IV of Second Schedule is available. The shareholders who fall in the category mentioned in the above clause and want to avail exemption U/S 150 of the Ordinance, must provide a valid Tax Exemption Certificate to our Share Registrar before book closure otherwise tax will be deducted on dividend as per applicable rates.
- viii) For any query/problem/information, the investors may contact the Company Secretary at phone: 021-32602401-3 and email address tmehmood@firstdawood.com and/or FD Registrar Services (Pvt.) Ltd. at phone 021-32213243 and email address: fdregistrar@yahoo.com.
- ix) The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the company or FD Registrar Services (Pvt.) Ltd. The shareholders while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

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

Notice is hereby given that the dividends declared by BRRGL details whereof are appearing on the Company's Website i.e. www.firstdawood.com/brrgl 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 shareholders advising them to submit their claims within 90 days to the Company

The Company hereby invites the aforesaid shareholders 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 Company 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.

10. Unclaimed Dividends (Important and Mandatory):

Shareholders, who by any reason, could not claim their dividend are advised to contact our Share Registrar to collect / enquire about their unclaimed dividends, if any. Please note that any dividend unclaimed for more than three years shall be deposited with the Federal Government under section 244(2) of the Companies Act, 2017.

The shareholders are hereby given a notice to claim any of their dividend within 90 days hereof i.e. latest by 31 December 2024, thereafter the Company shall proceed with depositing the unclaimed dividend amount with the Federal Government as per the requirements of section 244 of the Companies Act, 2017. Claim form is annexed with the Annual Report 2024 and also available on the Company's website. www.firstdawood.com/brrgl

11. Submission of copies of CNIC not provided earlier:

Individual shareholders are requested to submit a copy of their valid CNIC if not provided earlier to the Company's share Registrar.