

## B.R.R. Guardian Limited

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

November 28, 2025

Subject: The Certified True Copy of Ordinary Resolution and Special Resolution of BRR Guardian Limited has been passed in Annual General Meeting held on November 27, 2025

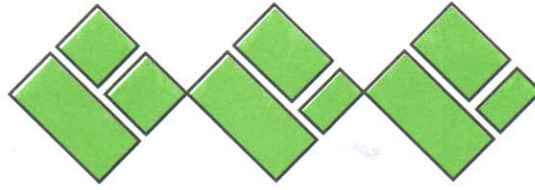
Dear Sir,

Enclosed please file the Certified True Copy of Ordinary Resolution and Special Resolution of BRR Guardian Limited has been passed in Annual General Meeting held on November 27, 2025.

Yours truly,



**Tahir Mehmood**  
Company Secretary



## B.R.R. Guardian Limited

### ORDINARY RESOLUTION :

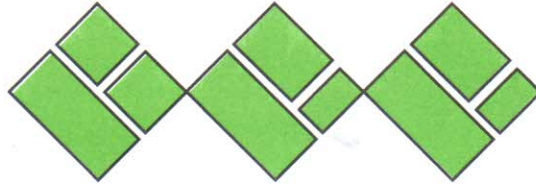
1. The Minutes of the last General Meeting were read and confirmed
2. **RESOLVED** that the Audited Financial Statements of BRR Guardian Limited (BRRGL) (Standalone) for the year ended June 30, 2025 along with Auditor's Reports, Chairperson Review Report, Director's Reports, Shariah Review Report, Shariah Internal Audit Report and Shariah External Audit Report thereon along with auditors review report on Statement of Compliance, be and is hereby approved and adopted.
3. Further, the CEO informed before the members regarding the final cash dividend which was declared for the members of Re. 0.5/- per share i.e. 5% on which the members appreciated the efforts of the CEO about the profitability of the company and performance as well as. The same was approved by the members.
4. **RESOLVED that** the following members offered themselves for election and being considered eligible be and are hereby elected as the Directors of the Company for the term of three years.

|                              |            |
|------------------------------|------------|
| Mr. Ayaz Dawood              | Re-Elected |
| Mr. Muhammad Ali Ayaz Dawood | Re-Elected |
| Mr. Ghazanfar-Ul-Islam       | Re-Elected |
| Mr. Junaid Sakhi             | Re-Elected |
| Mr. Amer Maqbool             | Re-Elected |
| Mr. Ali Abdul Wahab          | Elected    |
| Miss. Zahra Omar             | Elected    |

5. **RESOLVED** that M/s. Crowe Hussain Chaudhury & Co Chartered Accountants be and is hereby re-appointed as external auditors for BRRGL until the conclusion of next AGM for the year ending June 30, 2026 at remuneration mutually agreed with CEO.

### **Special Business:**

6. The following Special Resolutions unanimously be and are hereby approved by the members.



## **B.R.R. Guardian Limited**

**RESOLVED THAT** New sub-clause (iA) in Memorandum of Association be and is hereby added/amended and “read as under”

**(iA) The Company will act in accordance with Shariah Rules and Principles.**

**RESOLVED THAT** New sub-article (19.1) in Article 19 be and is hereby added in Article of Association and “read as under”

*19.1 The Company may, by Special Resolution, reserve certain percentage of further issue for its employees under Employees Stock Option Scheme.*


**RESOLVED THAT** pursuant to section 83 and 83 (a) of the Companies Act, 2017 (the Act) read along with regulation 7 of the Companies (Further Issue of Capital) Regulations, 2020 and Memorandum and Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company, for setting aside of 10% of the shareholders Equity/Paid-Up Capital as Stock Options to be awarded to the employees, from time to time, as a mechanism to attract, retain and motive them to realize the stated business goals as per the Scheme.

**FURTHER RESOLVED THAT** pursuant to section 83 and 83 (a) of the Companies Act, 2017 (the Act) read along with regulation 7 of the Companies (Further issue of Capital) Regulations, 2020 and Memorandum and Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company, to issue, offer and allot to eligible employees of the Company, options exercisable into equity shares of the Company of nominal value of Rs. 10 each upto 9,500,849/- shares under BRR Guardian Limited Employees Stock Option Scheme 2025 (the ESOS scheme) as per law.

**RESOLVED FURTHER THAT** pursuant to section 83 and 83 (a) of the Act read with regulation 5 of the Companies (Further Issue of Capital) Regulations, 2020, the Company be and is hereby authorized to raise further paid – up capital and issue, up to 10% of the paid-up Capital i.e. 9,500,849/-further ordinary shares of PKR. 10/- each, without issue of right shares to its employees under the ESOS Scheme at the price mentioned in above resolution."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications in the Scheme including in any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the memorandum of association and articles of association of the Company and any other applicable laws."

**CERTIFIED TRUE COPY**

  
**Tahir Mahmood**  
Company Secretary

