

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Biafo Industries Limited (“Company”) will be held on 22 June 2023 at 12:00 p.m. at Shamadan 3 Hall, Islamabad Serena Hotel, Khayaban-e-Suharwardy, Islamabad, to transact the following business:

ORDINARY BUSINESS:

1. To approve the minutes of 34th Annual General Meeting held on 25th October, 2022.

SPECIAL BUSINESS:

2. To consider and, if thought fit, pass the following special resolution with or without modification:

“**RESOLVED** that the authorized share capital of the Company be and is hereby increased from Rs. 600,000,000 divided into 60,000,000 ordinary shares of Rs. 10 each to Rs. 1,500,000,000 divided into 150,000,000 ordinary shares of Rs. 10 each, by creation of 90,000,000 additional ordinary shares at nominal value of Rs. 10 each to rank pari passu in every respect with the existing ordinary shares of the Company.

FURTHER RESOLVED that the Memorandum and Articles of Association of the Company be and are hereby altered for increase in authorized share capital to read as follows:

- Clause IV of Memorandum of Association “The authorized capital of the Company is Rs. 1,500,000,000 divided into 150,000,000 ordinary shares of Rs. 10 each.”
- Article 3 of Articles of Association “The authorized capital of the Company is Rs. 1,500,000,000 divided into 150,000,000 ordinary shares of Rs. 10 each.”

FURTHER RESOLVED that Chief Executive Officer or Company Secretary be and are hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementation the aforesaid resolution.

3. To transact such other business as may be placed before the meeting with the permission of the Chairman.

By order of the Board


Khawaja Shaiq Tanveer
Company Secretary

Islamabad: May 31, 2023

NOTES:

1. Share Transfer Books of the Company will remain closed from 16 June 2023 to 22 June 2023 both days inclusive.
2. A member entitled to attend and vote at the meeting shall be entitled to appoint another person, as his/her and proxy to attend, demand or join in demanding a poll, speak and vote instead of his/her and a proxy so appointed shall have such rights, as attending, speaking and voting at the meeting as are available to a member. Proxies in order to be effective must be received at the registered office of the Company not later than 48 hours before the meeting duly stamped, signed and witnessed. A proxy need not be a member of the Company.
3. The CDC account holders will further have to follow the under-mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:
 - a) **For attending the meeting**
 - i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original computerized national identity card (CNIC) or original passport at the time of attending the meeting.
 - ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.
 - b) **For appointing proxies:**
 - i) In case of individuals, the account holder or sub-account holder and/ or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form accordingly.
 - ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
 - iii) Attested copies of CNIC or the passport.
 - iv) The proxy shall produce his/her original CNIC or original passport at the time of meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with proxy form to the company.
4. Members can exercise their right to vote through e-voting or postal ballot, subject to meeting the requirements of Sections 143-145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018 (as the case may be).
5. For any query / problem / information, the investors may contact the Company or the Share Registrar at the following addresses, phone numbers, email addresses:

Biafo Industries Limited

1st Floor, Biafo House, Plot No. 23, St No. 38-40, I&T Centre, G-10/4, Islamabad, Pakistan.

Tel: +92 51 2353450-53, 2353455-57, Fax: +92 51 2353458

E-mail: management@biafo.com

F.D. Registrar Services (PVT) Ltd.

17th Floor, Saima Trade Tower-A, I.I. Chundrigar Road, Karachi

Tel: +92 21 32271905-6

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

This statement sets out material facts concerning the special businesses to be transacted at the extraordinary general meeting of the Company to be held on 22 June 2023.

The existing Authorized Share Capital of the Company is Rs. 600,000,000 divided into 60,000,000 ordinary shares of Rs.10 each.

In order to provide the Company with adequate leverage for funding of future growth and for strategic investments in new and existing projects, Board of Directors has proposed to increase the Authorized Share Capital of the Company by Rs. 900,000,000 divided into 90,000,000 Ordinary Shares of Rs. 10/- each from Rs. 600,000,000 divided into 60,000,000 ordinary shares of Rs. 10 each to Rs. 1,500,000,000 divided into 150,000,000 ordinary shares of Rs. 10 each. The increase in Authorized Share Capital would be in the interest of the Company and its shareholders, whereas no prejudice will be caused to any shareholder. The interest of the Directors and Chief Executive Officer is only limited to the extent of their being Director and Chief Executive Officer and ordinary shareholders of the Company. It is therefore proposed to increase the Authorized Share Capital so as to enable the Company to increase its paid-up capital by offering bonus/right shares to the members, in future as and when decided by the Board after fulfilling necessary legal and regulatory requirements.

The new ordinary shares when issued shall rank pari passu with the existing ordinary shares in all respects.