



# Baluchistan Wheels Limited

June 01, 2023

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

**Subject: Draft Notice of Extraordinary General Meeting**

Dear Sir,

In accordance with the Rule 5.6.9 of the PSX Rule Book of Pakistan Stock Exchange Limited, enclosed please find a copy of the Notice of **Extraordinary General Meeting** to be held on **June 22, 2023 at 11:30 am** at the Registered Office of the Company, Main RCD Highway, Hub Chowki, Distt. Lasbella, Baluchistan and or online through Zoom prior to its publication in newspaper. The notice will be published in the The Nation (English Newspaper) and Nawa-i-Waqt (Urdu Newspaper) on Friday June 02, 2023.

This is for your information and circulation amongst your members (TREC holders).

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



Head Office : First Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road,  
P. O. Box No. 15511, Karachi - 75530 (Pakistan)  
Phone (Off) : (021) 35683474, 35687502, 35689259 Fax : 92-21-5684003  
Factory : Main RCD Highway, Hub Chowki, District Lasbella, Baluchistan.  
Phones : (Factory) : (0853)-363426, (0853)-363428 Fax : (0853)-364025  
E-mail : bwheels@cyber.net.pk  
Internet : <http://www.bhweels.com>





# Baluchistan Wheels Limited

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (EOGM) of the shareholders of Baluchistan Wheels Limited will be held on **Thursday, June 22, 2023 at 11:30 AM** at the Registered Office of the Company, Main RCD Highway, Hub Chowki, District Lasbella, Baluchistan and / or online through Zoom, to transact the following business :-

### ORDINARY BUSINESS:

1. To confirm the minutes of the 42<sup>nd</sup> Annual General Meeting held on October 01, 2022.

### SPECIAL BUSINESS:

2. It is proposed to increase the Authorized Share Capital of the company from Rs. 250,000,000/- to Rs. 1,250,000,000/- and to amend the Memorandum of Association & Articles of Association of the Company accordingly by passing the following resolutions, with or without modification, as special resolutions:

#### Resolved:

That the Authorized Share Capital of the Company be and is hereby increased from Rs. 250,000,000/- (Rupees: Two Hundred Fifty Million Only) divided into 25,000,000 ordinary shares of Rs. 10/- each to Rs. 1,250,000,000/- (Rupees: One Billion Two Hundred Fifty Million Only) divided into 125,000,000/- ordinary shares of Rs. 10/- each by addition of 100,000,000/- ordinary shares of Rs. 10/- each.

#### Further Resolved:

That the Memorandum and Articles of Association of the Company be and are hereby altered by substituting the figures and words Rs. 250,000,000/- (Rupees: Two Hundred Fifty Million Only) and 25,000,000 with the figures and words Rs. 1,250,000,000/- (Rupees: One Billion Two Hundred Fifty Million Only) and 125,000,000 respectively.

#### Further Resolved:

That the Chief Executive Officer and the Company Secretary be and hereby authorized singly to complete all legal and corporate formalities to effectuate and implement the aforesaid resolutions.

#### Further Resolved:

Subject to the approval of increase in Authorized Share Capital, the Board of Directors (BOD) be and is hereby authorized to capitalize the reserves.



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3. To authorize the Company to circulate annual audited financial statements to its members through QR enabled code and weblink instead of transmitting the same in the form of CD / DVD / USB in pursuance of SECP S.R.O. 389(1)/2023 dated March 21, 2023.

**Resolved:**

That as notified by the Securities and Exchange Commission of Pakistan (SECP) via S.R.O NO. 389(1)/2023 dated March 21, 2023 transmission of annual audited financial statements to its members through QR enabled code and weblink instead of transmitting the same in the form of CD / DVD / USB, be and is hereby ratified and approved for future.

**OTHER BUSINESS:**

4. To transact any other business with permission of the Chairman.

**BY ORDER OF THE BOARD**

**Muhammad Asad Saeed**  
Company Secretary

Karachi: June 1, 2023.

**NOTES:**

**1. Closure of Share Transfer Books:**

The Share Transfer Books of the Company will remain closed from **June 15, 2023 to June 22, 2023** (both days inclusive). Transfers received in order at the Shares Department of M/s THK Associates (Pvt) Limited, Plot No: 32-C, Jami Commercial Street 2, DHA, Phase-VII, Karachi, Pakistan, by the close of business on **June 14, 2023**, will be considered in time for the purpose of attendance at EOGM.

**2. For Attending the Meeting:**

- i. In case of individuals, the account holders 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/her identity by showing his/her original CNIC, or original passport at the time of attending the meeting.
- ii. Members registered in Central Depository Company (CDC) are also requested to bring their particulars, ID number and account number in Central Depository System (CDS).



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### 3. Proxy:

A member entitled to attend, speak and vote at the meeting is entitled to appoint any other member as his/her proxy to attend, speak and vote. Proxies in order to be effective must be received at the Head Office of the Company duly stamped and signed not less than 48 hours before the time of holding the meeting.

### 4. E-Voting and Postal Ballot:

Members can exercise their right to poll through postal ballot subject to meeting of requirements of Section 143 to 145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.

The details of E-Voting facility will be shared through email with the members who have provided their valid cell numbers/email addresses as are available in the register of members. The members may alternatively opt for voting through postal ballot. Ballot paper is also available on the Company's website at [www.bwheels.com](http://www.bwheels.com).

### 5. Participation through video conferencing facility:

The shareholders who are interested in attending the Meeting are requested to get themselves registered by sending their particulars at the designated e-mail address ([bwlfm@cyber.net.pk](mailto:bwlfm@cyber.net.pk)) giving following particulars not less than 48 hours before the time of the meeting:

| Name of Shareholder | CNIC No. | Folio No. /CDC Account No. | Cell No. | Email Address |
|---------------------|----------|----------------------------|----------|---------------|
|                     |          |                            |          |               |

### 6. Change of Address(If Any):

Members are requested to promptly notify any change in their addresses immediately to the Company's Share Registrar.

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

### SPECIAL BUSINESS:

#### Agenda Item 2 – Increase in Authorized Share Capital

This statement is annexed to the Notice of the Extraordinary General Meeting of Baluchistan Wheels Limited to be held on June 22, 2023, at which certain special business is to be transacted. The purpose of this statement is to set forth the material facts concerning such special business mentioned as item No. 2 of the agenda.



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The current Authorized Share Capital of the Company is Rs. 250,000,000/- (Rupees: Two Hundred Fifty Million Only) and it is proposed to increase the Authorized Share Capital of the Company to Rs. 1,250,000,000/- (Rupees: One Billion Two Hundred Fifty Million Only) in order to cater to any increase in paid up share capital as and when required by the Company / BOD. The proposed increase in the Authorized Share Capital of the Company will also necessitate amendments in clause V of the Memorandum of Association and Article III of Articles of Associations of the Company to reflect the increase in Authorized Share Capital of the Company. For this purpose, special resolution is required to be considered and approved in this meeting.

## Agenda Item 3 – Transmission of Annual Audited Financial Statements through QR – enabled Code and weblink

The SECP has allowed listed companies to circulate annual audited financial statements to its members through QR enabled code and weblink instead of transmitting the same in the form of CD / DVD / USB in pursuance of SECP S.R.O. 389(1)/2023 dated March 21, 2023. The Company shall circulate Annual Audited Financial Statements through email address in case it has been provided by the member to the Company, and upon demand, supply hard copies of the Annual Audited Financial Statements to the shareholders free of cost upon receipt of a duly completed Request Form, which may be obtained from the Company's website i.e <http://www.bwheels.com>.

The Directors are not interested in this business except as shareholders of the Company.

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



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