

BOLAN CASTINGS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting (EOGM) of Bolan Castings Limited will be held at Registered Office of the Company Main RCD Highway, Hub Chowki, District Lasbela, Balochistan, Pakistan, on Wednesday May 24, 2017 at 1100 hours to transact the following business:

A. ORDINARY BUSINESS

1. To confirm the minutes of the 34th Annual General Meeting held on October 25, 2016.

B. SPECIAL BUSINESS

2. To consider and if thought fit, to approve the increase in authorized capital of the Company and to pass the following resolution with or without modification as a special resolution:

RESOLVED that the authorized capital of the Company be and is hereby increased from Rs. 120,000,000/- divided into 12,000,000 ordinary shares of Rs. 10/- each to Rs. 150,000,000/- divided into 15,000,000 ordinary shares of Rs. 10/- each.

FURTHER RESOLVED and hereby agreed that in Clause V of the Memorandum of Association and Article 3.01 of the Articles of Association of the Company, words and figures “Rs.120,000,000/- (Rupees One hundred and twenty million) divided into 12,000,000 (Twelve million)” be substituted by words and figures “Rs.150,000,000/- (Rupees One hundred and fifty million) divided into 15,000,000 (Fifteen million)”.

FURTHER RESOLVED that Chief Executive and / or Company Secretary of the Company be and is / are hereby authorized to fulfill all legal, corporate and procedural formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

3. To consider, and if thought fit, pass following resolutions, with or without modification, as a special resolution for amendments in the Articles of Association of the Company:

RESOLVED that the Articles of Association of the Company be and is hereby amended in following manner:

- i) In Article 8.22, the figures “19” appearing in the Proxy Form be substituted with the figures “20”.
- ii) In Article 9.01, the words “The number of elected Directors shall be fixed before each election of Directors in accordance with the provisions of Section 178 of the Ordinance.” be deleted.
- iii) Article 9.03 be amended to read as follows:

“9.03 Election of Directors

- (I) The Directors shall, subject to Article 9.01, fix number of Directors of the Company not later than thirty-five days prior to the convening of the General Meeting at which Directors are to be elected, and the number so fixed shall not be changed except with the prior approval of General Meeting of the Company.
- (II) Any person who seeks to contest an election to the office of Directors shall, whether he is a retiring Director or otherwise, file with the

Company not less than fourteen days before the date of the meeting at which elections are to be held, a notice of his intention to offer himself for election as a Director; provided that any such person may, at any time before the holding of election, withdraw such notice.

(III) All notices received by the Company in pursuance of Article 9.03 (II) shall be transmitted to the members not later than seven days before the date of the meeting by publishing at least in one issue each of daily newspaper in English language and a daily newspaper in Urdu language having circulation in Province in which the Stock Exchange on which its securities are listed, are situated.

(IV) The notice of the meeting at which Directors are proposed to be elected shall among other matters, expressly state:

(a) the number of elected Directors fixed under Article 9.03(I); and

(b) the names of the retiring Directors.

(V) The Directors of the Company shall, unless the number of persons who offer themselves to be elected is not more than the number of Directors fixed under Article 9.03 (I) be elected by the members of the Company in General Meeting in the following manner, namely:

(a) A member shall have such number of votes as is equal to the product of the number of voting shares or securities held by him and the number of Directors to be elected;

(b) A member may give his votes to a single candidate or divide them between more than one of the candidates in such manner as he may choose; and

(c) The candidate who gets the highest number of votes shall be declared elected as Director and then the candidate who gets the next highest number of votes shall be so declared, and so on until the total number of Directors to be elected has been so elected.”

iv) Article 9.04 be amended as follows:

(a) In Sub-Article (a), after the words “three years” appearing in the second line of the Sub-Article, the words “unless he earlier resigns, becomes disqualified for being a director or otherwise ceases to hold office” be inserted.

(b) Sub-Article (b) be deleted.

v) After the Article 9.11, a new Article 9.11A be inserted to read as follows:

“9.11A Remuneration of Directors for performing extra services

The remuneration of directors for performing extra services, including the holding of the office of chairman, shall be determined and approved by the Board of Directors.”

vi) Article 9.14 be amended as follows:

(a) In Sub-Article (f), before the words “any firm” appearing in the beginning of the Sub-Article, a word “or” be inserted.

(b) Sub-Article (g) be deleted.

vii) In Article 9.22, the words “Managing Director” appearing in the marginal notes be substituted with words “Chief Executive”.

FURTHER RESOLVED that Chief Executive and / or Company Secretary of the Company be and is / are hereby authorized to fulfill all legal, corporate and procedural formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution.

4. To consider and adopt the following resolution, with or without modification, as an ordinary resolution for holding office of profit by the Director Mr. Laeeq Uddin Ansari.

“**RESOLVED** that sanction/approval be and is hereby granted for holding an office of profit under the Company by the Director Mr. Laeeq Uddin Ansari w.e.f. July 01, 2017 on the terms and conditions determined by the Board of Directors of the Company and that he be paid by way of remuneration including perquisites, benefits and bonus/profit share as may be granted at any time and from time to time by the Company, such sums as determined by the Board of Directors of the Company”

C. OTHER BUSINESS

5. To transact any other business with the permission of the Chair.

By Order of the Board of Directors

Hub
May 02, 2017

Arafat Mushir
Company Secretary

Notes :

1. The Share Transfer Books of the Company will remain closed from May 17, 2017 to May 24, 2017 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. Central Depository Company of Pakistan Limited., CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 by close of working hours on May 16, 2017 shall be treated in time to attend and vote at this meeting.
2. A member entitled to attend and vote at this meeting may appoint another member as his / her proxy to attend and vote instead of him / her. Vote may be given either personally or by proxy or in case of a company / corporation by a representative duly authorized.
3. Duly executed proxies in order to be effective must be received at the office of our Share Registrar M/s. Central Depository Company of Pakistan Limited at least 48 hours before the meeting.
4. Members are requested to promptly notify any change in their addresses to our Share Registrar M/s. Central Depository Company of Pakistan Limited.
5. 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:

- i) 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.
- ii) In case of corporate entity, the Board of Directors’ resolution / power of attorney with specimen signature of the nominee shall have to be produced (unless it has been provided earlier) at the time of the meeting.

B. For appointing proxies:

- i) In case of individual, the account holder or sub account holder shall submit the proxy form as per the above requirement.
- 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 form.
- iv) The proxy shall produce his / her original CNIC or original passport at the time of the meeting.
- v) 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.

6. Video Conference Facility

In pursuance of 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 10 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 EOGM 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 10 days before the EOGM.

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 _____.

Registered Office Address of the Company:

Bolan Castings Limited,
Main RCD Highway,
Hub Chowki,
District Lasbela,
Balochistan.

STATEMENT UNDER SECTION 160 (1) (b) OF THE COMPANIES ORDINANCE, 1984.

This statement setting out the material facts concerning the Special Business, given in agenda item No. 2, 3 and 4 of the Notice.

Agenda item No. 2 of the Notice

The Securities and Exchange Commission of Pakistan (SECP) vide its Circular 30 of 2016 dated September 16, 2016 has directed that Board of Directors of a company shall not decide or recommend to increase the capital by issue of further shares by way of right, otherwise than right or bonus shares beyond the authorized capital as stipulated in Memorandum and Articles of Association of the Company.

Presently, the paid-up capital of Bolan Castings Limited (BCL) is Rs. 114,725,290 (i.e. 11,472,529 ordinary shares of Rs. 10/- each) as against authorized share capital of Rs. 120,000,000 (i.e. 12,000,000 ordinary shares of Rs. 10/- each). In order to cater the future requirements, if any, regarding increase in paid-up capital of the Company, the authorized capital of the Company is required to be increased. Therefore, the Board of Directors recommended to increase the authorized capital of the Company from Rs. 120,000,000/- to Rs. 150,000,000/-.

The Directors of the Company do not have any interest in this business except to the extent of their shareholding in the Company.

Agenda item No. 3 of the Notice

In order to bring the Articles of Association of the Company in conformity with the provisions of Companies Ordinance, 1984 and in order to cater emergent needs, if necessarily required, necessary amendments need to be made therein by way of Special Resolution to bring them in conformity with the provisions of Companies Ordinance, 1984.

The nature and extent of interest of every Director of the Company, directly or indirectly, is only to the extent that compliance of provisions of Companies Ordinance, 1984 is done, by amending existing Articles of Association of the Company.

The document highlighting the proposed amendments is available at Registered office of the Company for inspection during office hours excluding Saturdays and Sundays (being closed holidays) and Gazetted holidays.

Agenda item No. 4 of the Notice

The Board of Directors of Bolan Castings Limited in its meeting held on April 25, 2017 has approved and authorized the payment of remuneration to Director Mr. Laeeq Uddin Ansari not exceeding Rs. 20.00 million per annum, w.e.f July 01, 2017, inclusive of perquisites, benefits and bonus/profit share as may be granted at any time and from time to time by the Company in accordance with the terms of his appointment but exclusive of medical expenses for self and dependants.

As per provisions of Section 188 (1) (c) (i), sanction of the Company in general meeting is required for holding of office of profit by the director. Therefore, the approval of members is being sought for holding of office of profit by Mr. Laeeq Uddin Ansari as Executive Director of the Company.

The directors of the Company, directly or indirectly, have no interest in this resolution except Mr. Laeeq Uddin Ansari, who is interested to the extent of his remuneration and entitlement to other benefits associated with this position.