



Balochistan Particle Board Limited

3rd Floor, Imperial Court, Dr. Ziauddin Ahmed Road, Karachi, Phones: 35680036-9 Fax: 92-21-35684086

March 14, 2017

Ref : BPB/SD/2017/863

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Election of Directors

Dear Sir,

In accordance with the clause 5.6.4(b) of the Pakistan Stock Exchange Regulations, we are pleased to enclose copy of the Notice of election of Directors to be published in newspapers.

Yours faithfully

Amir Bashir Ahmed
Company Secretary

Encl: as above

Balochistan Particle Board Limited

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting of Balochistan Particle Board Limited will be held on Saturday, April 8, 2017 at 11:00 a.m. at Iqbal Auditorium, 3rd Floor, The Institute of Bankers Pakistan (IBP), M.T. Khan Road, Karachi, to transact the following business:

ORDINARY BUSINESS

1. To elect Directors of the Company in accordance with the provisions of the Companies Ordinance, 1984. The number of elected Directors of the company fixed by the Board of Directors in their meeting held on February 25, 2017 is seven (7). The retiring directors are Messrs. Murtaza H. Habib, Muslim R. Habib, Tanzeel Abdul Sattar, Ali A. Rahim, Ghulam Abbas Karjatwala, Ali Niaz Akhtar and Mehboob Ali Lilani.

SPECIAL BUSINESS

2. To consider and, if thought fit, pass the following Special Resolutions, with or without modification, to amend the Articles of Association of the Company in order to enable the e-voting mechanism as prescribed in the Companies (E-Voting) Regulations, 2016 issued by the Securities and Exchange Commission of Pakistan.

“RESOLVED THAT pursuant to compliance of Companies (E-Voting) Regulations, 2016 issued by the Securities and Exchange Commission of Pakistan as amended vide S.R.O 33(I) 2017 dated January 20, 2017, the Articles of Association of the Company be and are hereby amended as follows:

- a. By inserting the following new Clause 70A after Clause 70 of the Articles of Association of the Company:

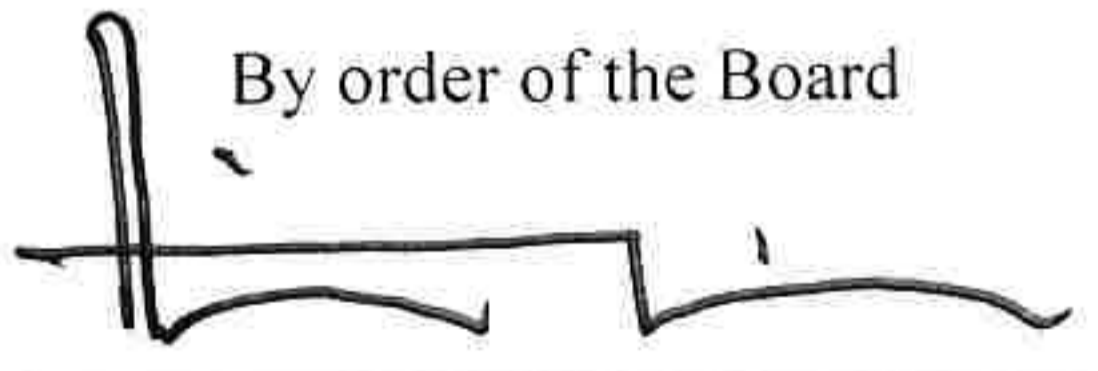
70A. A member may opt for e-voting in a general meeting of the Company under the provisions of the Companies (E-Voting) Regulations, 2016 (including any statutory modification thereof), as amended from time to time. In the case of e-voting, both member and non-member can be appointed as proxy. The request to appoint execution officer and option to e-vote through intermediary shall be required to be submitted with the company at the Company's Registered Office or through email at least ten (10) days before holding of the general meeting. The Company will arrange for e-voting upon receipt of request for e-voting from any member or members having not less than one tenth of the voting power.

b. By inserting the following proxy form for e-voting in existing Clause 78:

Balochistan Particle Board Limited	
Form of Proxy for e-voting	
I/we _____ of _____, being a member of Balochistan Particle Board Limited, holder of _____ Share(s) as per Register Folio No. _____ hereby opt for e-voting through Intermediary and hereby give consent for the appointment of Execution Officer _____ as proxy and will exercise e-voting as per the Companies (E-Voting) Regulations, 2016 and hereby demand for poll for resolutions.	
My secured email address is _____, please send login details, password and electronic signature through email.	
_____ Signature of member <i>(Signature should agree with the specimen signature registered with the Company)</i>	
Signed in the presence of:	
_____ Signature of Witness	_____ Signature of Witness

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary and incidental for the purposes of altering the Articles of Association of the Company and make necessary filings and complete legal formalities as may be required to implement the aforesaid resolution.”

A statement of material facts under section 160(1)(b) of the Companies Ordinance, 1984 in respect of the above Special business is being sent to the members along with a copy of this notice.

By order of the Board


Amir Bashir Ahmed
Company Secretary

Karachi: February 25, 2017

2/25/17

Notes:

1. The Share Transfer Books of the Company will remain closed from Saturday, April 1, 2017 to Saturday, April 8, 2017 both days inclusive.
2. A member entitled to attend and vote at this meeting is entitled to appoint another member of the Company as a proxy to attend and vote on his / her behalf. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed at least 48 hours before the time of meeting.
3. For identification, Owners of the physical shares and CDC account holder should present Computerized National Identity Card (CNIC) along with participants ID number and CDC account number. In case of appointment of proxy by such account holders, the guidelines as contained in the SECP's circular No. 1 of January 26, 2000 are to be followed.
4. Members are requested to notify any change in their addresses and their contact numbers immediately to Company's Share Registrar, THK Associates (Pvt.) Limited, Karachi.
5. Members who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) are requested to send the same to the Company / Share Registrar. The Corporate entities are requested to provide their National Tax Number (NTN).
6. **Consent for Electronic Transmission of Audited Financial Statements & Notices (Optional)**
The Securities and Exchange Commission of Pakistan through its Notification S.R.O 787(I)/2014 dated September 8, 2014 has permitted companies to circulate Audited Financial Statements along with Notice of Annual General Meeting to its members through e-mail. Accordingly, members are requested to send their consent and e-mail addresses for receiving Audited Financial Statements and Notices through e-mail. In order to avail this facility, a standard request form is available at the Company's website.

STATEMENT OF MATERIAL FACTS UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE, 1984 REGARDING SPECIAL BUSINESS:

This Statement set out material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company to be held on April 8, 2017.

Item No. 2 of the Agenda

The Securities and Exchange Commission of Pakistan, through the Companies (E-Voting) Regulations, 2016 has allowed the members of the company to use their voting rights by electronic means. As per the provisions of above Regulations, details of execution officer will be communicated to members through notice of general meeting and members can exercise their right to vote through e-voting by giving their consent in writing at least 10 days before the general meeting. The Company will arrange for e-voting upon receipt of request from any member or members having not less than one tenth of the voting power.

To give effect of the Companies (E-Voting) Regulations, 2016, shareholders' approval is being sought to amend the Articles of Association of the Company to enable e-voting. The Board of Directors have recommended to the members to approve and adopt amendments in Articles of Association of the Company by inserting a new Clause 70A after the Clause 70 and proxy form for e-voting in existing Clause 78 of the Articles of Association.

None of the Directors of the Company have any direct or indirect interest in the above said special business.

