



# Baluchistan Wheels Limited

N.T.N: 0709848-7

November 08, 2016

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

## RESOLUTION PASSED BY THE SHAREHOLDERS

Dear Sir,

We are pleased to inform you that the following resolutions have been unanimously passed by the shareholders of the Company in their Annual General Meeting held on Saturday, October 29, 2016 at 11:00 am. at the Registered Office of the Company:

### SPECIAL BUSINESS

- 1. Regarding alteration/amendments in Articles of Association for increase in remuneration of the Independent / Non-Executive Directors for attending Board and its Committee meetings:**

“RESOLVED THAT the Articles of Association of Baluchistan Wheels Limited (the Company) be and is hereby altered/amended as follows:

By altering/re-wording of existing Article 9.11:

“Unless otherwise determined by the Company in General Meeting, Director other than the Chief Executive or full time working Director may be paid by way of remuneration / fees as may be fixed by Directors, for each meeting of the Board and its Committee meeting attended by him / her. Remuneration and terms and conditions of appointment of the Chairman, Managing Director/Chief Executive or other Executive Directors by whatever name called and remuneration of Directors for performing extra services whether whole time or part time shall be determined by the Directors and shall be subject to permission, if any, required by law. Each Director shall be entitled to be reimbursed his reasonable expenses incurred in consequence of his attendance at meetings of Directors or Committees of Directors.”

- 2. Regarding alteration/amendments in Articles of Association to facilitate e-voting:**

“RESOLVED THAT in view of the Companies (E-Voting) Regulations, 2016, issued by Securities and Exchange Commission of Pakistan (SECP) vide SRO 43(I)/2016 dated 22 January 2016, the members of the Company be and are hereby approved the amendment to Articles of Association of the Company mentioned herein below and that for this purpose the following resolution be passed as and by way of Special Resolution:

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**RESOLVED** as and by way of Special Resolution that the Articles of Association of the Company be amended as follows:

- a) By inserting the following new Article 8.09A after existing Article 8.09 as follows:  
8.09A "Subject to any rules or regulations that may be made from time to time by the Commission in this regard, Members may exercise voting rights at general meeting through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the requirements prescribed by the Commission."
- b) By inserting the following new Article after 8.18 as Article 8.18A as follows:  
8.18A "Notwithstanding anything contained in these Articles, in case of voting by electronic means, both members and non-members can be appointed as proxy."
- c) In Article after 8.20 after the last line following lines shall be inserted:  
" Notwithstanding anything contained in these Articles , an instrument appointing a proxy for the purpose of E-Voting shall be in the following form, and shall be deposited in writing with the Company at its registered office, at least ten (10) days prior to the date of the general meeting".
- d) Article 8.21 shall be replaced with the following wordings:  
"An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:-

**Option 1**  
**Appointing other person as Proxy**

**BALUCHISTAN WHEELS LIMITED**

I/We,..... of .....being member(s) of  
BALUCHISTAN WHEELS LIMITED, holding ..... Ordinary Share(s)  
as per registered folio No..... hereby appoint.....  
Folio No. .... of ..... failing him /her  
..... folio No. .... of ..... who  
is /are also the member(s) of BALUCHISTAN WHEELS LIMITED as my/our proxy in  
my/our absence to attend and vote for me/us and on my/our behalf at the (annual or  
extraordinary, as the case may be) General Meeting of the Company to be held on the  
..... day of ..... and at any adjournment thereof.  
Signed this ..... day of ....."



**Option 2**

**E-Voting as per the Companies (E-Voting) Regulations, 2016**

**BALUCHISTAN WHEELS LIMITED**

I/We ..... of ..... being a member of BALUCHISTAN WHEELS LIMITED, holder of ..... Ordinary Share(s) as per registered folio No..... hereby opt for e-voting through intermediary and hereby consent 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

**Further, resolved that** the Company Secretary, be and is hereby authorized to do all acts, deeds and things and take all steps necessary to complete the legal formalities and the required documents as may be necessary or ancillary for the purpose of implementing the aforesaid resolution.

**for Baluchistan Wheels Ltd**

**Muhammad Yasin Yunus Ladha**  
Company Secretary