



Baluchistan Wheels Limited

N.T.N : 0709848-7

October 05, 2017

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

Subject: Notice of Annual General Meeting for the year ended June 30, 2017

Dear Sir,

Enclosed please find a copy of the Notice of Annual General Meeting of Baluchistan Wheels Limited to be held on Saturday **October 28, 2017 at 11:00 am.** at the Registered Office of the Company Main RCD Highway, Hub Chowki, Distt. Lasbella, Baluchistan, for circulation amongst the TRE Certificate Holders of the Exchange.

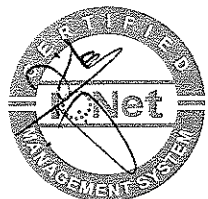
The above notice will be published in the newspapers namely; The Business Recorder (English), Nawa-e-Waqat (Urdu), Baluchistan Times Quetta (English), and Daily Intikhab Hub (Urdu) on October 07, 2017.

Thanking you,

Yours truly,
for BALUCHISTAN WHEELS LIMITED

Muhammad Yasin Yunus Ladha
Company Secretary

Encl. As stated above



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Factory : Main RCD Highway, Hub Chowki, District Lasbella, Baluchistan.
Phones : (0853)-363426, (0853)-363428, Fax : (0853)-364025
E-mail : bwlfm@cyber.net.pk or bwlho@cyber.net.pk internet : <http://www.bwheels.com>





BALUCHISTAN WHEELS LIMITED

Manufacturers of Automotive Wheels in Pakistan

Notice of the 37th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 37th Annual General Meeting of the Company will be held on Saturday, October 28, 2017 at 11:00 am at the Company's Registered Office, Main RCD Highway, Hub Chowki, District Lasbella, Baluchistan to transact the following business:-

ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting held on October 29, 2016.
2. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2017 together with the Directors' and Auditors' Reports thereon.
3. To approve a final cash dividend at the rate of 40% (Rs.4.00 per share), as recommended by the Board of Directors for the year ended June 30, 2017.
4. To appoint auditors for the year ending on June 30, 2018 and fix their remuneration. The present auditors M/s. EY Ford Rhodes Chartered Accountants, retire and being eligible have offered themselves for re-appointment.

SPECIAL BUSINESS

5. To consider and pass the following, with or without modification, as Special Resolutions to amend the Articles of Association of the Company to provide video conferencing facility to the members for attending general meetings of the Company and to circulate annual audited financial statements of the Company through CD/DVD/USB as directed/ notified by SECP subject to requisite approvals and specified conditions/requirements:

"RESOLVED THAT subject to necessary approvals, Articles of Association of the Company be and are hereby amended as follows:

- a) **To add new article 8.03A under the heading "General Meetings"**

8.03A: "The Company may provide video conference facility to its members for attending the general meetings at places other than the town where general meeting is convened subject to fulfillment of such conditions, consent and meeting the requirements relating to number of members and time limit as notified by SECP vide circular no.10 of 2014 dated 21 May 2014 and any other conditions/guidelines notified by SECP from time to time."

- b) **To add new article 13.07A under the heading "Books and Accounts"**

13.07A: The Company may, with prior consent of the member(s), circulate notices of general meetings and annual balance sheet and profit and loss account, auditors' report and directors' report (annual audited accounts) to its member(s) through email. Further, the Company may, with consent of the members obtained in general meeting in accordance with the provisions of SECP's SRO No.470(1)/2016 dated 31 May, 2016 and subject to compliance with the conditions specified therein, and any other conditions / instructions as notified by SECP from time to time in this respect, circulate the annual balance sheet and profit and loss accounts, auditors' report and directors' report (annual audited accounts) to its members through CD/DVD/USB at their registered addresses. However, if a member prefers to receive hard copies for all the future annual audited accounts then such preference of the member shall be given to the Company in writing and thereafter the Company shall provide hard copies of all the future annual audited accounts to such member.





RESOLVED FURTHER THAT the Company Secretary, be and is hereby authorized to take such other steps, execute such other documents and make necessary corporate and other actions & statutory filings as may be necessary / expedient for the purpose of giving effect to the above resolutions and all other matters incidental or ancillary thereto.

A statement under section 134(3) of the Companies Act 2017, relating to the aforesaid special business to be transacted at the AGM, is annexed.

6. To consider any other business with the permission of the Chairman.

BY ORDER OF THE BOARD

Muhammad Yasin Yunus Ladha
Company Secretary
Karachi: September 19, 2017





NOTES:

1. Closure of Share Transfer Books

Share transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from October 21, 2017 to October 28, 2017 (both days inclusive). Transfer received in order at the Shares Department of M/s THK Associates (Pvt) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S. Karachi-75530, Pakistan, at the close of business on October 20, 2017 will be treated in time for the purpose of payment of final cash dividend, if approved by the shareholders.

2. Participation in the Annual General Meeting:

A member entitled to attend and vote at the meeting is entitled to appoint any other member as his / her proxy to attend 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 the meeting.

CDC Account Holders will further have to follow the under mentioned guidelines as laid down by the Securities & Exchange Commission of Pakistan:

A. For Attending the Meeting:

- i. In case of individuals, the account holders or sub-account holder and / or the persons whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate identity by showing their original Computerised National Identity Card (CNIC), or original passport at the time of attending the meeting.
- ii. In case of corporate entities, the Board of Director's resolution / power of attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier) at the time of attending the meeting.

B. For Appointing Proxies:

- i. In case of individuals, the account holders or sub-account holders 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 as per the above requirements.
- ii. The proxy form shall be witnessed by two persons whose names, address 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 passport at the time of the meeting.
- v. In case of corporate entities, the Board of Director's resolution / power of attorney with specimen signature of the person nominated to present and vote on behalf of the corporate entity, shall be submitted (unless it has been provided earlier) alongwith the proxy form to the Company.

3. Withholding Tax on Dividend

The Government of Pakistan through Finance Act 2017, effective July 01, 2017 has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on amount of dividend paid to shareholders. These tax rates are as under





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| 1. For filers of income tax returns | 15.00% |
| 2. For non filers of income tax returns | 20.00% |

To enable the company to make tax deduction on the amount of cash dividend @ 15 % instead of 20.00%, all the shareholders whose names are not included in the Active Taxpayers List (ATL) available on the website of FBR, despite the fact that they are filers, are advised to immediately make sure that their names are added in ATL before the start of book closure.

4. Withholding Tax on Dividend in Case of Joint Account Holder

Further according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on "Filer/Non-Filer" status of principal shareholder as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts.

In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Company Name	Folio / CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC No.	Shareholding proportion (No. of Shares)	Name and CNIC No.	Shareholding proportion (No. of Shares)

The required information must reach the Company's Share Registrar by October 20, 2017, otherwise each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

5. Submission of Copies of CNIC (Mandatory)

In order to comply with the directives of SECP, dividend warrant shall mandatorily bear the CNIC numbers of shareholders. Therefore, shareholders who have not yet submitted attested copy of their valid CNICs are once again requested to immediately submit the same with their folio numbers to the Company's Share Registrar, M/s THK Associates (Pvt) Limited.

6. Payment of Cash Dividend Electronically (Compulsory)

In pursuance of section 242 of the Companies Act, 2017, every listed company is required to pay dividend, if any, to their shareholders only through electronic mode, i.e. by transferring the same directly into the bank account provided by the shareholders.

However, Securities & Exchange Commission of Pakistan through its Circular No. 18 of 2017 dated August 1, 2017, has allowed extension in time till October 31, 2017. Please note that with effect from November 1, 2017 all dividend payments shall be paid only through electronic mode.

Therefore, all shareholders are requested to provide to the Company's Share Registrar, particulars relating to name, folio number, bank account number, title of account and complete mailing address of the bank. CDC account holders should submit their request directly to their participants/investor account services of the CDC.

(Standard Form regarding the mandatory payment of Dividend through electronic mode is also annexed to these financial statements and despatched to all shareholders on their respective addresses and also available at our website www.bwheels.com)

7. Consent For Electronic Transmission of Audited Financial Statements & Notices (Optional)

The SECP through its Notification S.R.O 787(I)/2014 dated 8th September 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 hereby requested to convey their consent and e-mail address for receiving Audited Financial Statements and Notice through e-mail. In order to avail this facility a Standard Request Form is available at the Company's website www.bwheels.com





8. Availability of Audited Financial Statements on Company's Website:

The audited financial statements of the Company for the year ended June 30, 2017 have been made available on the Company's website www.bwheels.com in addition to annual and quarterly financial statements for the prior year.

9. Change in Address:

Members are requested to promptly notify any change of address to the Company's Share Registrar.

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

(Members are requested to bring their Original CNIC / Original Passport at the time of attending the meeting).

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

This statement is annexed to the Notice of the Thirty Seventh (37th) Annual General Meeting of Baluchistan Wheels Limited to be held on Saturday, October 28, 2017 at which special business is to be transacted. The purpose of this statement is to set forth the material facts concerning special business.

- a) **Video Conference Facility:** Pursuant to SECP's Circular No.10 of 2014 dated 21 May 2014, if the members holding in aggregate 10% or more shareholding residing at geographical location, intend to participate in the meeting through video conference, shall inform the Company at least 10 days prior to the date of general meeting. The Company will arrange video conference facility in that city subject to availability of such facility in that area. Standard Request Form for Video Conference Facility is available at Company's website: <http://www.bwheels.com>
- b) **Transmission of Annual Audited Financial Statements through CD/DVD/USB:** The SECP has allowed companies through SRO-470(1)/2016 dated 31 May 2016 to circulate the annual audited financial statements to its members through CD/DVD/USB at their registered addresses. Printed copy of the financial statements shall be provided to such member(s) who opt for having hard copy on the Standard Request Form available on the Company's website: <http://www.bwheels.com>

In order to comply with the requirements and to give effect to SECP's aforesaid Regulations/directives, approval is being sought to amend the Articles of Association of the Company accordingly.

The Directors of the Company have no interest in the said special business.

