Baluchistan Wheels Limited
N.T.N: 0709848-7

October 06, 2016

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, 2016

Dear Sir,

Enclosed please find a copy of the Notice of Annual General Meeting scheduled to be held on Saturday **October 29, 2016 at 11:00 am**. at the Registered Office of the Company Main RCD Highway, Hub Chowki, Distt. Lasbella, Baluchistan.

This is for your information and circulation amongst your members.

Thanking you,

Yours faithfully,
for BALUCHISTAN WHEELS LIMITED

Muhammad Yasin Yunus Ladha
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

Baluchistan Wheels Limited
N.T.N: 0709848-7

NOTICE OF THE MEETING

NOTICE IS HEREBY GIVEN that the 36th Annual General Meeting of the Company will be held at the Company's Registered Office, Main RCD Highway, Hub Chowki, District Lasbella, Baluchistan, on Saturday, October 29, 2016 at 11:00 am. to transact the following business :-

ORDINARY BUSINESS

1. To confirm the minutes of the Extra Ordinary General Meeting held on June 04, 2016.

2. To receive, consider and approve the audited financial statements of the Company for the year ended June 30, 2016 together with the Directors' and Auditors' Reports thereon.

3. To approve a final cash dividend at the rate of 50% (Rs.5.00 per share), as recommended by the Board of Directors for the year ended June 30, 2016.

4. To appoint auditors for the year ending on June 30, 2017 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 if thought fit, pass the special resolution to amend the Articles of Association of the Company to increase the remuneration paid to the Independent / Non-Executive Directors for attending Board and its Committee meetings.

6. To approve the alteration in the Articles of Association to facilitate e-voting. In this regard, to consider and if thought fit, to pass the following resolution, for alteration of the Articles of Association of the Company as special resolution:

"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 recommended to approve 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:

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 after 8.09 as Article 8.09A 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

First Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi-75530 (Pakistan)
Phones: 35689259, 35687502, 35683474 Fax: 92-21-35684003
Factory: Main RCD Highway, Hub Chowki, District Lasbella, Baluchistan. Phones : (0853) 363426, 363428 Fax: (0853) 303035
E-mail: bwlfin@cyber.net.pk or bwlho@cyber.net.pk internet: http://www.bwheels.com

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:-

<u>Option 1</u>
<u>Appointing other person as Proxy</u>

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 ...."

<u>Option 2</u>
<u>E-Voting as per the Companies (E-Voting) Regulations, 2016</u>

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.

Statement of material facts as required under section 160(1)(b) of the Companies Ordinance, 1984 pertaining to the special businesses to be considered at the meeting is annexed to this notice of meeting being sent to the members.

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

BY ORDER OF THE BOARD

Muhammad Yasin Yunus Ladha
Company Secretary
Karachi: September 22, 2016

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 22, 2016 to October 29, 2016 (both days inclusive). Transfer received in order at the Shares Department of M/s THK Associates (Pvt) Limited, 2nd Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, P.O.Box No.8533, Karachi-75530, Pakistan, at the close of business on October 21, 2016 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 Appoi nting 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. <u>Withholding Tax on Dividend</u>

The Government of Pakistan through Finance Act 2016, effective July 01, 2016 has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribe for deduction of withholding tax on amount of dividend paid to shareholders. These tax rates are as under

1. For filers of income tax returns	12.50%
2. For non filers of income tax returns	20.00%

To enable the company to make tax deduction on the amount of cash dividend @ 12.5% 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 21, 2016, 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 (Optional)**

The SECP has initiated e-dividend mechanism through its letter No: 8(4) SM/CDC/2008 dated April 05, 2013. In order to avail benefits of e-dividend shareholders are hereby advised to provide details of their bank mandate specifying: (i) title of account, (ii) account number, (iii) bank name, (iv) branch name, code and address.

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, 2016 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.

Statement under section 160(1)(b) of the Companies Ordinance, 1984

Item No.5 of the Notice
Amendments in Articles of Association regarding Remuneration paid to Independent / Non-Executive Directors

It is proposed that the following special resolution be passed to amend article 9.11 of the Article of Association
"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 or other Chief Executive 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.

Item No.6 of the Notice
Amendments in Articles of Association regarding E-Voting

In order to give effect to the Companies (E-Voting) Regulations, issued by the Securities and Exchange Commission of Pakistan (SECP), shareholders approval is being sought to amend the Articles of Association.

No director has any direct or indirect interest in the aforementioned special business.

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).

BALUCHISTAN WHEELS LIMITED
Company Secretary