



Bolan Castings Limited

Main RCD Highway, Hub Chowki, District Lasbela, Balochistan

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 41st Annual General Meeting of Bolan Castings Limited will be held at Registered Office of the Company Main RCD Highway, Hub Chowki, District Lasbela, Balochistan, Pakistan on Saturday, October 28, 2023 at 1200 hours to transact the following businesses:

A. ORDINARY BUSINESS

- To confirm the minutes of 40th Annual General Meeting held on October 25, 2022.
- To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2023 together with the Chairman's review, Directors' report and Auditors' report thereon.
- To appoint auditors for the year ending June 30, 2024 and to fix their remuneration.
- To elect seven Directors as fixed by the Board of Directors for a term of three years. The retiring Directors are Mr. Sikandar Mustafa Khan, Mr. Sohail Bashir Rana, Mr. Laeeq Uddin Ansari, Mr. Abdul Hamid Dagia, Mr. Aamir Amin, Mr. Qaiser Saleem and Mrs. Tabassum Rana.

B. SPECIAL BUSINESS

- To ratify and approve the transactions carried out in the normal course of business with Group companies for the year ended June 30, 2023 by passing the following resolution as a special resolution:

RESOLVED that the transactions carried out in normal course of business with Group companies as disclosed in note 36 to the financial statements for the year ended June 30, 2023 be and are hereby ratified and approved.

- To authorize Chief Executive of the Company to approve transactions carried out and to be carried out in normal course of business with Group companies during the year ending June 30, 2024 by passing the following resolutions, with or without modification, as special resolutions:

RESOLVED that the Chief Executive of the Company be and is hereby authorized to approve all the transactions carried out and to be carried out in normal course of business with Group companies during the year ending June 30, 2024, subject to final approval/ratification by the shareholders after the end of the year.

FURTHER RESOLVED that the Chief Executive of the Company be and is hereby authorized to take any and all necessary actions and sign / execute any and all such documents / indentures, by whatever name called, as may be required in this regard on behalf of the Company.

- To consider, and if thought fit, pass following resolutions, with or without modification as a special resolution for amendment in Article 9.11 of the Articles of Association of the Company:

RESOLVED that in Article 9.11 the figure 'Rs. 50,000' be and is hereby substituted with the figure 'Rs.75,000'.

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.

- To consider and approve the circulation of Annual Audited Financial Statements of the Company through QR enabled code and web link instead of circulating the said financial statements through CD/DVD/USB, by passing the following resolution, with or without modification, as an ordinary resolution:

RESOLVED that circulation of Company's annual audited financial statements containing annual statement of financial position, profit or loss account, auditors' report and directors' report etc. to its members through QR enabled code and web-link instead of circulating the said financial statements through CD/DVD/USB, be and is hereby approved.

By Order of the Board of Directors

Hub
October 05, 2023

Arafat Mushir
Company Secretary

Notes:

- The Share Transfer Books of the Company shall remain closed from October 19, 2023 to October 28, 2023 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 by close of working hours on October 18, 2023 shall be treated in time to attend and vote at the meeting.
- A member entitled to attend and vote at the meeting may appoint another member as his / her proxy to attend the meeting and vote on his / her behalf. Vote may be given either personally or by proxy or in case of a company / corporation by a representative duly authorized in pursuance of requirements of Section 138 of the Companies Act, 2017.
- Duly executed proxies in order to be effective must be received at the Registered Office of the Company at least 48 hours before the meeting, computed in the manner provided in sub section (6) of Section 137 of the Companies Act, 2017.
- Members are requested to promptly notify any change in their addresses to our Share Registrar M/s. CDC Share Registrar Services Limited, if shares are held in physical form and to the respective Participant/Investor Account Services, if shares are held in book entry form.
- 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:

- 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.
- 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:

- In case of individual, the account holder or sub account holder shall submit the proxy form as per the above requirement.
 - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - Attested copies of CNIC or the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
 - The proxy shall produce his / her original CNIC or original passport at the time of the meeting.
 - 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.
- In pursuance of the arrangement of the meeting through video link and the attendances accordingly, the above requirements and corporate fulfillments shall apply mutatis mutandis.

6. Election of Directors

As resolved by the Board in its meeting held on August 29, 2023 the number of Directors to be elected shall be seven. Hence, in compliance with the provisions of the Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations 2019, Election of Directors will be held in the following manner:

S.No.	Categories	No. of Seats
1.	Female Director (may also be considered as an independent director if meets the criteria of independence set out under section 166 of the Companies Act, 2017)	1
2.	Independent Directors	2
3.	Other Directors	4

Any member who seeks to contest election to the office of Director shall, whether he is retiring Director or otherwise, file with the Company, not later than fourteen days before the date of meeting a notice of his intention (mention any one category in case intends to contest under category of Female or Independent) alongwith the following:

- Form 28 – Consent to act as director prescribed under section 167 of the Companies Act, 2017.
- A detailed profile as required under SECP's SRO No. 1196 (I)/2019 dated October 03, 2019, for the purpose of, interalia, placement on the website of the company before the election.
- A declaration confirming that:
 - He / she is a member of the Company. (Number of shares held alongwith the Folio number or CDC participant ID / account number, be mentioned).
 - He / she is not ineligible to become a Director of the Company under any applicable laws and regulations.
 - He / she is not serving as a director in more than seven (7) listed companies including Bolan Castings Limited excluding the directorships in a listed subsidiary.
 - His / her name is borne on the register of national tax payers. (National Tax Number (NTN) be mentioned).
 - He / she has not defaulted in payment of any loan to a banking company, a Development Financial Institution or Non Banking Financial Institution or being a member of a Stock Exchange has not been declared as a defaulter by that stock exchange.
 - He / she or his / her spouse is not engaged in the business of Stock brokerage and he / she is not a sponsor, director or officer of any corporate brokerage house.

In case of Independent Director, an additional declaration confirming that he / she qualifies the criteria of independence as contained in Section 166 of the Companies Act, 2017.

7. Participation in the Annual General Meeting

SECP, through its Circular No. 04 of 2021 dated February 15, 2021, has directed the listed companies to also arrange the provision of video link facility. Accordingly, to ensure maximum participation, the Company has also arranged to convene this AGM through video link facility.

To attend the AGM through video link, members are requested to register their following particulars by sending an e-mail at agm@bclpk.com.

Folio/CDC Account No.	Company Name	No. of shares held	Name	CNIC	Cell No.	Email Address
	Bolan Castings Limited					

The video link and login credentials will be shared with the shareholders whose e-mails, containing all the requested particulars, are received at the above e-mail address by or before the close of business hours (5:00 p.m.) on October 24, 2023.

8. Mandatory submission of CNIC

As per Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017 read with Section 242 of the Companies Act, 2017, the company has withheld and in future will also withhold cash dividend payment to shareholders who have not yet provided the copy of their valid CNIC. In case your cash dividend is withheld due to aforesaid reason, you are requested to kindly provide legible copy of your valid CNIC to Company's Share Registrar if you hold shares in physical form or to the respective Participant/Investor Account Services if shares are held in book entry form.

9. Payment of Cash Dividend Electronically

In accordance with the provisions of Section 242 of the Companies Act, 2017, and Regulation 4 of the Companies (Distribution of Dividends) Regulations, 2017, a listed company is required to pay cash dividend to its shareholders only through electronic mode directly into the bank account designated by the entitled shareholders. In case your cash dividend is withheld due to aforesaid reason, you are requested to kindly provide the details containing (i) Title of Bank account, (ii) Bank Account Number, (iii) International Bank Account Number (IBAN) (iv) Bank Name, (v) Branch Name, Code & Address, (vi) Cell Number, and (vii) Landline Number, if any, to Company's Share Registrar if shares are held in physical form or to the respective Participant/Investor Account Services if shares are held in book entry form.

10. Conversion of Physical Shares in to Book Entry Form

Section 72 of the Companies Act, 2017 requires every company to replace its physical shares with book-entry form within the period to be notified by the SECP. The shareholders having physical share certificates are accordingly encouraged to open their account with Investors Account Services of CDC or Sub Account with any of the brokers in PSX to convert their shares into scrip less form. This will facilitate the shareholders in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

11. Mandatory submission of Information by Physical Shareholders

According to Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address (if available), contact mobile / telephone number, International Bank Account Number (IBAN), etc. to Company's Share Registrar immediately to avoid any non-compliance of law or any inconvenience in future.

12. Transmission of Annual Financial Statements

SECP through its SRO 470(I)/2016 dated May 31, 2016 had allowed companies to circulate the annual statement of financial position, profit or loss account, auditors' report and directors' report etc. to its members through CD/DVD/USB at their registered addresses and the same had subsequently been approved by the Company's shareholders in the AGM. In view of the above the Company has sent its Annual Report-2023 containing the financial statements and the related reports to the shareholders in the form of CD. The shareholders who wish to receive hard copy of Annual Report-2023, containing the financial statements and the related reports, may send request on the Standard Request Form available on Company's website. Additionally, the Company has also circulated its Annual Audited Financial Statements to its members through email, whose email addresses are available.

Further, the annual financial statements of the Company for the year ended June 30, 2023 along with related reports have been placed at the website of the Company www.bolancastings.com .

Through the agenda item 8 of this meeting, the above arrangement of transmission of the financial statements through CD is proposed for replacement by way of QR enabled code.

13. Video Conference Facility

Without prejudice to the requirements and therefore the arrangements as described in "Note 7" above, keeping in view of the requirements of Section 132 of the Companies Act, 2017 together read with 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 7 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 AGM 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 seven (7) days before AGM.

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 _____.

14. Postal Ballot

Pursuant to Companies (Postal Ballot) Regulations 2018, members will be allowed to exercise their right to vote through electronic voting facility and voting by post for the purpose of (i) agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017 ('Act'), (ii) all businesses classified as special business under the Act, and (iii) election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act, in accordance with the requirements and procedure contained in the aforesaid regulations.

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

1) Agenda Item No. 5 - Related Party Transactions

During the financial year ended June 30, 2023, the Company carried out transactions with Group companies in the normal course of business. As per provision of Regulation No. 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the transactions carried out in normal course of business with Group companies (Related Parties) were required to be approved by the Board as per recommendation of the Audit Committee on quarterly basis. As the four out of eight Directors were interested in these transactions due to their common directorship and holding of shares in the Group companies, a valid quorum of directors could not be formed for approval of these transactions. Therefore, in order to avoid any non-compliance from the regulatory provision for the required approval of these transactions and to ensure routine approval of these transactions throughout the year, the shareholders had authorized the Chief Executive of the Company during the last Annual General Meeting of the Company to approve these transactions in the normal course of business subject to final approval/ratification by the shareholders. Therefore, these transactions have to be approved by the shareholders in the Annual General Meeting.

In view of the above, the transactions conducted during the financial year ended June 30, 2023 with Group companies are being placed before the shareholders for their approval / ratification.

The Directors are interested in the resolution to the extent of their common directorships and shareholding in the Group companies.

The information of the Related party transactions as required under Regulation 5(1) of the Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018 is as under:

Name of Related Parties	Millat Tractors Limited		Millat Equipment Limited
Names of the interested or concerned persons or directors	Mr. Sikandar M. Khan Mr. Sohail Bashir Rana Mr. Laeeq Uddin Ansari Mr. Qaiser Saleem		Mr. Sikandar M. Khan Mr. Sohail Bashir Rana Mr. Laeeq Uddin Ansari Mr. Qaiser Saleem
Nature of relationship, interest or concern along with complete information of financial or other interest or concern of directors, managers or key managerial personnel in related party	Common directorship and the shareholding of above-named directors		Shareholding of above-named directors and common directorship of Mr. Sikandar M. Khan, Mr. Laeeq Uddin Ansari and Mr. Qaiser Saleem also.
Detail, description, terms and conditions of transactions	Sale of goods against confirmed orders	Purchase of goods against confirmed orders	Sale of goods against confirmed orders
Amount of Transactions (Rs.)	2,078,857,154	23,694,914	314,112
Time frame or duration of the transactions	From 01-07-2022 to 30-06-2023	From 01-07-2022 to 30-06-2023	From 01-07-2022 to 30-06-2023
Pricing Policy	At Mutually Agreed price	At Mutually Agreed price	At Mutually Agreed price

2) Agenda Item No. 6 - Authorization to CEO for Related Party Transactions

The Company shall be carrying out transactions with Group companies in the normal course of business during the financial year ending June 30, 2024. The four out of eight Directors are interested in these transactions due to their common directorship and shareholding in the Group companies. After exclusion of interested directors, the remaining directors may not form a valid quorum for the purpose of required approvals. Therefore, in order to satisfy the aforesaid requirement of approval by the Board on quarterly basis and in the absence of formation of required quorum for the purpose, the transactions with Group companies will be presented in next AGM for the purpose of seeking the ratification/approval.

In order to avoid any non-compliance from the regulatory provision for the required approval of these transactions and to ensure routine approval of these transactions throughout the year, the shareholders may authorize the Chief Executive to approve the transactions carried out and to be carried out in normal course of business with Group companies during the financial year ending June 30, 2024.

The Directors are interested in the resolutions to the extent of their common directorships and shareholding in the Group companies.

3) Agenda Item No. 7 - Amendment in Articles of Association

Comparative Analysis		
Existing Article	Proposed Amendments	
i) Article 9.11 Each Director, other than the Chief Executive or full time working Director, may be paid by way of remuneration a sum not exceeding Rs. 50,000, as may be fixed by Directors, for each meeting of the Board or Committees of the Board attended by him. Each Director (including Alternate Director) shall be entitled to be reimbursed his reasonable expenses incurred in consequence of his attendance at meetings of Board or Committees of the Board.	i) Article 9.11 Each Director, other than the Chief Executive or full time working Director, may be paid by way of remuneration a sum not exceeding Rs. 75,000, as may be fixed by Directors, for each meeting of the Board or Committees of the Board attended by him. Each Director (including Alternate Director) shall be entitled to be reimbursed his reasonable expenses incurred in consequence of his attendance at meetings of Board or Committees of the Board.	

Reasons for change

The remuneration being paid to non-executive directors for attending meetings of the Board or Committees of the Board of BCL is currently on lower side as compared to other listed companies, which needs to be increased in view of overall inflation.

Statement by the Board

The Board of Directors in its meeting held on August 29, 2023 has recommended, subject to approval of amendment in the Articles of Association of the Company, to increase the remuneration of non-executive directors for attending meetings of the Board or Committees of the Board of the Company from Rs. 50,000 to Rs. 75,000 with restrictions / reservations, if any, under any applicable laws and regulations.

The Directors are interested in the resolution to the extent of fee to which they are entitled.

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

4) Agenda Item No. 8 - Circulation of Annual Audited Financial Statements of the Company through QR enabled code and web link

The Securities & Exchange Commission of Pakistan (SECP) through its SRO 389 (1)/2023 dated March 21, 2023 has allowed listed companies to circulate the annual audited financial statements containing annual statement of financial position, profit or loss account, auditors' report and directors' report etc. to its members through QR enabled code and web-link instead of CD /DVD /USB, subject to the fulfilment of the requirements contained in the said SRO.

In view of the technological advancement and cost saving, the Board of Directors of the Company in its meeting held on August 29, 2023 has recommended to shareholders to accord approval for transmission of Company's annual audited financial statements through QR enabled code and web-link instead of CD /DVD /USB.

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

5) Selection of Independent Directors

Section 166 (3) of the Companies Act, 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Pursuant to the above mentioned provision, independent directors will be elected through the process of election of directors as laid down under Section 159 of the Companies Act, 2017 read with 7 A of Listed Companies (Code of Corporate Governance) Regulations, 2019.

The Company will ensure that the independent directors to be elected will meet the criteria set out for independence under section 166 of the Companies Act, 2017 and the regulations issued thereunder and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.