

B.R.R. Guardian Limited

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

November 4, 2025

Subject: Notice of 3rd Annual General Meeting of BRR Guardian Limited

Dear Sir,

This is to announce that the Company intends to hold its Annual General Meeting for the Year Ended June 30, 2025 to be held on Thursday November 27, 2025 at 5:30 PM at Ground Floor, BRR Tower Hassan Ali Street Off: I.I. Chundrigar Road Karachi-74000 The Notice of Annual General Meeting is attached for information.

The Share Transfer Books of the Company will remain closed from November 21, 2025 To November 27, 2025 (both days inclusive)

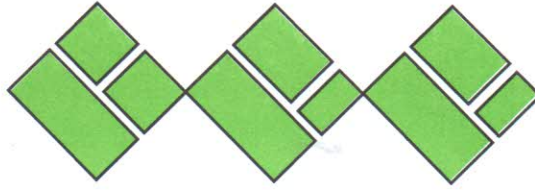
Please note that transfer received at the Share Registrar FD Registrar Services (Pvt.) Ltd at 1705, 17th Floor, Saima Trade Tower-A I.I. Chundrigar Road, Karachi at the close of business on November 20, 2025 will be treated in time for the purpose of above entitlement to the transferees.

Yours Sincerely,

Tahir Mehmood
Company Secretary

Notes:

1. The Company shall submit the Exchange copies of all notices as well as resolutions prior to their publication and dispatch to the shareholders and also file with the Exchange certified copies of all such resolutions as soon as these have been adopted and become effective.



B.R.R. Guardian Limited

2. The Company is advised to send the above information at least 21 days before the date of the meeting through PUCARS.
3. The Company shall immediately submit the resolutions adopted in the meeting through PUCARS by filing of Misc./others Form of Correspondence Manual.
4. The Company must hold its meeting physically in addition to providing facility to participate through electronic means.



NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 3rd Annual General Meeting of the shareholders of BRR Guardian Limited "the Company" will be held on Thursday November 27, 2025 at 5:30 PM at Ground Floor BRR Tower Hassan Ali Street Off: I.I. Chundrigar Road, Karachi-74000 to transact the following business;

ORDINARY BUSINESS:

1. To confirm the minutes of the last General Meeting of the Company.
2. To receive, consider and adopt the Audited Financial Statements of the Company (Standalone and Consolidated) for the year ended June 30, 2025 together with the Director's and Auditor's Report thereon.
3. To approve, as recommended by the Board of Directors, the payment of final cash dividend of Re. 0.5 per share i.e. 5%
4. To elect the Seven (7) Directors of the Company as fixed by the Board of Directors. The following are the retiring directors and are eligible to offer themselves for re-election.
 1. Ms. Hamida Dawood
 2. Mr. Ayaz Dawood
 3. Mr. Muhammad Ali Ayaz Dawood
 4. Mr. Waqas Anwar Qureshi
 5. Mr. Amer Maqbool
 6. Mr. Junaid Sakhi
 7. Mr. Ghazanfar-UL-Islam
5. To appoint auditors and fix their remuneration for the year ending June 30, 2026. The present Auditors M/s. Crowe Hussain Chaudhry & Co, Chartered Accountants, shall retire and being eligible, offered themselves for re-appointment.

SPECIAL BUSINESS:

6. To consider and if thought fit, pass with or without modification, The following resolutions as proposed special resolutions to amend the Memorandum of Association to include in its object clause that the company will act in accordance with Shariah vide SECP Shariah Compliance Certificate No. SECP/IFD/SCC/BRRGL/024 dated May 30, 2025 and To amend Article of Association to create, offer, issue and allot shares under BRR Guardian Limited Employees Stock Option Scheme 2025 (the ESOS Scheme) under Companies (Further Issue of Capital) Regulations, 2020.

PROPOSED SPECIAL RESOLUTIONS:

RESOLVED THAT New sub-clause (iA) in Memorandum of Association be and is hereby added/amended and "read as under"

(iA) The Company will act in accordance with Shariah Rules and Principles.

RESOLVED THAT New sub-article (19.1) in Article 19 be and is hereby added in Article of Association and "read as under"

- 19.1 *The Company may, by Special Resolution, reserve certain percentage of further issue for its employees under Employees Stock Option Scheme.*



RESOLVED THAT pursuant to section 83 and 83 (a) of the Companies Act, 2017 (the Act) read along with regulation 7 of the Companies (Further Issue of Capital) Regulations, 2020 and Memorandum and Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company, for setting aside of 10% of the shareholders Equity/Paid-Up Capital as Stock Options to be awarded to the employees, from time to time, as a mechanism to attract, retain and motivate them to realize the stated business goals as per the Scheme.

FURTHER RESOLVED THAT pursuant to section 83 and 83 (a) of the Companies Act, 2017 (the Act) read along with regulation 7 of the Companies (Further issue of Capital) Regulations, 2020 and Memorandum and Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company, to issue, offer and allot to eligible employees of the Company, options exercisable into equity shares of the Company of nominal value of Rs. 10 each upto 9,500,849/- shares under BRR Guardian Limited Employees Stock Option Scheme 2025 (the ESOS scheme) as per law.

RESOLVED FURTHER THAT pursuant to section 83 and 83 (a) of the Act read with regulation 5 of the Companies (Further Issue of Capital) Regulations, 2020, the Company be and is hereby authorized to raise further paid - up capital and issue, up to 10% of the paid-up Capital i.e. 9,500,849/-further ordinary shares of PKR. 10/- each, without issue of right shares to its employees under the ESOS Scheme at the price mentioned in above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications in the Scheme including in any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the memorandum of association and articles of association of the Company and any other applicable laws.

Statement under section 134(3) of the Companies Act, 2017 pertaining to the special businesses is annexed

7. Any other business with the permission of the Chair.

As required under section 223(7) of the Companies Act, 2017 and pursuant to the S.R.O. 389(I)/2023 dated 21 March 2023 issued by the Securities and Exchange Commission of Pakistan (SECP), the annual report of the Company for the financial year ended 30 June 2025 has been uploaded on the Company's website which can be downloaded accessing the following link and QR Code:

https://firstdawood.com/brrgl/wp-content/uploads/2025/10/Jun_2025.pdf



QR CODE

Karachi
November 4, 2025

By Order of the Board

Tahir Mehmood
Company Secretary



Notes:

1. The share transfer books of the Company shall remain closed from November 21, 2025 to November 27, 2025 (both days inclusive) Transfer received to our Share Registrar FD Registrar Services (Pvt.) Ltd at 1705, 17thFloor, Saima Trade Tower-A I.I. Chundrigar Road, Karachi before the close of business hours on November 20, 2025 will be treated in time for the purpose of above entitlement.
2. Any member who seeks to contest an election to the office of director shall, whether he is a retiring director or otherwise, file with the company, not later than fourteen days before the date of the meeting at which elections are to be held, a notice of his/her intention to offer himself/herself for election as a director in terms of section 159(3) of the Companies Act, 2017.
3. A member entitled to attend and vote at this meeting may appoint a proxy to attend and vote on his/her behalf. No person other than a member shall act as proxy. Proxy forms, in order to be effective, must be received at the Registered Office, duly stamped and signed not less than 48 hours before the meeting.
4. Members are requested to notify any change in their addresses immediately to the Share Registrar of the Company. Members having shares in their CDC accounts are required to have their addresses updated with their respective participants.CDC account holders will 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 holders and / or the persons whose shares are in group accounts and their registration details are uploaded as per CDC Regulations shall authenticate their identity by showing their computerized National Identity Card (CNIC) or original passport at the time of attending.
- ii) In case of corporate entities, the Board of Directors resolution / power of attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier).

B. For Appointing Proxies:

- i) In case of individuals, the account holders or sub- account holders and or / persons whose shares are in group accounts and their registration details are uploaded as per CDC regulations, shall submit the proxy form accordingly.
- ii) The proxy form shall be witnessed by two persons whose names, addresses 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 forms.
- iv) The proxy shall produce their original CNIC or original passport at the time of the meeting.
- v) In respect of corporate entity, the Board of Directors Resolution / power of attorney with specimen signatures be produced at the time of meeting on behalf of entity.

5. Participation in the Annual General Meeting proceeding via video conference facility :

Members are encouraged to attend the AGM proceedings via video-conferencing facility, which shall be made available by the Company. All Shareholders / Members interested in attending the AGM, either physically or through video-conferencing facility are requested to register their Name, Folio Number, Cell Number, CNIC /



BRR Guardian Limited

Passport number at e-mail brrgl_corp@firstdawood.com Confirmation email for physical meeting or video link and login credentials will be shared with only those Shareholders whose registration are received at least 48 hours before the time of AGM. Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address brrgl_corp@firstdawood.com

6. Electronic Transmission of Financial Statements and Notices:

Pursuant to Notification vide SRO 787(I) / 2014 of September 08, 2014, and In compliance with section 223(6) of the Act, 2017 the SECP has directed to facilitate the members of the company receiving annual financial statements and notices through electronic mail system (e-mail). We are pleased to offer this facility to our members who desire to receive annual financial statements and notices of the company through mail. In this respect members are requested to convey their consent via email on a standard request form which is available at the company website at [https:// www.firstdawood.com/brrgl](https://www.firstdawood.com/brrgl)

7. Replace physical share with book-entry form:

In terms of section 72 of the Companies Act, 2017 every company having share capital, is required to have shares in book-entry form and every existing company is required to replace its physical shares with book-entry form. A period of four years was prescribed in the Act for implementation of this provision, the deadline was May 31, 2021 and therefore all members are requested to approach our share registrar to replace its physical shares with book-entry form.

8. Reminder to the shareholders for submission of bank account details/IBAN (E-Dividend):

As per Section 242 of the Companies Act, 2017, any dividend payable in cash shall only be remitted through electronic mode directly into the bank account designated by the entitled shareholders. Therefore, through this notice, all shareholders whose shares are physical or book entry form are once again requested to update their bank accounts details which are as under :

Name of Shareholder	
Folio No./CDC Account No.	
Title of the Bank Account	
IBAN Bank Account Number	
Bank's Name	
Branch Name and Address	
Cell Number of the	
Shareholder if any,	
Land Line Number of the Shareholder if any,	
CNIC No. and NTN (Please attach copy)	

Signature of Shareholder(s)

(Signature should agree with specimen signature registered with the Company)



BRR Guardian Limited

In case of physical shares, please provide bank account details to our Share Registrar, M/s. F.D Registrar Services (Pvt) Limited. Please ensure an early update of your particulars to avoid any inconvenience in future.

9. Deduction of Income Tax from Dividends under Section 150 of the Income Tax Ordinance, 2001 (Mandatory)

- i) The rates of deduction of Withholding Income Tax from dividend payments under the Income-Tax Ordinance, 2001 shall be as follows:

Persons appearing in Active Taxpayers List (ATL) - 15%.

Persons not appearing in Active Taxpayers (ATL) - 30%

Non-resident u/s (111A), Part IV of Second Schedule (who have not provided withholding tax exemption certificate as per Tenth Schedule -10%

- ii) To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of-30%, shareholders whose names are not entered into the Active Taxpayers' List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to immediately make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.
- iii) Persons not appearing in the Active Taxpayers' List: The rate of tax required to be deducted/collected, as the case may be, is increased by 100% (as specified in the Tenth Schedule to the Income Tax Ordinance, 2001).
- iv) Withholding Tax will be determined separately on 'person names appearing on ATL/person names not appearing on ATL' status of Principal Shareholder as well as Joint holder(s) based on their shareholding proportions, in case of joint accounts.
- v) 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 (only if not already provided) to our Share Registrar, in writing as follows:

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

- vi) The required information must reach our Share Registrar within 10 days of this notice; otherwise, it will be assumed that the shares are equally held by the Principal Shareholder and Joint Holder(s).
- vii) As per FBR Circulars C. No.1 (29) WHT/2006 dated 30 June 2010 and C. No. 1 (43) DG (WHT)/2008? Vol. II 66417R dated 12 May 2015, the valid exemption certificate is mandatory to claim exemption of withholding tax U/S 150 of the Income Tax Ordinance, 2001 (tax on dividend amount) where the statutory exemption under clause 47B of part - IV of Second Schedule is available

The shareholders who fall in the category mentioned in the above clause and want to avail exemption U/S 150 of the Ordinance, must provide a valid Tax Exemption Certificate to our Share Registrar before book closure otherwise tax will be deducted on dividend as per applicable rates.



viii) For any query/problem/information, the investors may contact the Company Secretary at phone: 021-32602401-3 and email address tmehmood@firstdawood.com and/or FD Registrar Services (Pvt.) Ltd. at phone 021-32213243 and email address: fdregistrar@yahoo.com.

ix) The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the company or FD Registrar Services (Pvt.) Ltd. The shareholders while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers

10. Final Notice Under section 244(1) (b) of the Companies Act 2017

Notice is hereby given that the dividends declared by BRRGL details whereof are appearing on the Company's Website i.e. www.firstdawood.com/brrgl have remained unclaimed for a period of more than 3 years from the date of their issue. In this regard, notices were sent by our Registrar namely F.D. Registrar Services (Pvt) Ltd by registered post on the last known addresses to the said shareholders advising them to submit their claims within 90 days to the Company. The Company hereby invites the aforesaid shareholders to file their claims within 90 days to our Share Registrar at the aforesaid address, from the date of this Notice. In case no claim is received within the period mentioned herein, the Company shall be constrained to proceed for depositing the unclaimed dividend with the Federal government pursuant to the provision of Sub-Section (2) of Section 244 of the Companies Act, 2017 accordingly, if any.

11. Unclaimed Dividends (Important and Mandatory):

Shareholders, who by any reason, could not claim their dividend are advised to contact our Share Registrar to collect / enquire about their unclaimed dividends, if any. Please note that any dividend unclaimed for more than three years shall be deposited with the Federal Government under section 244(2) of the Companies Act, 2017.

The shareholders are hereby given a notice to claim any of their dividend within 90 days hereof thereafter the Company shall proceed with depositing the unclaimed dividend amount with the Federal Government as per the requirements of section 244 of the Companies Act, 2017. Claim form is annexed with the Annual Report 2025 and also available on the Company's website. www.firstdawood.com/brrgl

12. Submission of copies of CNIC not provided earlier:

Individual shareholders are requested to submit a copy of their valid CNIC if not provided earlier to the Company's share Registrar.

13. Pursuant to Companies (Postal Ballot) Regulations, 2018 and read with Sections 143 and 144 of the Companies Act, 2017, Members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations. In accordance with the Regulation 11 of the Regulations, the Company has appointed M/s. S.M. Suhail & Co. Chartered Accountants a QCR rated audit firm, to act as the Scrutinizer of the Company for the election /special business to be transacted in the meeting and to undertake other responsibilities as defined in aforesaid Regulations.

Procedure for E- Voting:

a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on November 20, 2025 by the e-voting service provider



- b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of the e-voting service provider.
- c) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- d) E-Voting lines will start from November 24, 2025 at 09:00 a.m. and shall close on November 26, 2025 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

PROCEDURE FOR E-VOTING & VOTING THROUGH POSTAL BALLOT:

Pursuant to the Regulation 4 of the Companies (Postal Ballot) Regulations, 2018, the right to vote through electronic voting facility and voting by post shall be provided to the members if the number of persons who offer themselves to be elected is more than the number of directors fixed by board of directors of the Company. The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification vide SRO 2192(1)/2022 dated December 05, 2022 issued by the SECP. The SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business and in case of 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. Accordingly, members of BRR Guardian Limited (the "Company") will be allowed to exercise their right to vote through e-voting facility or voting by post for special business and the election of directors in its forthcoming Annual General Meeting to be held on Thursday November 27, 2025 at 5:30 PM in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

14. Statutory Code of Conduct at Annual General Meeting Section 215 of the Companies Act, 2017 and Regulation 55 of the Companies Regulations 2024, state

the Code of Conduct of Shareholders, as follows: Shareholders are not permitted to exert influence or approach the management directly for decisions which may lead to creation of hurdles in the smooth functioning of management. The law states that Shareholders shall not bring material that may cause threat to participants or premises where the Annual General Meeting is being held, confine themselves to the agenda items covered in the notice of Annual General Meeting and shall not conduct themselves in a manner to disclose any political affiliation or offend religious susceptibility of other members.

15. Prohibition on grant of gifts to Shareholders

Additionally, the Company is not permitted to distribute gifts in any form to its shareholders in its meetings as per Section 185 of Companies Act, 2017.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017.

This Statement sets out the material facts pertaining to the Ordinary Business as described in the Notice of AGM of the Company.

Agenda Item 4

The term of office of the current directors of the Company will expire at AGM In accordance with Section 159(1) of the Act, the Board of Directors have fixed the number of Directors to be elected at seven (07) to hold the office of director for a period of three (3) years commencing from the date of the AGM. Independent Directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.



In order to safeguard the interest of the minority shareholders, any member can send his / her nomination for contesting the election

Any member who seeks to contest an election to the office of director shall, whether he is a retiring director or otherwise, file with the company, not later than fourteen days before the date of the meeting at which elections are to be held, a notice of his/her intention to offer himself/herself for election as a director in terms of section 159(3) of the Companies Act, 2017 and submit the following documents to the Company Secretary at 20th Floor, BRR Tower Hassan Ali Street Off: I.I. Chundrigar Road Karachi.

1. Notice of his/her intention to offer himself / herself for the election of directors as per Section 159(3) of the Act, and consent to act as a director on Form 9 as prescribed under the Act, and the Companies Regulations, 2024.
2. Any person contesting the election of directors must be a Member of the Company at the time of filing his / her consent unless such person is representing a Member which is not a natural person.
3. A signed declaration confirming that:
 - a. He / she is aware of his/her duties and powers under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.
 - b. He / she is not ineligible to become a director of a listed company under the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws/regulations.
4. A detailed profile along with his/her office address for placement on the Company's website as required under SRO 1196 (I)/2019 dated October 03, 2019.
5. Detail of other directorships held.
6. Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio Number / CDC Account or Sub Account number
7. The following additional documents are required to be submitted by the candidates intending to contest the election as an independent Director:
 - a. Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - b. Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

All the notices received of Independent Director shall be subject to due diligence by the Company as prescribed under Section 166 of the Act and of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

The final list of candidates contesting the election will be circulated not later than seven (7) days before the date of the AGM in terms of Section 159(4) of the Act. The website of the Company will be updated with the required information and Directors' profile.



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

This Statement sets out the material facts pertaining to the Special Business as described in the Notice of the AGM of the Company.

Agenda item no. 6

To amend the Memorandum of Association to include in its object clause that the company will act in accordance with Shariah vide SECP Shariah Compliance Certificate No. SECP/IFD/SCC/BRRGL/024 dated May 30, 2025 and To amend Article of Association to create, offer, issue and allot shares under BRR Guardian Limited Employees Stock Option Scheme 2025 (the ESOS Scheme) under Companies (Further Issue of Capital) Regulations, 2020.

Further, the Employees Stock Option Scheme 2025 (the ESOS Scheme) is available at Registered Office of the Company.

No Directors have direct or indirect interest in the above said resolutions except upto the extent the shareholding of the Company.



Ballot Paper for Voting through Post

Ballot paper for voting through post for poll to be held at the Annual General Meeting of BRR Guardian Limited being held on Thursday November 27, 2025 at 5:30 PM at Ground Floor BRR Tower Hassan Ali Street Off: I.I. Chundrigar Road, Karachi-74000

Complete contact details, where ballot paper may be sent

Business Address: The Chairperson, BRR Guardian Limited-20th Floor, BRR Tower Hassan Ali Street Off: I.I. Chundrigar Road Karachi

Attention-Company Secretary

Designated email address: brrgl_corp@firstdawood.com at which the duly filled in ballot paper may be sent:

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (?) mark in the appropriate box below (delete as appropriate);

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Agenda Item No. 6 Proposed Special Resolutions: RESOLVED THAT New sub-clause (iA) in Memorandum of Association be and is hereby added/amended and "read as under" <i>(iA) The Company will act in accordance with Shariah Rules and Principles.</i> RESOLVED THAT New sub-article (19.1) in Article 19 be and is hereby added in Article of Association and "read as under" <i>19.1 The Company may, by Special Resolution, reserve certain percentage of further</i>			



Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
	<i>issue for its employees under Employees Stock Option Scheme.</i> RESOLVED THAT pursuant to section 83 and 83 (a) of the Companies Act, 2017 (the Act) read along with regulation 7 of the Companies (Further Issue of Capital) Regulations, 2020 and Memorandum and Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company, for setting aside of 10% of the shareholders Equity/Paid-Up Capital as Stock Options to be awarded to the employees, from time to time, as a mechanism to attract, retain and motive them to realize the stated business goals as per the Scheme FURTHER RESOLVED THAT pursuant to section 83 and 83 (a) of the Companies Act, 2017 (the Act) read along with regulation 7 of the Companies (Further issue of Capital) Regulations, 2020 and Memorandum and Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company, to issue, offer and allot to eligible employees of the Company, options exercisable into equity shares of the Company of nominal value of Rs. 10 each upto 9,500,849/- shares under BRR Guardian Limited Employees Stock Option Scheme 2025 (the ESOS scheme) as per law RESOLVED FURTHER THAT pursuant to section 83 and 83 (a) of the Act read with regulation 5 of the Companies (Further Issue of Capital) Regulations, 2020, the Company be and is hereby authorized to raise further paid - up capital and issue, up to 10% of the paid-up Capital i.e. 9,500,849/-further ordinary shares of PKR. 10/- each, without issue of right shares to its employees under the ESOS Scheme at the price mentioned in above resolution.			



Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
	RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications in the Scheme including in any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the memorandum of association and articles of association of the Company and any other applicable laws.			

Signature of shareholder(s)

Place:

Date:

NOTES:

1. Duly filled postal ballot should be sent to the above mentioned address and email.
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before November 24, 2025 upto 3:00 PM Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. Ballot Paper has also been placed on company's website at www.firstdawood.com/brrgl Shareholders may download the ballot paper from the website or use the original / photocopy published in the news paper
7. M/s. S.M. Suhail & Co, Chartered Accountants is appointed as Scrutinizer under Regulation 11(1)(b) of Companies Postal Ballot Regulations 2018 for the Special Business and in case of election of directors for the Notice of AGM. M/s. S.M. Suhail & Co, Chartered Accountants is the Statutory Auditors of BRR Guardian Limited and has necessary knowledge and experience to independently the scrutinize voting process