



BRR Guardian Limited

NOTICE OF 4th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that Annual General Meeting of the shareholders of BRR Guardian Limited “the Company” will be held as on Wednesday October 28, 2026 at 5:30 PM at Ground Floor, BRR Tower, Hassan Ali Street off: I.I. Chundrigar Road Karachi - 74000

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 for the year ended June 30, 2026 together with the Directors’ and Auditors’ Report thereon.

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 2026 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/2026/10/June-2026.pdf>



The Company has circulated the annual reports to the shareholders through email at their registered emails as also allowed under Section 223(6) of the Companies Act, 2017. A shareholder may request the Share Registrar of the Company to provide a hard copy of Annual Audited Accounts through a standard request form and the same will be provided at shareholder's registered addresses, free of cost within one week of the demand. In this regard, a standard request form is available at the Company’s website i.e. www.firstdawood.com/brrgl

3. To appoint auditors and fix their remuneration for the year ending June 30, 2027. The present Auditors M/s. Crowe Hussain Chaudhry & Co. Chartered Accountants, shall retire and being eligible, offered themselves for re-appointment.

SPECIAL BUSINESS:

4. To consider and, if thought fit, approve an equity investment in the Right Shares of Dawood Family Takaful Limited, an associated company, up to an amount of Rs. 39.10 million, and an additional amount of Rs. 250 million by way of subscription to any unsubscribed portion of the Right Shares, as and when declared, and to pass the following proposed resolution as a Special Resolution, with or without modification, under Section 199 of the Companies Act, 2017, as proposed by the Board of Directors of the Company.

PROPOSED SPECIAL RESOLUTION:

“RESOLVED THAT, pursuant to Section 199 of the Companies Act, 2017, and subject to compliance with all applicable laws, rules and regulations and obtaining such approvals, consents and permissions from the relevant regulatory authorities, as may be required, the Company be and is hereby authorized to make an equity investment in the Right Shares of Dawood Family Takaful Limited, an associated company, up to an amount of Rs. 39.10 million, and a further investment of up to Rs. 250 million by way of subscription to any unsubscribed portion of the Right Shares, if offered, as and when declared.”

“FURTHER RESOLVED THAT the Company Secretary and the Chief Financial Officer be and are hereby jointly authorized and empowered to take all such actions and to do all such acts, deeds and things as may be necessary, expedient or incidental to give effect to and implement the foregoing resolution.”

SPECIAL BUSINESS:

5. To consider and, if thought fit, approve an equity investment in the Right Shares of BRR Financial Services (Private) Limited, an associated company within three years up to an amount of Rs. 13.20 million, and an additional amount of Rs. 88 million by way of subscription to any unsubscribed portion of the Right Shares, if offered, as and when declared, and to pass the following proposed resolution as a Special Resolution, with or without modification, under Section 199 of the Companies Act, 2017, as proposed by the Board of Directors of the Company.

PROPOSED SPECIAL RESOLUTION:

“RESOLVED THAT, pursuant to Section 199 of the Companies Act, 2017, and subject to compliance with all applicable laws, rules and regulations and obtaining such approvals, consents and permissions from the relevant regulatory authorities, as may be required, the Company be and is hereby authorized to make an equity investment in the Right Shares of BRR Financial Services (Private) Limited, an associated company within three years up to an amount of Rs. 13.20 million, and a further investment of up to Rs. 88 million by way of subscription to any unsubscribed portion of the Right Shares, if offered, as and when declared.”

“FURTHER RESOLVED THAT the Company Secretary and the Chief Financial Officer be and are hereby jointly authorized and empowered to take all such actions and to do all such acts, deeds and things as may be necessary, expedient or incidental to give effect to and implement the foregoing resolution.”

Statements under section 134(3) of the Companies Act, 2017 pertaining to the special businesses are annexed with this notice.

Statements of the Companies (investment in associated companies or associated undertakings) Regulations, 2017, setting forth status of previous approvals of investment in associated company are annexed.

6. Any other business with the permission **of** the Chair.

Karachi
October 6, 2026

By Order of the Board

Company Secretary

Notes:

1. The share transfer books of the Company shall remain closed from October 22, 2026 to October 28, 2026 (both days inclusive). Shareholders are requested to notify to our Share Registrar FD Registrar Services (Pvt.) Ltd at 1705, 17th Floor, Saima Trade Tower-A I.I. Chundrigar Road, Karachi, if any change of address immediately before the close of business hours on October 21, 2026 will be treated in time for the purpose of above entitlement to attend the meeting.
2. 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.
3. 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:

4. Appointment of Proxies and Attending the AGM

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. **Consent for video conferencing facility:** Pursuant to the provision to the Companies Act, 2017 the members can also avail video conference facility, for attending the general meeting at place other than the town in which general meeting is taking place after considering the geographical dispersal of its members, provided that if members, collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 7 days prior to date of meeting at e-mail brrgl_corp@firstdawood.com. The company shall arrange video conference facility in that city subject to availability of such facility in that city.
6. **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 / 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
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. **Change of Address:** The shareholders are requested to promptly notify change in their address, if any to the company shares Registrar.
9. **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.
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 2026 and also available on the Company's website i.e. www.firstdawood.com/brrgl

12. 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. 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. 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.

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 October 21, 2026 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 October 24, 2026 at 09:00 AM and shall close on October 26, 2026 at 5:00 PM. 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.

13. 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.

14. 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.

This statements sets out the material facts concerning the special businesses to be transacted at the AGM of the Company to be held on October 28, 2026

Statement of Material Facts Under Section 134(3) of the Companies Act, 2017

Item No 4 regarding as Associated Company:

Information required to be disclosed to the members under the Companies (investment in associated companies or associated undertakings) Regulations, 2017, as follows;

Right Shares of Dawood Family Takaful Limited an associated company **for all types of investments**

A: Regarding as associated company or associated undertaking;

i	Name of the an associated company	Dawood Family Takaful Limited	
ii	Basis of Relationship	Common Directorship	
iii	Earnings Per Share for the last three years	December31,2023	Rs.0.58
		December31, 2024	Rs. 0.57
		December 31,2025	Rs. 1.33
iv	Break-up value per share, based the latest audited financial statements.	December31, 2025	Rs. 9.762
v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements and	December 31, 2025	Rs. In thousands
		Gross Contributions	2,631,515
		Takaful benefits-net	1,734,919
		Net Investment Income in Statutory Funds	1,725,647
		Takaful Operator fee	373,528
		Acquisition Cost and Other Expenses	(825,127)
		Investment Income and Others	96,501
		Profit before Tax	148,805
		Profit after Tax	99,837

		Investments and Bank Deposits	11,648,526
		Deferred Tax Assets	39,321
		Other Assets	1,941,845
		Fixed Assets	162,798
		Total Assets	13,792,590
		Net Shareholders equity	732,151
		Participant takaful fund-PTF	1,898,488
		Participant Investment fund-PTF	10,231,275
		Other liabilities	930,676
		Total Equities & liabilities	13,792,590
		December 31, 2024	Rs. In thousands
		Gross Contributions	2,179,732
		Takaful benefits-net	1,358,722
		Net Investment Income in Statutory Funds	2,407,012
		Takaful Operator fee	361,575
		Acquisition Cost and Other Expenses	(833,856)
		Investment Income and Others	103,488
		Profit before Tax	105,600
		Profit after Tax	43,021
		Investments and Bank Deposits	10,143,630
		Deferred Tax Assets	45,740
		Other Assets	1,698,049
		Fixed Assets	186,855
		Total Assets	12,074,275
		Net Shareholders equity	633,416
		Participant takaful fund-PTF	1,872,056
		Participant Investment fund-PTF	8,729,321
		Other liabilities	839,482
		Total Equities & liabilities	12,074,275
		December 31, 2023	Rs. In thousands
		Gross Contributions	1,929,697
		Takaful benefits-net	1,161,163
		Net Investment Income in Statutory Funds	1,534,439
		Takaful Operator fee	300,303
		Acquisition Cost and Other Expenses	(801,585)
		Investment Income and Others	72,178
		Profit before Tax	52,920
		Profit after Tax	43,175
		Investments and Bank Deposits	7,888,244
		Deferred Tax Assets	85,650
		Other Assets	1,733,097
		Fixed Assets	260,614
		Total Assets	9,967,614
		Net Shareholders equity	595,255

		Participant takaful fund-PTF 1,798,408 Participant Investment fund-PTF 6,481,007 Other liabilities 1,092,934 Total Equities & liabilities 9,967,614
vi	In case of investment in relation to a project of subsidiary/an associated company that has not commenced operations, following further information; I. Description of the project and its history since conceptualization; II. Starting and expected date of completion of work; III. Time by which such project shall become commercially operational; and IV. Expected time by which the project shall start paying return on investment. V. Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;	Not Applicable
	Regulation 3(1) (a) B: General Disclosures	
i	Maximum amount of investment to be made	Up to an amount of Rs. 39.10 million, and a further investment of up to Rs. 250 million by way of subscription to any unsubscribed portion of the Right Shares, if offered, as and when declared.
ii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To earn a good profit and long term investment
iii	Source of funds to be utilized for investment and where the investment is intended to be made using borrowed funds i) Justification for investment through borrowings ii) Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and iii) Cost benefit analysis;	Surplus Fund
iv	Salient features of the agreement with associated company with regards to proposed investment	Arm's length
v	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives if any, in the associated company or	Mr. Ayaz Dawood Chairman/director of Dawood Family Takaful Limited is also Chief Executive officer/director of BRR Guardian Limited.

	associated undertaking or the transaction under consideration	Mr. Ghazanfar-ul-Islam CEO of Dawood Family Takaful Limited is also director of BRR Guardian Limited. Other directors, sponsors, majority shareholders and their relatives have no interest in the proposed To subscribe the right shares upto an amount of Rs. 39.10 million of Dawood Family Takaful Limited an associated company and 250 million equity investment in unsubscribe of right shares if offered
vi	In case of any Investment in associated company has already been made, the performance review of such investment including complete information /justification for any impairment or write offs;	9.775 Million shares
vii	Any other important details necessary for the members to understand the transaction	NIL
	Regulation 3(1) (b): in case of equity investment, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made;	Not Applicable
i	Maximum price at which securities will be acquired	Of Rs. 10/- each
ii	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Purchase will not be higher than the face value of securities
iii	Maximum number of securities to be acquired	28.91 million shares
iv	Number of securities and percentage before proposed investment Number of securities and percentage after proposed investment	(9.775 million shares and percentage 13.03%) Maximum of 38.685 million number shares and 36.84%
v	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	NA
vi	Fair value determined in terms of sub-regulation (1) of regulation 5 for investment in unlisted securities;	Realistic Embedded Value Rs. 22.15
	Regulation 3(1) (c): in case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulations 3 shall be made;	NA
i	Category wise amount of investment	

		To subscribe the right shares up to an amount of Rs. 39.10 million, and a further investment of up to Rs. 250 million by way of subscription to any unsubscribed portion of the Right Shares, if offered, as and when declared portion if offered
ii	Average borrowing cost of the investment company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period of return for shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period	Not Applicable
iii	Rate of profit, fees or commission etc to be charged by investing company	NA
iv	Particulars of collateral or security to be obtained in relation to the proposed investment;	NA
v	if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	NA
vi	Repayment schedule and terms and conditions of loans or advances to be given to the associated company.	NA

Regulation No. 3(3)

The directors of the investing company while presenting the special resolution for making investment in its associated company, to subscribe right shares of Dawood Family Takaful Limited and shall certify to the members of the investing company that they have carried out necessary due diligence for the proposed investment before recommending it for members' approval. The embedded value of Dawood Family Takaful Limited is 22.15 (realistic valuation) and BRR Guardian Limited will be buying at par.

The Directors of the Company certified that they have carried out necessary due diligence for the proposed to subscribe right shares of Dawood Family Takaful Limited before making recommendation for approval of members and duly signed due diligence report shall be made available for inspection of the members at the AGM.

Regulation No. 4: Other information to be disclosed to the members:

If the associated company or associated undertaking or any of its sponsors or directors is also a member of the investing company, the information about interest of the associated company or associated undertaking and its sponsors and directors in the investing company shall be disclosed in the notice of general meeting called for seeking members' approval pursuant to section 199 of the Act.

BRR Guardian Limited is holding 9,775,000 shares of Dawood Family Takaful Ltd (investing company). No director or chief executive has any interest in the investing company except in their individual capacity as director and or shareholder of the investing company. The shareholding of the directors Mr. Ayaz Dawood is holding 14,637,718 and Mr. Ghazanfar-ul-Islam is holding 1/-

Statement of Material Facts Under Section 134(3) of the Companies Act, 2017

Item No 5 regarding as Associated Company:

Information required to be disclosed to the members under the Companies (investment in associated companies or associated undertakings) Regulations, 2017, as follows;

Right Shares of BRR Financial Services (Private) Limited as Associated Company **for all types of investments**
A: Regarding as associated company or undertaking;

i	Name of the an associated company	BRR Financial Services (Private) Limited	
ii	Basis of Relationship	Associate (Per Post Restructuring/demerger holding as per sanctioned scheme of the High Court Order)	
iii	Earnings Per Share for the last three years	June 30, 2024	Rs. 3.582
		June 30, 2025	Rs. 2.908 (Restated)
		June 30, 2026	Rs. 5.373
iv	Break-up value per share, based the latest audited financial statements.	June 30, 2026	Rs. 51.538
v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.	June 30, 2026 Rs. In thousands Total Assets Rs.295,543 Total Liability Rs.12,084 Equity Rs.283,459 Profit & Loss Rs.29,557 June 30, 2025 (Restated) Rs. In thousands Total Assets Rs.259,746 Total Liability Rs.6,028 Equity Rs.253,718 Profit & Loss Rs.15,995	
		June 30, 2024 Rs. In thousands Total Assets Rs.266,132 Total Liability Rs.123 Equity Rs.266,009 Profit & Loss Rs. 19,706	

vi	In case of investment in relation to a project of subsidiary/an associated company that has not commenced operations, following further information; i. Description of the project and its history since conceptualization; ii. Starting and expected date of completion of work; iii Time by which such project shall become commercially operational; and iv Expected time by which the project shall start paying return on investment. v Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;	Not Applicable
	Regulation 3(1) (a) B: General Disclosures	
i	Maximum amount of investment to be made	101.2 million
ii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To earn a good profit and long term investment
iii	Source of funds to be utilized for investment and where the investment is intended to be made using borrowed fund i Justification for investment through borrowings ii Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and iii Cost benefit analysis;	Surplus Fund
iv	Salient features of the agreement with associated company with regards to proposed investment	Arm's length
v	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives if any, in the associated company or associated undertaking or the transaction under consideration	Mr. Ayaz Dawood is CEO and director of BRR Guardian Limited. BRR Financial Services (Private) Limited - former subsidiary company of BRR Guardian Limited Other directors, sponsors, majority shareholders and their relatives have no interest in the proposed resolution extent of their shareholding in the company.

vi	In case of any Investment in associated company has already been made, the performance review of such investment including complete information /justification for any impairment or write offs;	5.499 Million shares, as per the sanctioned scheme for demerger/restructuring of BRRFS and BRRG, the original investment of BRRG in BRRFS is held by BRRG as a custodian and shall be distributed to the shareholders of BRRG as per the scheme.
vii	Any other important details necessary for the members to understand the transaction	NIL
	Regulation 3(1) (b): in case of equity investment, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made;	Not Applicable
i	Maximum price at which securities will be acquired	Of Rs. 10/- each
ii	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Purchase will not be higher than face value of securities.
iii	Maximum number of securities to be acquired	10.12 million (number of securities)
iv	Number of securities and percentage before proposed investment	2.64 million number of securities and percentage 13.04% (Post Restructuring/demerger holding as per Scheme)
	Number of securities and percentage after proposed investment	12.76 million number of securities and percentage 42.03% (Post Restructuring/demerger holding -adjusted for 50% rights) with no subscription by other investors.
v	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	NA
vi	Fair value determined in terms of sub-regulation (1) of regulation 5 for investment in unlisted securities;	Rs. 51.538
	Regulation 3(1) (c): in case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulations 3 shall be made;	NA
i	Category wise amount of investment	To subscribe the right shares up to an amount of Rs. 13.20 million, and a further investment of up to Rs. 88 million by way of subscription to any unsubscribed portion of the Right Shares, if offered, as and when declared
ii		Not Applicable

	Average borrowing cost of the investment company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period of return for shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period	
iii	Rate of profit, fees or commission etc to be charged by investing company	NA
iv	particulars of collateral or security to be obtained in relation to the proposed investment;	NA
v	if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;and	NA
vi	Repayment schedule and terms and conditions of loans or advances to be given to the associated company.	NA

Regulation No. 3(3)

The directors of the investing company while presenting the special resolution for making investment in its associated company, to subscribe right shares of BRR Financial Services (Private) Limited and shall certify to the members of the investing company that they have carried out necessary due diligence for the proposed investment before recommending it for members' approval.

The Directors of the Company certified that they have carried out necessary due diligence for the proposed to subscribe right shares of BRR Financial Services (Private) Limited before making recommendation for approval of members and duly signed due diligence report shall be made available for inspection of the members at the AGM.

The shares will be acquired at par value while break-up value is 51.538 therefore, investing at a discount.

Regulation No. 4: Other information to be disclosed to the members:

If the associated company or associated undertaking or any of its sponsors or directors is also a member of the investing company, the information about interest of the associated company or associated undertaking and its sponsors and directors in the investing company shall be disclosed in the notice of general meeting called for seeking members' approval pursuant to section 199 of the Act.

BRR Guardian Limited ("BRRG") currently holds 5,499,997 shares in BRR Financial Services (Private) Limited (the "Investing Company") (As per the sanctioned scheme for demerger/restructuring of BRRFS and BRRG, the original investment of BRRG in BRRFS is held by BRRG as a custodian and shall be distributed to the shareholders of BRRG as per the scheme, as explained in note 14 to the annual financial statements of BRRG for year ended June 30, 2026. Therefore, upon application of the sanctioned scheme, BRRG has lost control over BRRFS and accordingly, BRRFS ceases to be a wholly-owned subsidiary of BRRG with effect from July 1, 2024.

None of the Directors or the Chief Executive of BRRG has any interest in the Investing Company, except in their respective individual capacities as Directors and/or shareholders of the Investing Company.. The shareholding of the officers of BRRG i.e. Mr. Naseem Akhter has 1 share, Syed Iqbal Hassan has 1 share and Iqbal Ahmad has 1 share thereon. BRRG after implementation of restructuring approved by the Sindh High Court on May 06, 2026. The revised shareholding before the right issue will be 2,640,000 shares and Mr. Ayaz Dawood will hold 2,711,586 shares.



BRR Guardian Limited

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 Wednesday October 28, 2026 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 Chairman, BRR Guardian Limited-20th Floor, BRR Tower Hassan Ali Street Off: I.I. Chundrigar Road Karachi

Attention-Company Secretary

Designated email address brgl_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.	<u>Agenda Item No. 4</u> “RESOLVED THAT, pursuant to Section 199 of the Companies Act, 2017, and subject to compliance with all applicable laws, rules and regulations and obtaining such approvals, consents and permissions from the relevant regulatory authorities, as may be required, the Company be and is hereby authorized to make an equity investment in the Right Shares of Dawood Family Takaful Limited, an associated company, up to an amount of Rs. 39.10 million, and a further investment of up to Rs. 250 million by way of subscription to any unsubscribed portion of the Right Shares, if offered, as and when declared.” “FURTHER RESOLVED THAT the Company Secretary and the Chief Financial Officer be and are hereby jointly authorized and empowered to take all such actions and to do all such acts, deeds and things as may be necessary, expedient or incidental to give effect to and implement the foregoing resolution.”			

2.	<u>Agenda Item No. 5</u> “RESOLVED THAT, pursuant to Section 199 of the Companies Act, 2017, and subject to compliance with all applicable laws, rules and regulations and obtaining such approvals, consents and permissions from the relevant regulatory authorities, as may be required, the Company be and is hereby authorized to make an equity investment in the Right Shares of BRR Financial Services (Private) Limited, an associated company within three years up to an amount of Rs. 13.20 million, and a further investment of up to Rs. 88 million by way of subscription to any unsubscribed portion of the Right Shares, if offered, as and when declared.” “FURTHER RESOLVED THAT the Company Secretary and the Chief Financial Officer be and are hereby jointly authorized and empowered to take all such actions and to do all such acts, deeds and things as may be necessary, expedient or incidental to give effect to and implement the foregoing resolution.”			
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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 October 24, 2026 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 in AGM and has necessary knowledge and experience to independently the scrutinize voting process

(As Previous Investment Details)
Statement under section 134(3) of the Companies Act, 2017

Dawood Family Takaful Limited

This statement sets out the material facts concerning the special business to be transacted at the AGM of the Company to be held on October 28, 2023.

Item No 5 regarding investment in Associated Company or Associated Undertaking (As Previous Investment details)

Information required to be disclosed to the members under the Companies (investment in associated companies or associated undertakings) Regulations, 2017, as follows;

Regulation 3(1) (a) Disclosures for all types of investments;

A: Regarding associated company or associated undertaking;

In respect of investments in an associated company or associated undertaking, BRR Guardian Limited (the “Company”) has already made equity investments amounting to Rs. 73 million in Dawood Family Takaful Limited. The Company had previously obtained approval for an equity investment of Rs. 75 million during the year 2023, against which an amount of Rs. 24.75 million was utilized. Accordingly Company’s aggregate equity investment in Dawood Family Takaful Limited of up to Rs. 97.75 million.

BRR Financial Services (Private) Limited

BRR Guardian Limited (“BRRG”) holds 5,499,997 shares in BRR Financial Services (Private) Limited