

Notice

of

ANNUAL GENERAL MEETING

Notice is hereby given that **the 66th Annual General Meeting of Berger Paints Pakistan Limited** will be held **on October 25, 2016 at 10:00 am** at the **Lahore Factory 28 Km, Multan Road, Lahore**. To transact the following business:

Ordinary Business

1. To confirm minutes of Annual General Meeting held on October 29, 2015.
2. To receive and adopt the Audited Accounts along with consolidated Financial Statements of the Company for the year ended June 30, 2016 together with the Auditors Reports and Directors Report thereon.
3. To appoint Auditors and fix their remuneration for the year ending June 30, 2017. Board has recommended reappointing KPMG –Taseer Hadi & Co Chartered Accountants who being eligible offer themselves for re-appointment.
4. To approve the announced dividend in Cash @ 45% i.e. Rs. 4.5 per share.
5. To transact any other business with the permission of the Chair.

Special Business

To consider and if thought fit, to pass the following resolution as Special Resolution pursuant to Section 208 of the Companies Ordinance, 1984, with or without any modification(s), addition(s) or deletion(s) in respect of Company's issuing loan to Berger Road Safety (Private) Limited:

RESOLVED by way of Special Resolution pursuant to Section 208 of the Companies Ordinance, 1984 and subject to requisite regulatory permission and consent, approval of the members of Berger Paints Pakistan Limited (the "Company" or "BPPL") be and is hereby accorded to issue loan of PKR 40,000,000/- (Rupees forty million) to its associated company Berger Road Safety (Private) Limited to finance working capital of associated company. Markup of 2% per annum over the borrowing cost of the Company would be charged to associated company. Other terms

and conditions of this arrangement and other information is disclosed in the Statement U/S 160 of the Companies Ordinance, 1984 attached with the notice of this meeting.

FURTHER RESOLVED that the Chief Executive Officer and the Chief Financial Officer of the Company be and are hereby jointly authorized to pay the sum of PKR 40,000,000/- (Rupees Forty Million) as loan to Berger Road Safety (Private) Limited and to do all acts, deeds and things and to take all necessary actions including signing and execution of any or all documents necessary or required in this regard and complete all legal formalities and to file all necessary documents as may be necessary for implementation of the aforesaid resolution.

Lahore: October 03, 2016

By Order of the Board

Abdul Wahid Qureshi
Company Secretary

Registered Office
36- Industrial Estate, Kot Lakhpat Lahore.

Notes:

- 1) The Share Transfer Books will remain closed from October 19, 2016 to October 25, 2016, both days inclusive and no transfer will be accepted during this period.
- 2) A member of the company entitled to attend, speak and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote on his/her behalf.
- 3) CDC Account Holders will further have to follow the under-mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

a) For Attending the Meeting:

- i. In case of individuals, the account holder or sub-account holder and/ or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his/ her identity by showing his/ her computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

- ii. In case of Corporate entity, the Board of Directors' resolution/ power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

b) For Appointing proxies:

- i. In case of individuals, the account holder or sub account holder and/ or the person whose securities are in group account and their registration details are uploaded as per the Regulations shall submit the proxy form as per the above requirement.
 - ii. The proxy form shall be witnessed by two persons whose name, addresses and CNIC numbers shall be mentioned.
 - iii. Attested copies of the CNIC or the passport of the beneficial owners and proxy shall be furnished with the proxy form.
 - iv. The proxy shall produce his/ her original CNIC or original passport at the time of the meeting.
 - v. In case of corporate entity, the Board of Directors; resolution/ power of attorney with specimen signatures shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
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- 4) The Form of proxy to be valid must be properly filled in/ executed and received at the Company's Registered Office not later than 48 hours before the time of meeting.
 - 5) Members are requested to notify the Shares Registrar of the Company promptly of any change in their addresses.
 - 6) Members who have not yet submitted photocopies of their Computerized National Identity Card (CNIC) are requested to send the same to our Share Registrar at the earliest.
 - 7) According to the SECP circular No. 8(4) SM/CDC 2008 of April 05, 2013, Shareholders are entitled to receive their cash dividend directly in their bank accounts instead of receiving the dividend warrants physically. Shareholders having physical holding and desiring to avail this option may submit the prescribed Dividend Mandate Form, to the Company's Share Registrar.
 - 8) Form of Proxy enclosed herewith.