



DYNEA PAKISTAN LIMITED

1st Floor, Siddiqsons Tower, 3-Jinnah Co-operative Housing Society,
Block-7/8, Shakra-e-Faisal, Karachi - 75350., PAKISTAN.
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September 08, 2015.

The Manager,
Karachi Stock Exchange Limited
Stock Exchange Building, Stock Exchange Road,
Karachi.

The Manager,
Lahore Stock Exchange Limited
19, Khayaban-e-Aiwan-e-Iqbal,
P.O. Box:1315
Lahore-54000

NOTICE OF AGM FOR THE YEAR ENDED JUNE 30 2015.

Dear Sir,

In compliance with the Listing Regulation No.18(2) of the Exchange. We are enclosing a copy of Notice of 33rd Annual General Meeting before its publication in newspapers which will be published on September 10, 2015.

Thanking you.

Yours truly,


(Shakeel Uddin)
Company Secretary

DYNEA PAKISTAN LIMITED

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of the Company will be held on Monday, October 5, 2015 at 2:00 PM at the Institute of Chartered Accountants of Pakistan (ICAP) Auditorium, Clifton, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Accounts for the year ended June 30, 2015 together with the Reports of the Directors' and Auditors' thereon.
2. To approve a final cash dividend of 50% (i.e. Rs. 2.50 per share) for the year 2014-15 as recommended by the Board of Directors.
3. To appoint Auditors for the year 2015-16 and to fix their remuneration. The present auditors M/s. Ernst & Young Ford Rhodes Sidat Hyder, Chartered Accountants, being eligible, offer themselves for reappointment.

By Order of the Board

**Muhammad Shakeel Uddin
Company Secretary**

Karachi.

Dated: August 26, 2015

NOTES:

- (i) The Share Transfer Books of the Company will remain closed from Tuesday, September 29, 2015 to Monday, October 05, 2015 (both days inclusive) and the final dividend will be paid to the Members whose names will appear in the Register of Members on September 28, 2015. Members (Non-CDC) are requested to promptly notify the Company's Registrar of any change in their addresses and submit, if applicable to them, the Non-deduction of Zakat Form CZ-50 with the Registrar of the Company M/s. Noble Computer Services (private) Ltd., 1st Floor, House of Habib, 3 Jinnah C.H. Society, Shahrah-e-Faisal Karachi. All the Members holding the shares through the CDC are requested to please update their addresses and Zakat status with their Participants.
- (ii) A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote for him / her. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company.

CDC Accounts Holders will further have to follow the guidelines as laid down in Circular 1, dated the January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.

A. For Attending the Meeting

- i. In the 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 CDC Regulations, shall authenticate their identity by showing their original Computerized National Identity Card ("**CNIC**") or original passport at the time of attending the meeting.
- ii. In the case of corporate entities, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting (unless provided earlier).

B. For Appointing Proxies

- i. In the 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 CDC Regulations shall submit the proxy form as per the above mentioned requirements.
- 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 the **CNIC** or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his/her original **CNIC** or original passport at the time of the meeting.
- v. In case of corporate entities, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to Company.

Submission of copies of CNIC and NTN Certificate (Mandatory)

Pursuant to the directive of the Securities & Exchange Commission of Pakistan (**SECP**), Dividend Warrants shall mandatorily bear the CNIC numbers of Shareholders. Shareholders are therefore requested to fulfill the statutory requirements and submit a copy of their CNIC (if not already provided) to the Company's Share Registrar, M/s. Noble Computer Services (Private) Limited without any delay.

In case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the company shall be constrained to withhold the Dividend Warrants in terms of Section 251(2)(a) of the Companies Ordinance 1984, which will be released by the Share Registrar only upon submission of a valid copy of the **CNIC** in compliance with the aforesaid SECP directives.

Withholding Tax on Dividend

The Government of Pakistan through Finance Act, 2015 has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

| | | |
|-----|---------------------------------------|-------|
| (a) | For filers of income tax returns | 12.5% |
| (b) | For non-filers of income tax returns: | 17.5% |

Shareholders, who are filers, are advised to make sure that their names are entered into latest Active Tax Payers List (ATL) provided on the FBR website at the time of dividend payment, otherwise they shall be treated as non-filers and tax on their cash dividend will be deducted at the rate of 17.5% instead of 12.5%.

Withholding Tax on Dividend in case of Joint Account Holders

In order to enable the Company to follow the directives of the regulators to determine shareholding ratio of the Joint Account Holder(s) (where shareholding has not been determined by the Principal Shareholder) for the deduction of withholding tax on dividends of the Company, Shareholders are requested to please furnish the shareholding ratio details of themselves as Principal Shareholder and their Joint Holders, to the Company's Share Registrar, in writing as per format given below enabling the Company to compute withholding tax of each Shareholder accordingly.

| Company Name | Folio / CDS Account No. | Total Shares | Principal Shareholder | | Joint Shareholder(s) | |
|--------------|-------------------------|--------------|-----------------------|---|----------------------|---|
| | | | Name & CNIC No. | Shareholding proportion (No. of Shares) | Name & CNIC No. | Shareholding proportion (No. of Shares) |
| | | | | | | |

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 Principal Shareholder and Joint Holder(s).

Payment of Cash Dividend Electronically (Optional)

The SECP has initiated e-dividend mechanism through its Notification 8(4) SM/CDC/2008 dated April 5, 2013. In order to avail benefits of e-dividend mechanism Shareholders are hereby advised to provide details of their bank mandate specifying: (i) title of account, (ii) account number, (iii) bank name, (iv) branch name, code and address to Company's Share Registrar M/s. Noble Computer Services (Private) Limited. Shareholders who hold shares with Participants / Central Depository Company of Pakistan (CDC) are advised to provide the mandate to the concerned Broker / CDC.

Distribution of Annual Report through Email

We are pleased to inform shareholders that the Securities and Exchange Commission of Pakistan has under and pursuant to SRO No. 787(I)/2014 dated 8 September 2014, permitted companies to circulate their annual balance sheet and profit and loss accounts, auditors' report and directors' report etc. ("Annual Report") along with the notice of annual general meeting ("Notice"), to its shareholders by email. Shareholders of the Company who wish to receive the Company's Annual Report and Notice of annual general meeting by email are requested to provide the completed Electronic Communication Consent Form already dispatched, to the Company's Share Registrar, M/s Noble Computer Services (Private) Limited.