

Notice is hereby given that the sixty third (63rd) annual general meeting of the members of Siemens (Pakistan) Engineering Company Limited ("Company") will be held on January 26, 2016 at 10:00 a.m. at B-72, Estate Avenue, S.I.T.E., Karachi, to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the extra ordinary general meeting held on November 30, 2015.
2. To receive, consider and adopt the audited financial statements for the financial year ended September 30, 2015 and reports of the directors and auditors thereon.
3. To consider and declare cash dividend of Rs 10 per share (100%) for the financial year ended September 30, 2015.
4. To appoint auditors and to fix their remuneration for the financial year ending September 30, 2016. The present auditors Ernst & Young Ford Rhodes Sidat Hyder, Chartered Accountants, retire and being eligible, have offered themselves for reappointment.
5. To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

SPECIAL BUSINESS

1. The members of the Company in the 62nd annual general meeting granted specific approval for the sale of the Company's interest in land and buildings situated at Sector I-9 at Islamabad, Pakistan, however, since transaction is not completed within one (1) year from the date of shareholders approval, hence the matter is brought to the members of the Company in accordance 1227/2005 dated December 12, 2005 issued by Securities & Exchange Commission of Pakistan, for re-approval/to obtain specific consent and to pass the, if deemed fit, with or without modification, the following resolutions as ordinary resolutions;

"RESOLVED THAT pursuant to section 196(3)(a) of the Companies Ordinance, 1984 the consent of the members of the Company is hereby accorded for the sale of the full leasehold interest in all that piece and parcel of land (with buildings, constructions and appurtenances thereof) bearing plots no. 142 to 148, 162 to 168, 189, 190, 208 and 209, measuring 53,111.11 square yards, situated in Industrial Area, Sector I-9/2, Islamabad; and bearing plots no. 74 to 76, measuring 4,577.77 square yards, situated in Industrial Area, Sector I-9/4, Islamabad; (hereinafter collectively referred to as the "Properties").

FURTHER RESOLVED that person nominated/authorized by the Board of Directors of the Company be and are hereby authorized and empowered on behalf of the Company, from time to time, to do all acts, deeds and things and take all necessary steps for the sale of the Properties including but not limited to obtaining applicable approvals, signing of the deeds, papers, agreements, amendment thereto, and all other documents as may be necessary in order to give effect to, implement and complete the sale of the Properties and all matters connected, necessary and incidental thereto."

FURTHER RESOLVED that the Board of Directors be and is hereby empowered to agree upon modification in these resolutions that may be directed / required by the SECP without the need for any other further approval of the shareholders."

2. To consider and if deem fit to pass to pass with or without modification the following resolutions as ordinary resolutions:

RESOLVED THAT pursuant to section 196(3)(a) of the Companies Ordinance, 1984 the consent of the members of the Company is hereby accorded for the sale and transfer by the Company of its Healthcare Business as a going concern to Siemens Healthcare (Pvt.) Limited a subsidiary of Siemens Diagnostic Holding II B.V., Netherlands, for the monetary consideration of Rs.118.92 (Rupees one hundred and eighteen million and ninety two thousand only) which may be adjusted (positively or negatively) in accordance with the terms and conditions of the Local Assets Transfer Agreement.

FURTHER RESOLVED that person nominated/authorized by the Board of Directors of the Company be and are hereby authorized and empowered on behalf of the Company, from time to time, to do all acts, deeds and things and take all necessary steps for the sale and transfer of the Healthcare Business including but not limited to obtaining applicable approvals, signing of the deeds, papers, agreements and all other documents as may be necessary in order to give effect to, implement and complete the sale and transfer of the Healthcare Business and all matters connected, necessary and incidental thereto.

FURTHER RESOLVED that the Board of Directors be and is hereby empowered to agree upon modification in these resolutions that may be directed / required by the SECP without the need for any other further approval of the shareholders."

Notice of the AGM and Statement under section 160(1) (b) of the Companies Ordinance 1984 in respect of the special businesses to be considered at the meeting is being sent to the members with Annual Report of 2015.

By order of the Board of Directors

Abdul Mannan Majid
Company Secretary

Karachi: January 1, 2016

Notes:

1. The Share Transfer Books of the company will remain closed from January 19, 2016 to January 26, 2016 (both days inclusive). Transfers received at Company's Share Registrar by the close of business on January 18, 2016 will be considered in time.
2. A member entitled to attend and vote at this meeting will be required to present his/her original Computerised National Identity Card (CNIC) and a member may appoint another member only as his/her proxy to attend and vote on his/her behalf.
3. Duly completed Proxy forms in order to be valid must be received at the Registered Office of the Company not less than 48 hours before the time of meeting. A member shall not be entitled to appoint more than one proxy.
4. CDC account holders are also required to follow the guidelines as laid down in Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

For Attending the Shareholders' 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 original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- ii) The shareholders registered on Central Depository Company (CDC) are also requested to bring their particulars, I.D. numbers and account numbers in CDS.
- iii) In case of a 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 meeting.

For Appointment of Proxies:

- i) In case of individual, 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 requirement notified by the company.
- 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 form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of meeting.
- v) Corporate entities shall submit the Board of Directors resolution/Power of Attorney with specimen signature along with proxy form.

5. Annual accounts of the company for the financial year ended September 30, 2015 has been provided on the company's website- www.siemens.com.pk/annual_report.html
6. The rates for deduction of withholding tax on the amount of dividend paid by the companies are @ 10% for filers of income tax returns and @ 15% for non-filers of income tax returns. All shareholders are advised to ensure their names are on Active Tax-payers list (ATL) provided on the website of Federal Board of Revenue (FBR) otherwise tax on cash dividend will be deducted @ 15% instead 10%.
7. 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 our Share Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.
8. As per the requirements of the SECP it has become mandatory to incorporate the CNIC No. on the dividend warrants of the individual shareholders. All those individual shareholders holding physical shares who have not yet recorded their CNIC No. are once again reminded to immediately submit the copy of their CNIC to the Share Registrar.
9. Shareholders are hereby informed that in pursuant to SECP's S.R.O. 787(1)/2014 dated September 8, 2014 regarding electronic transmission of Annual Report and notice which falls in the ambit of sections 50, 158 and 233 of the Companies Ordinance 1984 we have attached the request form in the Annual Report and also uploaded on our company's website-www.siemens.com.pk/investor.html. Shareholders who want to avail this facility are requested to submit the request form duly filled to the Share Registrar.
10. In pursuance to the directions given by SECP vide Circular No. 8(4)SM/CDC 2008 dated April 5, 2013 the members may authorize the Company to directly credit in their bank account the dividend declared in the annual general meeting. In view of that, you are hereby encouraged to provide a duly filled and signed dividend mandate for e-dividend facility. The dividend mandate form has been attached in the Annual Report and also uploaded on our Company's website - www.siemens.com.pk/investor.html
11. The members who hold shares in physical form are requested to submit the dividend mandate form duly filled to the Share Registrar.
12. The members who hold shares in dematerialized form are requested to submit the dividend mandate form duly filled to their participant/investor account services in the CDC.

For any query/problem/information, members may contact our Share Registrar at the following address:

THK Associates (Pvt) Ltd 2nd Floor, State Life Building No. 3 Dr. Ziauddin Ahmed Road Karachi 75530	Telephone No: 021-111-000-322 021-35682241 E-Mail: masood_ahmed@thk.com.pk Contact Person: Mr Masood Ahmed
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