NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **the 68th Annual General Meeting of Berger Paints Pakistan Limited** will be held **on October 23, 2018** 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 19, 2017.
2. To receive and adopt the Audited Accounts along with consolidated Financial Statements of the Company for the year ended June 30, 2018 together with the Auditors Reports and Directors Report thereon.
3. To appoint Auditors and fix their remuneration for the year ending June 30, 2019. Board has recommended reappointing KPMG –Taseer Hadi & Co Chartered Accountants who being eligible offer themselves for re-appointment.
4. To approve final dividend @ 12.5% i.e., Rs. 1.25/- per share as recommended by the Board of Directors for the Financial year 2018.
5. To approve issuance of Bonus Shares in the proportion of 1.25 shares for every 10 shares held i.e., 12.5%.
6. To transact any other business with the permission of the Chair.

Lahore: October 01, 2018

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 17, 2018 to October 23, 2018, (both days inclusive).** Physical transfers/CDS transactions IDs received in order at Company registrar office M/s THK Associates Pvt. Ltd, Ist Floor, 40-C, Block-6, P.E.C.H.S., Karachi **on or before October 16, 2018** will be treated in time.
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.
4) Members are requested to notify the company change in their addresses, if any

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.

5) As per requirement of section 134 (1) (b) of the Companies Act 2017 read with SECP's Circular No. 10 of 2014 dated May 21, 2014, if certain members who hold ten percent of the total paid up capital or such other percentage as may be specified, reside in any other city, such members may demand the Company to provide them the facility of video-link to for attending the meeting and if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. The members should provide their consent as per the format and submit to the registered address of the Company.

6) The Form of proxy to be valid must be properly filled in/ executed and received at the Company's Registered Office at 36-Industrial Estate Kot Lakhpat, Lahore not later than 48 hours before the time of meeting.

7) SUBMISSION OF COPY OF CNIC/NTN DETAILS (MANDATORY)

All shareholders are advised to check their status on Active Taxpayer List (ATL) available on FBR Website and if required take necessary actions for inclusion of their name in ATL to avail the lower rate of tax deduction. Pursuant to the provision of Finance Act 2017, the rate of deduction of income tax under section 150 of the Income Tax Ordinance 2001 from dividend payment have been revised as: for filers 15% and for non-filers 20%.

In case of joint account, please intimate proportion of shareholding as each account holder is to be treated individually as either filer or non-filer and tax will be deducted on the basis of shareholding provided by the shareholder, otherwise equally.

In case of non-receipt of the copy of a valid CNIC or NTN, the Company would be unable to receipt the amount and therefore will be constrained under Section 243(3) of the Companies Act, 2017 to withhold dispatch of dividend warrants of such shareholders. Further, all shareholders are advised to immediately check their status on ATL and may, if required take necessary action for inclusion of their name in the ATL, available on the FBR website on the first day of book closure and deposit the same in the Government Treasury as this has to be done within the prescribed time.

8) STATEMENT OF UNCLAIMED OR UNPAID AMOUNTS UNDER SECTION 244 OF THE COMPANIES ACT, 2017

The Securities and Exchange Commission of Pakistan pursuant to section 244 read with section 510 of the Companies Act 2017 directs all Companies to submit a statement to the Commission through eServices portal (https://eservices.secp.gov.pk/eServices/) stating therein the number or amounts, as the case may be, which remain unclaimed or unpaid for a period of three years from the date it is due and any other instrument or amount which remain unclaimed or unpaid, as may be specified.

Through this notice, the shareholders are intimated to contact with the Company for any unclaimed dividend/shares within a period of seven days after publishing this notice to meet the compliance of SECP Direction no. 16 of 2017 dated 07 July 2017. The Shareholders are requested to contact the Company on its registered address regarding any unclaimed dividends or undelivered shares (if any).

9) PAYMENT OF CASH DIVIDEND ELECTRONICALLY

As per provision of Section 242 of Companies Act, 2017 any dividend payable in cash shall only be paid through electronic mode directly in to the bank account designated by the entitled shareholders. The shareholders are requested to provide their folio number, name and details of the bank account consisting of the bank name, branch name, branch code, Account number, Title of the Account and IBAN in which they desire their dividend to be certified , failing which the Company will be unable to pay the dividend through any other mode. Standard request form has also been placed on website of the Company. The members are requested to send the information on the same to our shares registrar (M/s THK Associates Private Limited, Ist Floor, 40-C, Block-6, P.E.C.H.S., Karachi) at the earliest possible.

10) TRANSMISSION OF ANNUAL FINANCAL STATEMENTS THROUGH E-MAIL

The Securities and Exchange Commission of Pakistan vide SRO 787(I)/2014 dated September 08, 2014 has allowed companies to circulate annual balance sheet, profit & loss account, auditors' and directors' report along with notice of annual general meeting to its members through e-mail. Members who wish to avail this facility can give their written consent. Standard request form has also been placed on website of the Company. The members are requested to send the information on the same to our shares registrar (M/s THK Associates Private Limited, Ist Floor, 40-C, Block-6, P.E.C.H.S., Karachi)

11) TRANSMISSION OF ANNUAL FINANCIAL STATEMENTS THROUGH CD/DVD/USB

SECP through its SRO 470(I)/2016 dated May 31, 2016 have allowed companies to circulate the annual balance sheet, profit and loss account, auditors' report and directors' report etc to its members through CD/DVD/USB at their registered addresses. However a shareholder may request to the Company Secretary or share registrar office at THK Associates Private Limited, Ist Floor, 40-C, Block-6, P.E.C.H.S., Karachi to provide at his/her registered address, free of cost, within one week of the demand.

12) ZAKAT DECLARATIONS (CZ-50)

The Zakat will be deducted from the dividends at the source at the rate of 2.5% of the pain-up value of the shares (Rs. 10/- each) under Zakat and Ushr Laws and will be deposited within the prescribed period with the relevant authority, Please submit your Zakat Declarations under Zakat and Ushr Ordinance, 1980 & Rule 4 of Zakat (Deduction & Refund) Rules, 1981 CZ-50 Form, in case you want to claim exemptions, with your brokers or the Central Depository Company Ltd. (in case the shares are held in Investor Accounts Services on the CDC) or to our Registrars, THK Associates Private Limited, Ist Floor, 40-C, Block-6, P.E.C.H.S., Karachi (in case the shares are held in paper certificate form). The shareholders while sending the Zakat Declarations, as the case may be must quote company name and respective folio numbers.