



NOTICE OF 5th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 5th Annual General Meeting of Akzo Nobel Pakistan Limited will be held on Tuesday, April 26, 2016, at 10:30 a.m. at its Registered Office, 346, Ferozepur Road, Lahore, to transact the following business:

- To confirm the minutes of the 4th Annual General Meeting held on April 28, 2015.
- To receive, consider and adopt the accounts of Akzo Nobel Pakistan Limited, for the year ended December 31, 2015, together with the Auditors Report and the Directors Report thereon.
- To declare and approve final cash dividend @ 65% i.e. Rs 6.50 per ordinary share of Rs. 10/- each for the year ended December 31, 2015, as recommended by the Directors, payable to the Members whose names appear in the Register of Members as at April 18, 2016.
- To appoint the auditors of the Company and to fix their remuneration.
- To consider, and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED that the Articles of Association of the Company be amended by adding a new Article under the Heading of Votes of Members as follows:
The provisions and requirements for e-voting as prescribed by the SECP from time to time shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles of Association and notwithstanding anything contradictory therein.

Any other business with the permission of the Chairman.

April 05, 2016
Lahore

By Order of the Board

Sara Shah
Company Secretary

NOTES

1. Closure of share Transfer Books:

The Share Transfer Books of the Company will remain closed from April 19, 2016 to April 26, 2016 (both days inclusive). Transfers received in order at the office of our Shares Registrar, Messrs FAMCO Associates (Pvt) Ltd. 8-F, Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S. Shakra-e-Faisal, Karachi, by the close of business on April 18, 2016, will be treated in time for payment of the final dividend to the transferees.

2. Participation in the Annual General Meeting:

All Members are entitled to attend and vote at the Meeting, or entitled to appoint another person in writing as their proxy to attend and vote on their behalf. A proxy needs to be a member of the Company. A corporate entity, being a member, may appoint any person, regardless whether they are a member or not, as its proxy. In case of corporate entities, a resolution of the Board of Directors/Power of Attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted to the Company along with a completed proxy form. The proxy holders are requested to produce their CNICs or original passports at the time of the meeting.

3. Form of Proxy

In order to be effective, duly completed and signed proxy forms must be received at the Company's registered office at 346, Ferozepur Road, Lahore, at least 48 hours before the time of the meeting. Form of Proxy is attached in the Annual Report and should be witnessed by two persons whose names, addresses and CNIC numbers are to be mentioned on the forms.

4. Notice to Shareholders who have not provided their CNICs:

As directed by the SECP through its Circular No. EMD/D-II/Misc/2009-1342 dated April 2013, dividend warrants cannot be issued without valid CNICs. All shareholders holding physical shares who have not submitted their valid CNICs are requested to send attested copies of their valid CNICs along with their folio number to the Company's Shares Registrar. In the absence of a shareholder's valid CNIC, the Company will be constrained to withhold dispatch of dividend to such shareholders.

5. Deduction of Income Tax From 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) Rate of tax deduction for filers of income tax return 12.5%

(b) Rate of tax deduction for non-filers of income tax return 17.5%

(I) To enable the company to make tax deduction on the amount of cash dividend @ 12.5% instead of 17.5%, shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to immediately make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 17.5% instead of 12.5%

(II) Withholding Tax exemption from the dividend income, shall only be allowed if copy of valid tax exemption certificate or stay order from a competent court of law is made available to FAMCO Associates (Pvt) Ltd., by the first day of Book Closure.

(III) Further, according to clarification received from Federal Board of Revenue (FBR), with-holding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint-holder (s) based on their shareholding proportions, in case of joint accounts.

In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them (**only if not already provided**) to our Share Registrar, in writing as follows:

Company Name	Folio/CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	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).

(iv) 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 the company or FAMCO Associates (Pvt.) Ltd. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

For any query/problem/information, the investors may contact the Company Secretary at phone: (042) 111-551-111 and email address sara.shah@akzonobel.com and/or FAMCO Associates (Pvt.) Ltd. at phone 021-34380101-5 and email address: info.shares@famco.com.pk

6. Payment of Dividend Electronically (E-Mandate):

In order to enable a more efficient method of cash dividend, through its Circular No.8(4) SM/CDC 2008 of April 5, 2013, the SECP has announced an e-dividend mechanism where shareholders can get their dividend credited directly into their respective bank accounts electronically by authorizing the Company to do so. Accordingly, all non-CDC shareholders are requested to send their bank account details to the Company's Registrars. Shareholders who hold shares with CDC or Participants/Stock Brokers, are advised to provide the mandate to CDC or their Participants/Stock Brokers.

7. Audited Financial Statements Through E-Mail:

SECP through its Notification SRO 787(I)/2014 dated September 8, 2014, has allowed the circulation of Audited Financial Statements along with the Notice of Annual General Meeting to the Members of the Company through email. Therefore, all Members who wish to receive the soft copy of Annual Report are requested to send their email addresses. The consent form for electronic transmission can be downloaded from the Company's website www.akzonobel.com/pk/paints.

The Company shall, however, provide hard copy of the Audited Financial Statements to its shareholders, on request, free of cost, within seven days of receipt of such request.

The Company has placed the financial statements and reports on the Company's website, at least twenty one (21) days prior to the date of the Annual General Meeting in terms of SRO 634(1)/2014 dated July 10, 2014 issued by the SECP.

8. Change of Address and Non-Deduction of Zakat Declaration Form:

Physical Shareholders are requested to notify any change in their addresses immediately and if applicable provide their non-deduction of Zakat Declaration Form to the Company's Shares Registrar. Furthermore, if not provided earlier, members holding shares in CDC/Participants accounts are also requested to update their addresses and if applicable, to provide their non-deduction of Zakat Declaration Form to CDC or their Participants/Stock Brokers.

9. Video Conference Facility:

Members can also avail the Video conferencing facility in Karachi & Islamabad. In this regard, please fill the attached form in the Annual Report and submit to registered address of the Company 10 days before of the Annual General Meeting.

The video conferencing facility will be provided only if the company receives consent from members holding in aggregate 10% or more shareholding residing at Karachi & Islamabad, to participate in the meeting through video conference at least 10 days prior to date of meeting.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of Annual General Meeting along with complete information necessary to enable them to access the facility.

10. Guidelines for CDC Account Holders:

CDC account holders will have to follow the guidelines with respect to attending the Meeting and appointing of Proxies as issued by the Securities Exchange Commission of Pakistan through its Circular 1 of January 26, 2000.

11. Statement under section 160 of the companies ordinance 1984

This Statement is annexed to the Notice of the 5th AGM of Akzo Nobel Pakistan Limited to be held on Tuesday April 26, 2016 at which certain Special Business is to be transacted. The purpose of this statement is to set for the material facts concerning such Special Business.

Item (5) of the agenda to give effect to the companies E-voting Regulations 2016 shareholders approval is being sort to amend the Article of Association of the Company to enable E-voting.