

Our Reference: SEC/D.7/103

23 December 2016

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Dear Sir

NOTICE OF EXTRAORDINARY GENERAL MEETING

Please refer to our letter SEC/D.7/101 dated 21 December 2016 on the subject.

We are pleased to send herewith a copy of the Notice of Extraordinary General Meeting of the Company to be held on Tuesday, 17 January 2017 which was published in each of the English and Urdu newspapers (The Daily Business Recorder and The Daily Express) today, the 23rd day of December 2016 for your information and circulation amongst the TRE Certificate Holders.

Thanking you

Yours truly



Mazhar Iqbal
Company Secretary

Encl. as above

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of LINDE PAKISTAN LIMITED will be held on Tuesday, the 17th day of January 2017 at 9:30 a.m. at the Company's Registered Office, West Wharf, Dockyard Road, Karachi to transact the following business:

ORDINARY BUSINESS

- To elect Nine (9) Directors of the Company as fixed by the Board of Directors in their meeting held on 26 October 2016 in accordance with Section 178 (1) of the Companies Ordinance, 1984 for a period of three years commencing from 30 January 2017. The retiring Directors are Mr. Munnawar Hamid OBE, Mr. M Ashraf Bawany, Mr. Atif Riaz Bokhari, Mr. Ganapathy N-Swamy, Mr. Humayun Bashir, Mr. Shahid Hafiz Kardar, Mr. Khaleeq Kayani, Mr. Andrew James Cook and Mr. M Samiullah Siddiqui.

SPECIAL BUSINESS

- To consider and approve the amendments to be made in Articles of Association of the Company for the purpose of compliance with the mandatory e-voting requirements as prescribed in the Companies (E-Voting) Regulations, 2016 issued by Securities and Exchange Commission of Pakistan (SECP) vide SRO 43(I)/2016 dated 22 January 2016 and if thought fit to pass the following resolution as special resolution:

RESOLVED as and by way of Special Resolution **THAT** the Articles of Association of the Company be amended as follows:

- By inserting the following new article and its marginal note immediately after Article 54 as Article 54A, namely:

Exercise of Voting Rights through Electronic means

54A. Subject to any rules or regulations that may be made from time to time by Securities and Exchange Commission of Pakistan in this regard, Members may exercise voting rights at general meeting through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the requirements prescribed by Securities and Exchange Commission of Pakistan.

- By substituting for the existing Article 60, the following new Article 60, namely:

60. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. Except for a proxy appointed by a corporation, a proxy must be a Member of the Company. Notwithstanding the above, in case of voting by electronic means, both members and non-members can be appointed as proxy.

- By substituting for the existing Article 62, the following new Article 62, namely:

62. An instrument appointing a proxy may be in the following form or in any other form which the Directors shall approve:-

*** LINDE PAKISTAN LIMITED**

I of in the district of..... being a Member of LINDE PAKISTAN LIMITED, hereby appoint of as my proxy, and failing him, of another Member of the Company to vote for me and on my behalf at the (annual or extraordinary, as the case may be) General Meeting of the Company to be held on the day of and at any adjournment thereof.

Signed this day of"

Notwithstanding the above, in case of voting by electronic means, in default, the instrument of proxy shall not be treated as valid. For the purposes of voting by electronic means, the instrument appointing the proxy shall be in such form and provided to the Company in the manner stipulated under the applicable laws.

- To approve transmission of annual audited financial statements, auditor's report and directors' report etc. ("annual audited accounts") to members through CD/DVD/USB at their registered address as allowed by the Securities and Exchange Commission of Pakistan.

"RESOLVED THAT as notified by the Securities and Exchange Commission of Pakistan vide its SRO No. 470 (I)/2016 dated 31 May 2016 the transmission of annual audited financial statements, auditor's report and directors' report etc. ("annual audited accounts") to members at their registered address in soft form that is by way of CD/DVD/USB instead of transmitting the annual audited accounts in hard copies be and is hereby approved."

A statement of material facts under Section 160(1)(b) of the Companies Ordinance, 1984 relating to aforesaid Special Business to be transacted at the EOGM is annexed with the Notice of EOGM being sent to the shareholders.

By Order of the Board

MAZHAR IQBAL
Company Secretary

Karachi: 26 October 2016

NOTES:

- Transport will be provided to members of the Company from the parking area of Pakistan Stock Exchange Limited, near Tower, and departure will be at 8:45 a.m. sharp on 17 January 2017.
- The Share Transfer Books of the Company will be closed from 11 January to 17 January 2017 (both days inclusive).
- A member entitled to attend, speak and vote at the Extraordinary General Meeting may appoint a proxy to attend and vote on his/her behalf and a proxy so appointed shall have the same rights in respect of speaking and voting at the meeting as are available to a Member. Proxies in order to be effective must be received at the Registered Office of the Company not later than 48 hours before the time of the meeting. The Proxy must be a member of the Company, except that a Corporation being a member of the Company may appoint as its proxy one of the officers or some other person though not a member of the Company.
- Members are requested to immediately notify any change in their address or bank mandate as registered to the Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400.
- Any person who seeks to contest the election of Directors shall file with the Company at its registered office, West Wharf, Dockyard Road, Karachi not later than fourteen days before the above said meeting his/her intention to offer himself/herself for the election of the Directors in terms of Section 178(3) of the Companies Ordinance, 1984 together with:
 - Consent to act as director in Form 28, duly completed, as required under Section 184(1) of the Companies Ordinance, 1984;
 - Detailed profile along with office address to be placed onto the Company's website seven days prior to the date of election in terms of SECP's SRO 25(1)2012 of 16 January 2012; and
 - Declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2012 and the eligibility criteria as set out in the Companies Ordinance, 1984 to act as director of the listed companies.

Further, the CDC Account Holders will have to follow the guidelines as laid down in Circular 1, dated 26 January 2000, issued by the Securities & Exchange Commission of Pakistan. These Guidelines have however been incorporated in the Notice being sent to the shareholders.

23/12/16

Daily
Business
Recorder

