

THE LINDE GROUP

*Linde***NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Sixty-fourth Annual General Meeting of LINDE PAKISTAN LIMITED will be held on Monday, 29th day of April 2013 at 9:00 a.m. at the Company's Registered Office, West Wharf, Dockyard Road, Karachi to transact the following business:

Ordinary Business:

1. To receive and consider the Financial Statements of the Company for the year ended 31 December 2012 and Reports of the Directors and Auditors thereon.
2. To consider and, if thought fit, to authorise the payment of final dividend of Rs 5.00 per ordinary share of Rs 10/= each for the year ended 31 December 2012 as recommended by the Directors of the Company, payable to those Members whose names appear on the Register of Members as at the close of business on 15 April 2013.
3. To appoint the Auditors of the Company and to fix their remuneration.

Special Business:

4. To amend Article 73 of the Articles of Association of the Company and for this purpose to pass the following resolution as a Special Resolution:

RESOLVED as and by way of a Special Resolution **THAT** the Articles of Association of the Company be altered by substituting for Article 73, the following new Article 73:

73. The qualification of an elected Director, in addition to his being a Member, where required, shall be his holding shares of the nominal value of Rs. 500 at least in his own name, but a Director representing the interests of a Member or Members holding shares of the nominal value of Rs. 500 at least shall require no such share qualification. A Director shall not be qualified as representing the interests of a Member or Members holding shares of the requisite value unless he is appointed as such representative by the Member or Members concerned by notice in writing addressed to the Company specifying the shares of the requisite value appropriated for qualifying such Director. Shares thus appropriated for qualifying a Director shall not, while he continues to be such representative, be appropriated for qualifying any other Director. A Director shall acquire his share qualification within two months from the effective date of his appointment.

Qualification of Directors.

A statement as required by Section 160(1)(b) of the Companies Ordinance 1984, in respect of special business to be considered at the Annual General Meeting is being sent to the Members, along with a copy of this notice.

By Order of the Board

Karachi:
20 March 2013

M ASHRAF BAWANY
Deputy Managing Director

NOTES:

1. Transport will be provided to members of the Company from the Parking Area of the Karachi Stock Exchange at Railway premises, Tower and departure will be at 8:15 a.m. sharp on 29 April 2013.
2. The Share Transfer Books of the Company will be closed from 16 April to 29 April 2013 (both days inclusive).
3. A member entitled to attend, speak and vote at the Annual 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.
4. 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, Shares Registrar Department, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400.
5. CDC Account Holders will further have to follow the guidelines as laid down in Circular 1, dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan. The guidelines have however been incorporated in the notice being sent to the shareholders.