



LINDE PAKISTAN LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

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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

1. 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 (now Section 159(1) of the Companies Ordinance, 2016) 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 Kadrar, Mr. Khaleeq Kayani, Mr. Andrew James Cook and Mr. M Samiullah Siddiqui.

SPECIAL BUSINESS

2. 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:

- a) 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.

- b) 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.

- c) 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.

3. 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 134(3) of the Companies Ordinance, 2016 relating to aforesaid Special Business to be transacted at the EOGM is annexed with the Notice of EOGM.

By Order of the Board

MAZHAR IQBAL

Company Secretary

Karachi: 26 October 2016

NOTES:

1. 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 p.m. sharp on 17 January 2017.
2. The Share Transfer Books of the Company will be closed from 11 January to 17 January 2017 (both days inclusive).
3. 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.

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, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400.
5. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1, dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan:

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 original National Identity Card (NIC) 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 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 the meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with Proxy form to the Company.
6. 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 159(3) of the Companies Ordinance, 2016 together with:
- (a) Consent to act as director in Form 28, duly completed, as required under Section 167(1) of the Companies Ordinance, 2016;
 - (b) 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 251(1)2012 of 16 January 2012; and

- (c) 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, 2016 to act as director of the listed companies.

**STATEMENT UNDER SECTION 134(3)
OF THE COMPANIES ORDINANCE, 2016**

This statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting to be held on 17th January 2017.

AGENDA ITEM 2

Amendments in the Articles of Association

The Companies (E-Voting) Regulations, 2016 provides the members of a company an option to vote electronically at general meetings of a company and a member may in this regard appoint another member or a non-member as their proxy to vote on their behalf through electronic voting. As such, in order to enable electronic voting and to allow non-members to be appointed as a proxy for electronic voting, the Articles of Association of the Company are required to be amended. The approval of the Members is being sought for the specific amendments to the Articles of Association.

The resolution required for the above purpose is set forth in the notice convening the Extraordinary General Meeting and that resolution will be proposed and passed as a Special Resolution.

None of the directors of the Company have any direct or indirect interest in the above said special business.

AGENDA ITEM 3

Transmission of Annual Audited financial statements through CD/DVD/USB

The SECP has allowed listed companies through its SRO 470 (I)/2016 dated 31 May 2016 to circulate the annual balance sheet and profit and loss account, auditor's report and directors' report etc. ("annual audited accounts") to its members through CD/DVD/USB at their registered address instead of transmitting the said accounts in hard copies. The Company shall, however, supply the hard copies of the annual audited accounts to the shareholders, on demand, free of cost upon receipt of Request Form, duly completed, which is available at its website i.e. www.linde.pk

None of the directors of the Company have any direct or indirect interest in the above said special business.

Linde Pakistan Limited
West Wharf, Dockyard Road, Karachi-74000, Pakistan
www.linde.pk

Note:

All section references, wherever appearing in this Notice (both in English and Urdu Versions), are in compliance with the then requirements of the Companies Ordinance, 2016 and the same now please be read as reference to the revived Companies Ordinance, 1984 as follows:

Page # of Notice of EOGM (English language)	Revived Sections of the Companies Ordinance, 1984	Repealed Sections of the Companies Ordinance, 2016
2	178(1)	159(1)
3	160(1)(b)	134(3)
4	178(3)	159(3)
4	184(1)	167(1)
5	160(1)(b)	134(3)

Page # of Notice of EOGM (Urdu language)	Revived Sections of the Companies Ordinance, 1984	Repealed Sections of the Companies Ordinance, 2016
2	178(1)	159(1)
3	160(1)(b)	134(3)
4	178(3)	159(3)
4	184(1)	167(1)
5	160(1)(b)	134(3)