



PAKISTAN OXYGEN LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice of annual general meeting

Notice is hereby given that the 71st Annual General Meeting of **PAKISTAN OXYGEN LIMITED** will be held through video link on Tuesday, the **21st day of April 2020 at 10:00 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 December 31, 2019 and Reports of the Directors and Auditors thereon.
2. To appoint the Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

3. To capitalize a sum of Rs. 65,100,672 out of the un-appropriated profits of the Company for the issuance of 6,510,067 Bonus Shares to the Members of the Company as at the close of business on April 14, 2020 in the proportion of 2 ordinary shares for every 10 ordinary shares held at that date.
4. To consider, and if thought fit, to authorise the Board of Directors of the Company to determine from time to time, under and pursuant to Article 74 of the Company's Articles of Association, the fees payable to the Directors of the Company on such basis as the Board of Directors may determine including, without limiting the generality of the foregoing, the determination of different fees for the members of the Board of Directors, and for the members of each Committee of the Directors, and for the Chairman of the Board of Directors and for the Chairman of any Committee of Directors, for the purposes aforesaid to consider and if thought fit to pass the following resolution as and by way of a Special Resolution, namely:

RESOLVED as and by way of a Special Resolution **THAT** the Board of Directors of the Company be and is hereby authorised to determine from time to time, under and pursuant to Article 74 of the Company's Articles of Association, the meeting fees payable to the Directors of the Company on such basis as the Board of Directors may determine, including, without limiting the generality of the foregoing, the determination of different fees for the members of the Board of Directors, and for the members of each Committee of the Directors, and for the Chairman of the Board of Directors and for the Chairman of any Committee of Directors.

By Order of the Board

Mazhar Iqbal
Company Secretary

Karachi: February 26, 2020

NOTES:

1. The Share Transfer Books of the Company will be closed from April 15, 2020 to April 21, 2020 (both days inclusive).
2. 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.
3. Members are requested to immediately notify any change in their address or bank mandate as registered to the Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi -74400.

4. CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular 1, dated January 26, 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 Computerized National Identity Card (CNIC) or original passport as applicable 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 as applicable 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.

Submission of CNIC/NTN (Mandatory):

According to Securities and Exchange Commission of Pakistan's (SECP) SRO 831(I)/2012 and other relevant rules, the electronic dividend should also bear Computerized National Identity Card (CNIC) number of the registered shareholder or the authorized person, except in the case of minor(s) and corporate shareholders.

As per Regulation No. 6 of the Companies (Distribution of Dividend) Regulations, 2017 and Section 243 of the Companies Act, 2017, the Company will be constrained to withhold payment of dividend to shareholders, in case of non-availability of identification number of the shareholder or authorized person (CNIC or NTN).

Accordingly, the individual members, who have not yet submitted photocopy of their valid CNIC to the Company/Share Registrar, are once again requested to send their CNIC (copy) at the earliest directly to the Company's Share Registrar. Corporate Entities are requested to provide their National Tax Number (NTN).

Unclaimed Dividend:

Shareholders, who could not claim their dividend due to any reason, are advised to contact the Company's Share Registrar, CDC, immediately to collect/enquire about their unclaimed dividend, if any.

The Company, after having completed the prescribed procedures, shall deposit all dividend outstanding for a period of 3 years or more from the date of issue to the Federal Government in case such dividend remains unclaimed in compliance with the requirement of Section 244 of the Companies Act, 2017.

Circulation of Audited Financial Statements through E-mail and by CD/DVD/USB:

Pursuant to Notification SRO No. 470(I)/2016 dated May 31, 2016, the SECP has allowed (in addition to email), circulation of annual balance sheet and profit and loss account, auditors' report and directors' report etc. ("Audited Financial Statements") to the members along with the notice of the Annual General Meeting ("AGM") through CD/DVD/USB to the members at their registered addresses.

Therefore, it is notified to all members that in accordance with Notification SRO No. 470(I)/2016, members who wish to receive the hard copies of the Audited Financial Statements (Annual Report) along with notice of AGM, may send the Standard Request Form to the Company's Share Registrar. The Standard Request Form is available from the Company's website: (www.pakoxygen.com). If a member prefers to receive hard copies for all the future Audited Financial Statements and notice of AGM, then such preference of the member shall be noted in the Standard Request Form.

Availability of Annual Audited Financial Statements on the Company's website:

In accordance with the provisions of Section 223(7) of the Companies Act 2017, the audited financial statements of the Company for the year ended December 31, 2019, are available on the Company's website (www.pakoxygen.com).

Consent for video conference facility:

Members may participate in the meeting via video-link facility. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location outside Karachi, to participate in the meeting through video link at least 7 days prior to the date of meeting, the Company will arrange video link facility subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

In this regard, Members, who wish to participate through video link facility, should send a duly signed request as per the following format to the registered address of the Company at least 7 days before the date of general meeting.

Consent for Video Conference Facility	
I/We/Messrs, _____ of _____, being a member of Pakistan	
Oxygen Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No.	
_____, hereby opt for video link facility at _____.	
Signature of the Member(s) (Please affix company stamp in case of corporate entity)	

Coronavirus contingency planning for annual general meetings of shareholders

In accordance with SECP Circular No. 5 of 2020 dated 17 March 2020, the Company will be taking measures for managing the Annual General Meeting of the Company in consonance with the Government's restrictions on public gatherings. Accordingly the following information is set out below for the convenience of the shareholders of the Company:

(1) Shareholders are urged to send by email, WhatsApp, or any other electronic mean or by post or courier their comments/suggestions for the proposed agenda items of the Annual General Meeting. The details are set out below:

Email address:	mazhar.iqbal@pakoxygen.com
WhatsApp number:	+92 301 8221709
Cell phone number:	+92 301 8221709
Registered Office Address:	Pakistan Oxygen Limited, West Wharf, Dockyard Road, Karachi-74000

2. Shareholders of the Company can also attend the Annual General Meeting via video link to login and participate in the proceedings of the Annual General Meeting through their smartphones or computer devices from their homes or any convenient location after completing meeting attendance formalities.

Shareholders interested in attending the Annual General Meeting via video link are requested to have their particulars registered at least 24 hours before the time of Annual General Meeting with the Company Secretary at the following address:

Email address: mazhar.iqbal@pakoxygen.com

The login facility will be opened at 9:00 a.m. on April 21, 2020 enabling the participants to join the proceedings which will start at 10:00 a.m. sharp.

The shareholders are requested to provide the information as per the below format. The video link will be sent to the shareholders on the email address provided in the below table:

S. No.	Name of Shareholder	CNIC No.	Folio No.	Cell No.	Email address

3. In view of the prevailing situation shareholders are urged to provide proxies.

Statement of Material Facts as Required Under Section 134(3) of The Companies Act, 2017

Agenda Item No. 3

In the opinion of the Directors the financial position of the Company justifies the capitalization of a sum of Rs. 65,100,672 out of unappropriated profits of the Company for the issuance of Bonus Shares in the ratio of 2 ordinary shares for every 10 ordinary shares held. Those persons whose names appear on the Register of Members of the Company as at the close of business on April 14, 2020 will be entitled to the proposed issuance of Bonus Shares in the proportion mentioned above.

Accordingly, the Board of Directors of the Company have recommended that the following resolution be passed as an Ordinary Resolution:

RESOLVED that:

- (i) in pursuance of Article 129 and 130 of the Company's Articles of Association, a sum of Rs. 65,100,672 (Rupees Sixty five million, one hundred thousand and six hundred seventy two) out of unappropriated profits as of December 31, 2019 be capitalised and distributed, by issuing 6,510,067 fully paid ordinary shares of Rs 10 each to the Members of the Company whose names appear in the Register of Members at the close of business on April 14, 2020 in the proportion of 2 bonus shares for every 10 shares held by the entitled Members;
- (ii) the bonus shares so issued shall rank pari passu in all respect with the existing shares of the Company.
- (iii) members' entitlement to fractional shares as a result of their entitlement being less than one ordinary share shall be consolidated into whole shares and sold on the Stock Market and the proceeds so realized shall be distributed to the shareholders entitled to the fraction in proportion to their respective entitlements.
- (iv) the Chief Executive Officer and Chief Financial Officer and/or Company Secretary be and hereby jointly and/or severally authorised to do all acts, deeds and things and take any and all necessary steps to fulfill the legal, corporate and procedural formalities and to file all documents/returns as deemed necessary, expedient and desirable to give effect to this resolution.

The Directors are not personally interested in this business except to the extent of their entitlement to bonus shares as shareholders.

Agenda Item No. 4

The Board of Directors of the Company are of the view that the members of the Board of Directors of the Company and its Committee(s) and especially the Chairman of the Board of Directors and of its Committee devote a substantial portion of their time in the oversight of the business and affairs of the Company and in providing direction and advice to management.

Furthermore, the Chairman of the Board of Directors and the Chairman of each Committee of the Board are responsible for the leadership of the Board or the Committee, as the case may be, and are responsible for ensuring that the Board or the Committee, as the case may be, plays an effective role in discharging its responsibilities and that this places additional obligations on, and requires more time to be given by, the Chairman of the Board and the Chairman of each Committee.

Accordingly, the Board of Directors of the Company is of the view that the Directors fees payable under Article 74 of the Company's Articles of Association cannot be one single fees, and that it would be appropriate to pay a different fee to the Chairman of the Board of Directors and the Chairman of each Committee of the Board and members of the Board of Directors and each committee of the Board depending on the work assigned and the responsibility assumed in those capacities.

For this purpose, the Board of Directors propose that the resolution set forth at item 4 of the Agenda in the Notice convening the Annual General Meeting of the Company to be held on April 21, 2020 be considered and passed as a Special Resolution to give to the Board of Directors of the Company the ability to determine separate fees for members of the Board and each Committee of the Board and the Chairman of the Board and the Chairman of each Committee of the Board.

As and by way of example, the Board of Directors propose that effective January 1, 2020 the fees payable to the Directors for attending meetings of the Directors or any committee of Directors shall be Rs. 50,000 per meeting and Rs. 75,000 per meeting for non-executive Directors and independent Directors, respectively and that the fees payable to the Chairman of the Board of Directors for attending meetings of the Directors and its Committees shall be Rs. 500,000 per meeting subject to an annual cap of Rs. 10 million. The above mentioned fees will be reviewed by the Board from time to time and the payment of fees to the members and Chairman of the Board and each of the Committees of the Board shall be determined in due course.

As required, the fees annually paid to the Directors shall be disclosed in the annual accounts of the Company.

The members of the Board of Directors are interested in this matter to the extent of the meeting fees determined by the Board of Directors from time to time and fees that each of them will be paid pursuant to such determination.