

Our Reference: SEC/D.7/018

22 March 2016

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

Dear Sir

NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Regulation # 5.6.4(b) of the Pakistan Stock Exchange Regulations, we are pleased to send herewith in advance a copy of the Notice of our Company's Annual General Meeting (AGM) to be held on Tuesday, 26 April 2016 for your information.

We are also sending herewith photocopies of the advertisements on Notice of AGM in English and Urdu versions which are tentatively scheduled to be published in one issue each of a daily newspaper in English language and a daily newspaper in Urdu language on Friday, 25 March 2016 in terms of Section 158(3) of the Companies Ordinance, 1984.

Thanking you

Yours truly

  
Mazhar Iqbal  
Company Secretary

Encl: as above

Copy to : Securities & Exchange Commission of Pakistan (SECP), Islamabad

**Linde Pakistan Limited**

P.O.Box 4845 Dockyard Road,  
West Wharf, Karachi - 74000  
Phone +9221 3231 3361-9  
Fax: +9221 3231 2968 & 3231 1809  
<http://www.linde.com>, [www.linde.pk](http://www.linde.pk)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty-seventh Annual General Meeting of **LINDE PAKISTAN LIMITED** will be held on Tuesday, 26<sup>th</sup> day of April 2016 at 9:30 a.m. at the Company's Registered Office, West Wharf, Dockyard Road, Karachi to transact the following business:

1. To receive and consider the Financial Statements of the Company for the year ended 31 December 2015 and Reports of the Directors and Auditors thereon.
2. To consider and, if thought fit, to authorise the payment of final dividend of Rs 3.75 per ordinary share of Rs 10/= each for the year ended 31 December 2015 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 12 April 2016.
3. To appoint the Auditors of the Company and to fix their remuneration.

By Order of the Board

**MAZHAR IQBAL**  
Company Secretary

Karachi: 25 February 2016

### NOTES:

1. Transport will be provided to members of the Company from the Parking Area of the Pakistan Stock Exchange Limited at Railway premises, near Tower and departure will be at 8:45 a.m. sharp on 26 April 2016.
2. The Share Transfer Books of the Company will be closed from 13 April to 26 April 2016 (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 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 Computerized National Identity Card (CNIC) 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.

**Submission of CNIC (Mandatory)**

Pursuant to the directives of the Securities & Exchange Commission of Pakistan (SECP), CNIC numbers of shareholders are mandatorily required to be mentioned on dividend warrants. Shareholders are therefore once again requested to submit a copy of their CNIC (if not already provided) to the Company's Share Registrar, Central Depository Company of Pakistan Limited, Share Registrar Department, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400. In the absence of a member's valid CNIC, the Company will be constrained to withhold dispatch of dividend warrants to such members.

**Dividend Mandate (Optional)**

Pursuant to SECP Circular No. 18 of 2012, a shareholder may, if so desire, direct the Company to pay dividend through his/her/its bank account. In this regard, shareholders are advised to submit application to the Company's Share Registrar giving particulars relating to their name, folio number, title of account, bank account number, the bank's name and complete mailing address of the bank. Please note that this dividend mandate is optional and not compulsory.

**Payment of Cash Dividend Electronically (Optional)**

In compliance with the SECP's Circular No.8(4)SM/CDC 2008 dated 5 April 2013, the Company wishes to inform its shareholders that under the law they are also entitled to receive their cash dividend directly in their bank accounts instead of receiving it through dividend warrants. Accordingly, shareholders, wishing to exercise this option, may submit their application to the Company's Share Registrar, stating therein particulars as required above under the Bank Mandate.

## Consent for Circulation of Audited Financial Statements through E-mail

Pursuant to SRO No. 787(I)2014 dated 8<sup>th</sup> September 2014, the SECP has allowed circulation of Audited Financial Statements (Annual Report) to the shareholders along with the notice of the Annual General Meeting (AGM) through e-mail. Therefore, it is notified once again to all members, who opt to receive Audited Financial Statements (Annual Report) along with notice of AGM, may send their written consent and e-mail address to the Company's Share Registrar. A standard consent form for electronic transmission may be downloaded from the Company's website: [www.linde.pk](http://www.linde.pk).

## Deduction of Withholding Tax on the amount of Dividend U/S 150 of the Income Tax Ordinance, 2001 (Mandatory)

The Government of Pakistan has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 through Finance Act, 2015 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These rates are as under:

(a)	For filers of income tax returns	:	12.5%
(b)	For non-filers of income tax returns	:	17.5%

To enable the Company to make a tax deduction on the amount of cash dividend @ 12.5% instead of 17.5%, all the 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 immediately to make sure that their names are entered into ATL by the close of business on 12 April 2016, otherwise tax on their cash dividend will be deducted @ 17.5% instead of 12.5%. For any query/problem/information, the investors may contact the Company and/or the Share Registrar.

Further, according to clarification received from Federal Board of Revenue (FBR), withholding 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 furnish shareholding details of Principal shareholder and Joint-holder(s) in respect of shares held by them to the Company's Share Registrar in writing in the following manner by close of business on 12 April 2016:

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 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 certificates to the Company's Share Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.



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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 been incorporated in the notice being sent to the shareholders.

### Submission of CNIC (Mandatory)

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