

Our Reference: SEC/D.7/037

29 March 2017

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 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 Saturday, 1 April 2017 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**

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty-eighth Annual General Meeting of **LINDE PAKISTAN LIMITED** will be held on Wednesday, 26th day of April 2017 at 9:00 a.m. at the Company's Registered Office, West Wharf, Dockyard Road, Karachi to transact the following business:

- To receive and consider the Financial Statements of the Company for the year ended 31 December 2016 and Reports of the Directors and Auditors thereon.
- To consider and, if thought fit, to authorise the payment of final dividend of Rs 3.50 per ordinary share of Rs 10/- each for the year ended 31 December 2016 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 2017.
- To appoint the Auditors of the Company and to fix their remuneration.

By Order of the Board

**MAZHAR IQBAL**  
Company Secretary

Karachi: 27 February 2017

### NOTES:

- 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 8:15 a.m. sharp on 26 April 2017.
- The Share Transfer Books of the Company will be closed from 13 April to 26 April 2017 (both days inclusive).
- 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.
- Members are requested to immediately notify any change in their address or bank mandate as registered to the Company's Shares 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.
- CDC Account Holders will further have to follow the undermentioned 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)

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 Shares 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. In case of non-receipt of valid CNICs, the Company will be constrained to withhold dispatch of dividend warrants to such shareholders.

### Dividend Mandate (Optional)

Pursuant to SECP's 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 Shares 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.

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

Pursuant to Notification SRO No. 470(I)/2016 dated 31 May 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 sent 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 Shares Registrar. The Standard Request Form is available from the Company's website: [www.linde.pk](http://www.linde.pk). 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.

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

As per Section 150 of the Income Tax Ordinance, 2001, different rates are prescribed for deduction of withholding tax on the gross 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 | : | 20.0% |

To enable the Company to make a tax deduction on the amount of cash dividend @ 12.5% instead of 20.0%, 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 2017, otherwise tax on their cash dividend will be deducted @ 20.0% instead of 12.5%. For any query/problem/ information, the investors may contact the Company and/or the Shares 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 Shares Registrar in writing in the following manner by close of business on 12 April 2017:

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

### Consent for video conference facility:

For this Annual General Meeting, under following conditions, members can also avail video conference facility at Karachi.

If the Company receives consent from members holding in aggregate 10% or more shareholdings, residing at any geographical location, to participate in the meeting, the Company will arrange video conference facility in that city 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 conference facility at Karachi should send a duly signed request as per the following format to the registered address of the Company at least 10 days before the date of general meeting.

I, We \_\_\_\_\_ of \_\_\_\_\_ being a member of Linde Pakistan Limited, holder of \_\_\_\_\_ ordinary share(s) as per registered Folio No./CDC Account No. \_\_\_\_\_ hereby opt for video conference facility at Karachi.

