

Our Reference: SEC/D.7/094

30 December 2019

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

Dear Sir

Subject: **Notice of Annual General Meeting**

As required under Clause 5.6.4(b) of PSX Regulations, we are pleased to send herewith in advance a copy of each of the Notice of our Company's Extraordinary General Meeting (EOGM) in English and Urdu languages for your information. The EOGM is scheduled to be held on Thursday, 23 January 2020.

We are also sending herewith scanned copies of the advertisements on Notice of EOGM, both in English and Urdu versions, which are tentatively scheduled to appear in the newspapers (The Daily Business Recorder – English and The Daily Duniya News – Urdu) on 1 January 2020.

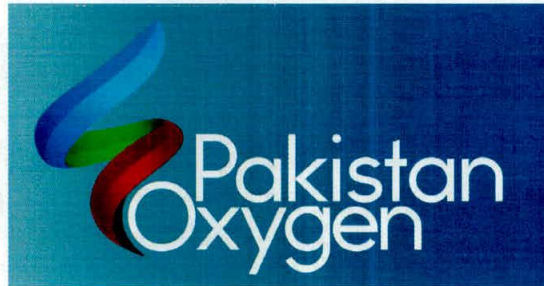
Yours Sincerely

A handwritten signature in blue ink, appearing to read 'Mazhar Iqbal', with some scribbles and a long tail extending downwards.

Mazhar Iqbal
Company Secretary

Encl: As above

Copy to: The Executive Director/HOD
Securities & Exchange Commission of Pakistan
Corporate Supervision Department-Company Law Division
NIC Building, 63 Jinnah Avenue
Islamabad



PAKISTAN OXYGEN LIMITED

**NOTICE OF
EXTRAORDINARY GENERAL MEETING**

23rd January 2020



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of **PAKISTAN OXYGEN LIMITED** will be held on Thursday, the 23rd day of January 2020 at 3:00 p.m. at the Company's Registered Office, West Wharf, Dockyard Road, Karachi to transact the following business:

Ordinary Business

1. To elect 10 (Ten) Directors of the Company as fixed by the Board of Directors in their meeting held on 16 December 2019 in accordance with Section 159 of the Companies Act, 2017 for a period of 3 years commencing from 30 January 2020. The retiring directors are Mr. Waqar Ahmed Malik, Mr. Atif Riaz Bokhari, Mr. Fawad Anwar, Mr Siraj Ahmed Dadabhoj, Syed Hasan Ali Bukhari, Mr. Shahid Mehmood Umerani, Sheikh Muhammad Abdullah, Mr. Feroz Rizvi and Mr. Muhammad Zindah Moin Mohajir.

Special Business

2. To consider and, if deemed appropriate, pass with or without modification, the following resolution as Special Resolution:

RESOLVED as and by way of Special Resolution **THAT** the Authorized Share Capital of the Company be and is hereby increased from Rs. 400,000,000 (Rupees Four Hundred Million) divided into 40,000,000 ordinary shares of Rs. 10/- each to Rs. 700,000,000 (Rupees Seven Hundred Million) divided into 70,000,000 ordinary shares of Rs. 10/- each and **THAT** the existing Clause 5 of Memorandum of Association of the Company be and is hereby amended to read as follows:

Clause 5 of the Memorandum of Association

The share capital of the Company is Rs. 700,000,000 (Rupees Seven Hundred Million) divided into 70,000,000 ordinary shares of Rs. 10 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any special rights, privileges, conditions or restrictions.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to take necessary steps and execute documents as may be expedient for the purpose of giving effect to the spirit and intent of the above resolutions.

A statement of material facts as required under Section 134(3) of the Companies Act 2017 is annexed to this Notice of Meeting and is being sent to the Members.

By Order of the Board

Mazhar Iqbal
Company Secretary

Karachi: 16 December 2019



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTES:

1. Transport will be provided to members of the company from parking area of Pakistan Stock Exchange Limited, near Tower and departure will be at 2:15 p.m. sharp, on 23 January 2020.
2. The Share Transfer Books of the Company will be closed from 17 January 2020 to 23 January 2020 (both days inclusive) for the purpose of the Extraordinary General Meeting.
3. Only those persons whose names appear in the Register of Members of the Company at the close of business on 16 January 2020 are entitled to attend and vote at the Extraordinary General Meeting.
4. A member entitled to attend and vote at the Extraordinary General Meeting may appoint another Member as his/her proxy to attend and vote on his/her behalf provided that a Corporation, being a member of the Company, may appoint as its proxy a person who is not a member of the Company. 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.
5. Members are requested to immediately notify any change in their registered address 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.

Requirements for attending Extraordinary General Meeting:

6. 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 Computerised 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.



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- 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.

Electronic Voting:

7. Members can exercise their right to demand a poll subject to meeting requirements of Section 143 – 145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.

Consent For Video Conference Facility:

8. If the Company receives consent from the members residing in a geographical location, holding in aggregate 10% or more shareholding in the Company, to participate in the meeting through video conference at least 7 days prior to the date of Extraordinary General Meeting, it will arrange video conference facility in pursuance of SECP's Circular No. 10 of 2014 dated 21 May 2014, subject to availability of such facility in that city.

To avail this facility, please provide the following information to the Company's Share Registrar and email: info@cdcsrsl.com

I/We, being a member of Pakistan Oxygen Limited, holder of ordinary share(s) as registered under Folio No. _____ hereby opt for video conference facility at _____ (please insert name of the city).

Signature of the Member(s)

Unclaimed bonus shares and dividend:

9. Any shares issued or dividend declared by the Company, which remained unclaimed/unpaid for a period of three years from the date on which it was due and payable, are required to be deposited with Securities and Exchange Commission of Pakistan for the credit of Federal Government after



NOTICE OF EXTRAORDINARY GENERAL MEETING

issuance of notices to the shareholders to file their claim. The details of the shares issued, and dividend declared by the Company, which have remained due for more than three years, were sent to shareholders. Shareholders are requested to ensure that their claims for shares and dividend are lodged promptly. In case no claim is lodged with the Company in the given time, the Company shall after giving notice in the newspaper proceed to deposit the shares and unclaimed/unpaid dividend with the Federal Government pursuant to the provision of Section 244(2) of the Companies Act, 2017.

STATEMENT OF MATERIAL FACTS AS REQUIRED UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This Statement is annexed to the Notice of the Extraordinary General Meeting of **PAKISTAN OXYGEN LIMITED** to be held on Thursday, the 23rd day of January 2020 at 3:00 pm. at the Company's Registered Office, West Wharf, Dockyard Road, Karachi at which certain Special Business is to be transacted. The purpose of this Statement is to set forth the material facts concerning such Special Business.

Agenda Item No. 2 – Increase in authorised share capital and Amendments in Memorandum of Association.

The Authorized Share Capital of the Company is being increased to cater for the future increase in the paid-up share capital of the Company. Accordingly, the Board of Directors of the Company has recommended the increase in the Authorized Share Capital of the Company from Rs. 400,000,000 (Rupees Four Hundred Million) divided into 40,000,000 ordinary shares of Rs. 10/- each to Rs. 700,000,000 (Rupees Seven Hundred Million) divided into 70,000,000 ordinary shares of Rs. 10/- each. The new ordinary shares when issued shall rank pari passu with the existing ordinary shares in all respect.

In view of the increase in the Authorized Share Capital consequential amendments will require to be made to the capital clause (Clause 5) of the Memorandum of Association of the Company.

For this purpose, a Special Resolution is required to be considered and approved in the afore-said Extraordinary General Meeting, which is set out at agenda item 2 in the Notice of the Extraordinary General Meeting.

The Board confirms that to the best of their knowledge and belief, the proposed alterations are in line with the applicable provisions of the law and regulatory framework.

The Directors of the Company have no personal interest in the increase of Authorized Share Capital whether directly or indirectly except to the extent of the shareholding held by them in the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

The existing and proposed altered provision of the Memorandum of Association is as follows:

EXISTING	PROPOSED
<p>Clause 5 of the Memorandum of Association</p> <p>5. The share capital of the Company is Rs. 400,000,000 (Rupees Four Hundred Million) divided into 40,000,000 ordinary shares of Rs. 10 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any special rights, privileges, conditions or restrictions.</p>	<p>Clause 5 of the Memorandum of Association</p> <p>5. The share capital of the Company is Rs. 700,000,000 (Rupees Seven Hundred Million) divided into 70,000,000 ordinary shares of Rs. 10 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any special rights, privileges, conditions or restrictions.</p>

کمپنیز ایکٹ، 2017 کے سیکشن (3) 134 کے تحت درکار مادی حقائق کی اسٹیٹمنٹ

یہ اسٹیٹمنٹ پاکستان آکسیجن لمیٹڈ کا غیر معمولی جلسہ عام کی اطلاع کے ساتھ منسلک کر دی گئی ہے جو کمپنی کے رجسٹرڈ دفتر بمقام ویسٹ وہارف، ڈاکٹر ایڈروڈ، کراچی پر بروز جمعرات مورخہ 23 جنوری 2020ء بوقت 3:00 بجے سہ پہر منعقد ہوگا جس میں خصوصی امور انجام دیے جائیں گے۔ اس اسٹیٹمنٹ کا مقصد ایسے خصوصی امور سے متعلق مادی حقائق کی وضاحت کرنا ہے۔

ایجنڈا آئٹم نمبر ۲۔ مجاز سرمایہ حصص میں اضافہ اور میمورینڈم آف ایسوسی ایشن میں ترامیم کرنا

مستقبل میں کمپنی کے ادا شدہ سرمایہ حصص کے اضافے کی ضرورت کو پورا کرنے کیلئے کمپنی کے مجاز سرمایہ حصص میں اضافہ کیا جا رہا ہے۔ کمپنی کے بورڈ آف ڈائریکٹرز کے مطابق کمپنی کے مجاز سرمایہ حصص میں اضافے کی تجویز دی گئی ہے جو 400,000,000 روپے (چار سو ملین روپے) جو 40,000,000 عام حصص بحساب فی حصص 10 روپے پر مشتمل تھا، سے بڑھا کر 700,000,000 روپے (سات سو ملین روپے) جو 70,000,000 عام حصص بحساب فی حصص 10 روپے کر دیا گیا ہے۔ جاری ہونے والے نئے عام حصص ہر لحاظ سے موجودہ عام حصص کے ساتھ پاری پاسو کی حیثیت کے حامل ہوں گے۔

مجاز سرمایہ حصص میں اضافے کو مد نظر رکھتے ہوئے کمپنی کے میمورینڈم آف ایسوسی ایشن کی کیپٹل کلارز (کلاز ۵) میں ضمنی ترامیم درکار ہوں گی۔

اس مقصد کیلئے آئندہ منعقد ہونے والے غیر معمولی جلسہ عام میں خصوصی قرارداد پر غور اور اس کی منظوری درکار ہوگی جس کی وضاحت غیر معمولی جلسہ عام کی اطلاع میں ایجنڈا آئٹم نمبر ۲ میں کی گئی ہے۔

بورڈ اپنی تمام بہتر معلومات کی بنیاد پر اس بات کی تصدیق کرتا ہے کہ مجوزہ ترامیم قانون اور ریگولیشنری ڈھانچے کی قابل اطلاق شرائط کے مطابق ہیں۔

کمپنی کے ڈائریکٹرز کا کمپنی میں ان کے ملکیتی حصص کے علاوہ براہ راست یا بالواسطہ مجاز سرمایہ حصص کے اضافے میں کوئی ذاتی دلچسپی نہیں ہے۔

میمورینڈم آف ایسوسی ایشن کی موجودہ اور مجوزہ ترامیم شدہ شق درج ذیل ہیں:

مجوزہ	موجودہ
میمورینڈم آف ایسوسی ایشن کی شق نمبر ۵	میمورینڈم آف ایسوسی ایشن کی شق نمبر ۵
کمپنی کا سرمایہ حصص 700,000,000 روپے (سات سو ملین روپے) جو 70,000,000 عام حصص بحساب فی حصص 10 روپے ہے۔ اصل حصص یا کسی بھی اضافی سرمایہ حصص کی متعدد درجہ بندی کی جاسکتی ہے اور کوئی بھی متعلقہ حقوق، امتیازی حقوق، شرائط یا پابندیاں ان سے منسلک کی جاسکتی ہیں۔	کمپنی کا مجاز سرمایہ حصص 400,000,000 روپے (چار سو ملین روپے) جو 40,000,000 عام حصص بحساب فی حصص 10 روپے پر مشتمل ہے۔ اصل حصص یا کسی بھی اضافی سرمایہ حصص کی متعدد درجہ بندی کی جاسکتی ہے اور کوئی بھی متعلقہ حقوق، امتیازی حقوق، شرائط یا پابندیاں ان سے منسلک کی جاسکتی ہیں۔

اطلاع برائے غیر معمولی جلسہ عام

بذریعہ مطلع کیا جاتا ہے کہ پاکستان آکسیجن لمیٹڈ کا غیر معمولی جلسہ عام مورخہ 23 جنوری 2020ء بوقت 3:00 بجے سہ پہر کمپنی کے رجسٹرڈ دفتر بمقام ویسٹ وہارف، ڈاکٹار ڈروڈ، کراچی پر درج ذیل امور کی انجام دہی کیلئے منعقد ہوگا:

عمومی کارروائی:

۱۔ کمپنیز ایکٹ 2017 کے سیکشن 159 کے تحت 30 جنوری 2020 سے تین سال کی مدت کیلئے کمپنی کے 10 (دس) ڈائریکٹرز کا انتخاب کرنا جیسا کہ بورڈ آف ڈائریکٹرز کی جانب سے 16 دسمبر 2019 کو ہونے والے اجلاس میں متعین کیا گیا ہے۔ ریٹائر ہونے والے ڈائریکٹرز جناب وقار احمد ملک، جناب عاطف ریاض بخاری، جناب فواد انور، جناب سراج احمد دادا بھوٹا، سید حسن علی بخاری، جناب شاہد محمود عمرانی، جناب شیخ محمد عبداللہ، جناب فیروز رضوی اور جناب محمد زندہ معین مہاجر ہیں۔

خصوصی کارروائی:

۲۔ درج ذیل قرارداد پر خصوصی قرارداد کی حیثیت سے غور کرنا اور اگر مناسب سمجھا جائے تو کسی ترمیم یا اس کے بغیر منظور کرنا:
قرارداد کا سرمایہ حصص 400,000,000 روپے (چار سو ملین روپے) جو 40,000,000 عام حصص بحساب فی حصص 10 روپے پر مشتمل تھا، سے بڑھا کر 700,000,000 روپے (سات سو ملین روپے) جو 70,000,000 عام حصص بحساب فی حصص 10 روپے کر دیا گیا ہے اور یہ کہ کمپنی کے میمورینڈم آف ایسوسی ایشن کی موجودہ شق نمبر 5 میں ترمیم کی گئی ہے جسے درج ذیل کے مطابق پڑھا جائے:

میمورینڈم کی شق نمبر 5

کمپنی کا سرمایہ حصص 700,000,000 روپے (سات سو ملین روپے) جو 70,000,000 عام حصص بحساب فی حصص 10 روپے ہے۔ اصل حصص یا کسی بھی اضافی سرمایہ حصص کی متعدد درجہ بندی کی جاسکتی ہے اور کوئی بھی متعلقہ حقوق، امتیازی حقوق، شرائط یا بندیاں ان سے منسلک کی جاسکتی ہیں۔

مزید قرارداد پر یا کمپنی کے سیکریٹری کو بذریعہ ہذا قرارداد دیا جاتا ہے کہ وہ اس سلسلے میں ضروری اقدامات کرے اور دستاویزات پر عملدرآمد کرے جو درج بالا قرارداد پر عمل کیلئے ضروری ہوں۔

مادی حقائق پرینی انٹیمینٹ جو کہ کمپنیز ایکٹ 2017 کے سیکشن (3) 134 کے تحت درکار ہے، ممبرز کو غیر معمولی اجلاس عام کی اطلاع کی نقل کے ہمراہ ارسال کر دی جائے گی۔

بحکم بورڈ
مظہر اقبال
کمپنی سیکریٹری

کراچی: 16 دسمبر 2019ء

نوٹس:

- ۱۔ کمپنی ممبران کیلئے پاکستان اسٹاک ایکسچینج کے پارکنگ ایریا نزد ٹاور سے ٹرانسپورٹ کی سہولت میسر ہوگی جو 23 جنوری 2020 کو ٹھیک 2:15 بجے سہ پہر روانہ ہوگی۔
- ۲۔ کمپنی کا شیئر ٹرانسفر رجسٹرڈ غیر معمولی جلسہ عام کیلئے مورخہ 17 جنوری 2020 تا 23 جنوری 2020ء (بشمول دونوں ایام) بند رہے گا۔
- ۳۔ صرف وہ افراد جن کے نام 16 جنوری 2020 کو کاروباری اوقات کے اختتام پر کمپنی کے ممبر رجسٹرڈ میں درج ہوں گے، غیر معمولی جلسہ عام میں شرکت اور ووٹ دینے کے اہل ہوں گے۔
- ۴۔ کوئی ممبر جو غیر معمولی جلسہ عام میں شرکت کرنے اور ووٹ ڈالنے کا حقدار ہے، وہ اپنی جگہ دوسرے ممبر کو شرکت کرنے اور ووٹ ڈالنے کیلئے پراکسی مقرر کرنے کا اختیار رکھتا ہے بشرطیکہ کارپوریشن، کمپنی کے ممبر کی حیثیت سے ایسے فرد کو بطور پراکسی مقرر کر سکتی ہے جو کمپنی کا ممبر نہ ہو۔ پراکسی کے موثر ہونے کیلئے اس کی اطلاع کمپنی کے رجسٹرڈ دفتر میں اجلاس شروع ہونے کے مقررہ وقت سے کم از کم 48 گھنٹے پہلے وصول ہونا لازمی ہے۔
- ۵۔ ممبران سے درخواست ہے کہ وہ اپنے پتے میں کسی تبدیلی کی صورت میں فوری طور پر مطلع کریں جو کمپنی کے شیئر رجسٹرار سی ڈی سی شیئر رجسٹرار سرورس لمیٹڈ، سی ڈی سی ہاؤس، B-99 بلاک B، ایس۔ ایم۔ سی۔ ایچ۔ ایس، مین شاہراہ فیصل، کراچی-74400 کے پاس رجسٹرڈ ہے۔

Pakistan Oxygen Limited

P.O.Box 4845 Dockyard Road, West Wharf, Karachi - 74000, Pakistan

Phone: +9221 3231 3361 (9-lines) | Fax: +9221 3231 2968 & 3231 1809

Email: info@pakoxygen.com | website: www.pakoxygen.com

فارم برائے پراکسی غیر معمولی جلسہ عام

میں / ہم _____ سکنہ _____ ضلع _____ بحیثیت ممبر
پاکستان آکسیجن لمیٹڈ، بذریعہ ہذا کمپنی کے ممبر _____ سکنہ _____ کو اپنا پراکسی مقرر کرتا ہوں / کرتی ہوں /
کرتے ہیں اور اس کی عدم موجودگی میں کمپنی کے دوسرے ممبر _____ کو اپنی جگہ کمپنی کے سالانہ اجلاس عام میں جو 23 جنوری 2020 کو
منعقد ہوگا یا کوئی النواشدہ اجلاس ہو، میں شرکت کرنے اور میری / ہماری جگہ ووٹ دینے کا حق دار مقرر کرتا ہوں / کرتی ہوں / کرتے ہیں۔

میں / ہم نے آج مورخہ ----- 2020 کو درج ذیل کی موجودگی میں دستخط کئے۔

_____	1. دستخط	_____	2. دستخط
_____	نام	_____	نام
_____	پتہ	_____	پتہ
_____	سی این آئی سی یا پاسپورٹ نمبر	_____	سی این آئی سی یا پاسپورٹ نمبر

فولیو ای سی ڈی سی اکاؤنٹ نمبر

دس روپے کے ریونیو اسٹیپ پر دستخط

دستخط، کمپنی کے پاس رجسٹرڈ نمونے کے دستخط کے مطابق ہونے چاہئیں۔

اہم نوٹ:

- یہ پراکسی فارم مکمل پر شدہ اور دستخط شدہ، کمپنی کے رجسٹرڈ دفتر واقع ویسٹ وہارف، ڈاکیا روڈ، کراچی میں اجلاس کے انعقاد کے وقت سے کم از کم 48 گھنٹے قبل لازماً وصول ہو جانا چاہئے۔
- کوئی شخص جو خود کمپنی کا ممبر نہ ہو، پراکسی مقرر نہیں کیا جاسکتا سوائے کارپوریشن کے جو کسی ایسے شخص کو پراکسی مقرر کر سکتی ہے جو کمپنی کا ممبر نہ ہو۔
- اگر کوئی شخص ایک سے زیادہ پراکسی مقرر کرتا ہے اور کمپنی کے پاس ایک سے زیادہ پراکسی فارم جمع کرانا ہے تو پراکسی کی ایسی تمام دستاویزات غیر مؤثر قرار دی جائیں گی۔

سی ڈی سی اکاؤنٹ ہولڈرز / کارپوریٹ اداروں کیلئے:

- پراکسی فارم پر دو گواہان کے دستخط ہونے چاہئیں جن کے نام، پتے اور سی این آئی سی نمبر فارم پر درج ہوں۔
- بینیفیشل انزوار پراکسی کے سی این آئی سی یا پاسپورٹ کی تصدیق شدہ کاپیاں پراکسی فارم کے ساتھ فراہم کی جائیں۔
- پراکسی کو اجلاس میں شرکت کے وقت اپنا اصل سی این آئی سی یا پاسپورٹ پیش کرنا ہوگا۔
- کارپوریٹ ادارہ ہونے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی اور نمونے کے دستخط (اگر پہلے سے جمع نہ کرائے گئے ہوں) کمپنی کو فراہم کرنا لازمی ہے۔



**FORM OF PROXY
EXTRAORDINARY GENERAL MEETING**

I/We _____ of _____ in the district of _____ being a Member of **Pakistan Oxygen Limited**, hereby appoint _____ of _____ as my/our proxy, and failing him/her _____ of _____ another Member of the Company to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on the 23rd day of January 2020 and at any adjournment thereof.

Signed on this _____ day of _____ 2020 in the presence of:

- | | |
|---|---|
| 1. Signature _____
Name _____
Address _____
CNIC or Passport No. _____ | 2. Signature _____
Name _____
Address _____
CNIC or Passport No. _____ |
|---|---|

Folio / CDC Account No.

Signature on Revenue
Stamp of Rs. 10/-

This signature should agree with the specimen registered with the Company

Important:

- This Proxy Form, duly completed and signed, must be received at the Registered Office of the Company, West Wharf, Dockyard Road, Karachi not less than 48 hours before the time of holding the meeting.
- No person shall act as proxy unless he/she himself/herself is a member of the Company, except that a corporation may appoint a person who is not a member.
- If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.

For CDC Account Holders/Corporate Entities:

In addition to the above the following requirements have to be met:

- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- 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.



PAKISTAN OXYGEN LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of **PAKISTAN OXYGEN LIMITED** will be held on Thursday, the 23rd day of January 2020 at 3:00 p.m. at the Company's Registered Office, West Wharf, Dockyard Road, Karachi to transact the following business:

Ordinary Business:

1. To elect 10 (Ten) Directors of the Company as fixed by the Board of Directors in their meeting held on 16 December 2019 in accordance with Section 159 of the Companies Act, 2017 for a period of 3 years commencing from 30 January 2020. The retiring Directors are Mr. Waqar Ahmed Malik, Mr. Atif Riaz Bokhari, Mr. Fawad Anwar, Mr. Siraj Ahmed Dadabhoi, Syed Hasan Ali Bukhari, Mr. Shahid Mehmood Umerani, Sheikh Muhammad Abdullah, Mr. Feroz Rizvi and Mr. Muhammad Zindah Moin Mohajir.

Special Business:

2. To consider and, if deemed appropriate, pass with or without modification, the following resolution as Special Resolution:

RESOLVED as and by way of Special Resolution **THAT** the Authorized Share Capital of the Company be and is hereby increased from Rs. 400,000,000 (Rupees Four Hundred Million) divided into 40,000,000 ordinary shares of Rs. 10/- each to Rs. 700,000,000 (Rupees Seven Hundred Million) divided into 70,000,000 ordinary shares of Rs. 10/- each and **THAT** the existing Clause 5 of Memorandum of Association of the Company be and is hereby amended to read as follows:

Clause 5 of the Memorandum of Association

The share capital of the Company is Rs. 700,000,000 (Rupees Seven Hundred Million) divided into 70,000,000 ordinary shares of Rs. 10 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any special rights, privileges, conditions or restrictions.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to take necessary steps and execute documents as may be expedient for the purpose of giving effect to the spirit and intent of the above resolutions.

A statement of material facts as required under Section 134(3) of the Companies Act, 2017 will be sent to the Members along with a copy of the notice of the Extraordinary General Meeting.

By Order of the Board

MAZHAR IQBAL
Company Secretary

Karachi: 16 December 2019

NOTES:

1. Transport will be provided to members of the company from parking area of Pakistan Stock Exchange Limited, near Tower and departure will be at 2:15 p.m. sharp, on 23 January 2020.
2. The Share Transfer Books of the Company will be closed from 17 January 2020 to 23 January 2020 (both days inclusive) for the purpose of the Extraordinary General Meeting.
3. Only those persons whose names appear in the Register of Members of the Company at the close of business on 16 January 2020 are entitled to attend and vote at the Extraordinary General Meeting.
4. A member entitled to attend and vote at the Extraordinary General Meeting may appoint another Member as his/her proxy to attend and vote on his/her behalf, provided that a Corporation, being a member of the Company, may appoint as its proxy a person who is not a member of the Company. 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.
5. Members are requested to immediately notify any change in their address, 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.

Requirements for attending Extraordinary General Meeting:

6. 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.

Electronic Voting:

7. Members can exercise their right to demand a poll subject to meeting requirements of Section 143-145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.

Consent for Video Conference Facility:

8. If the Company receives consent from the members residing in a geographical location, holding in aggregate 10% or more shareholding in the Company, to participate in the meeting through video conference, at least 7 days prior to the date of Extraordinary General Meeting, it will arrange video conference facility in pursuance of SECP's Circular No. 10 of 2014 dated 21 May 2014, subject to availability of such facility in that city.

To avail this facility, please provide the following information to the Company's Share Registrar and email: info@cdcsrsl.com

I/We, being a member of Pakistan Oxygen Limited, holder of ordinary share(s) as registered under Folio No. _____ hereby opt for video conference facility at _____ (please insert name of the city).

Signature(s) of the Member(s)

Unclaimed bonus shares and dividend:

9. Any shares issued or dividend declared by the Company, which remained unclaimed/unpaid for a period of three years from the date on which it was due and payable, are required to be deposited with Securities and Exchange Commission of Pakistan for the credit of Federal Government, after issuance of notices to the shareholders to file their claim. The details of the shares issued, and dividend declared by the Company, which have remained due for more than three years, were sent to shareholders. Shareholders are requested to ensure that their claims for shares and dividend are lodged promptly. In case no claim is lodged with the Company in the given time, the Company shall after giving notice in the newspaper proceed to deposit the shares and unclaimed/unpaid dividend with the Federal Government pursuant to the provision of Section 244(2) of the Companies Act, 2017.

