

12 February 2020

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

Dear Sir,

NOTICE OF EXTRAORDINARY GENERAL MEETING

We enclose a copy of the Notice of Extraordinary General Meeting scheduled to be held on 10 March 2020 which is to be published in newspapers for your information and record.

Kindly acknowledge.

Yours faithfully,

For COLGATE-PALMOLIVE (PAKISTAN) LIMITED


(MANSOOR AHMED)

Company Secretary

Encl.: As above



**COLGATE-PALMOLIVE (PAKISTAN) LIMITED**

Lakson Square, Building No.2, Sarwar Shaheed Road, Karachi-74200.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **COLGATE-PALMOLIVE (PAKISTAN) LIMITED** will be held on Tuesday, March 10, 2020 at 10.30 a.m. at Avari Towers Hotel, Fatima Jinnah Road, Karachi to transact the following business:

SPECIAL BUSINESS

- 1) To ratify the increase by the Directors of the number of the Directors on the Company's Board of Directors from Seven (7) to Eight (8) Directors.

ORDINARY BUSINESS

- 2) To elect Eight (8) Directors on the Company's Board of Directors as fixed by the Board for a term of three (3) years commencing on March 10, 2020 if approved by the shareholders, otherwise to elect seven (7) Directors on the Company's Board of Directors for a term of three (3) years commencing on March 10, 2020. The retiring directors are M/s. Iqbal Ali Lakhani, Zulfiqar Ali Lakhani, Amin Mohammed Lakhani, Tasleemuddin A. Batlay, Aliya Seeda Khan, Peter John Graylin and Mukul Vinayak Deoras. The retiring Directors are eligible for re-election.

Statement under section 134 of the Companies Act, 2017 in the above matter is being sent to the members alongwith the notice.

KARACHI: February 10, 2020

By Order of the Board
(MANSOOR AHMED)
Company Secretary

NOTES:

1. The share transfer books of the Company will remain closed from March 04, 2020 to March 10, 2020 (both days inclusive). Transfers received in order by the Shares Registrar of the Company, M/s. FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S, Shakra-e-Faisal, Karachi up to the close of business on March 03, 2020 will be treated in time for purpose of attending the Extraordinary General Meeting.
2. Any person who seeks to contest the election to the office of a Director, whether he/she is a retiring director or otherwise, shall file the following documents with the Company Secretary, at the Registered Office of the Company, situated at Lakson Square, Building No.2, Sarwar Shaheed Road, Karachi not later than 14 days before the date of the Extraordinary General Meeting:
 - a) Notice of his/her intention to offer him/her self for the election to the office of Director in terms of Section 159(3) of the Companies Act, 2017;
 - b) Consent to Act as Director in Form-28, as prescribed under the Companies (General Provisions and Forms) Regulations, 2018;
 - c) A detailed profile along with his/her office address;
 - d) Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria, as set out in Section 153 of the Companies Act, 2017 to act as director or an independent director of a listed company;
 - e) Attested copy of valid CNIC and NTN;
 - f) Independent Director(s) will be elected through the process of election of director in terms of section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
 - Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
 - Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The final list of contesting directors will be circulated not later than seven days before the date of said meeting, in terms of section 159(4). Further, the website of the Company will also be updated with the required information.

3. A member, who has deposited his/her shares into Central Depository Company of Pakistan Limited, must bring his/her participant's ID number and CDC account/sub-account number along with original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
4. A member entitled to attend and vote at the Extraordinary General Meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the meeting as are available to a member. A proxy must be a member of the Company.
5. Form of proxy, in order to be valid must be properly filled-in/executed and received at the registered office of the Company situated at Lakson Square, Building No.2, Sarwar Shaheed Road, Karachi not later than 48 hours before the time of the meeting, excluding holidays.
6. Members holding shares in physical form are requested to promptly notify Shares Registrar of the Company of any change in their addresses. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service.
7. Members can also avail video conference facility, in this regard, please fill the following and submit to registered address of the Company 10 days before holding of the Extraordinary General Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

"I/We, _____ of _____, being a member of Colgate-Palmolive (Pakistan) Limited, holder of _____ ordinary share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____."

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the Extraordinary General Meeting along with complete information necessary to enable them to access the facility.

8. Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors, where in case number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right to vote through postal ballot, that is voting by post in accordance with the requirements and procedures contained in the aforesaid Regulations.
9. Form of Proxy is being dispatched to the members alongwith the notice.