

17 February 2020

The Commissioner Enforcement
Securities & Exchange
Commission of Pakistan
NIC Building, Jinnah Avenue
Blue Area,
Islamabad

THROUGH COURIER SERVICE
FAX NO.(051) 9204915 & 9218592

Dear Sir,

NOTICE OF EXTRAORDINARY GENERAL MEETING

We are pleased to fax herewith a copy of Notice of Extraordinary General Meeting of the Company alongwith Statement under section 134 of the Companies Act, 2017 to be held on Tuesday 10 March 2020 at 10:30 a.m. as per your directives, copies of which are also being sent to you.

Thanking you,

Yours faithfully,

For COLGATE-PALMOLIVE (PAKISTAN) LIMITED


(MANSOOR AHMED)
Company Secretary

Encl: As above.





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 mentioned in item No.1 is annexed.

By Order of the Board


(MANSOOR AHMED)
Company Secretary

Karachi: February 10, 2020

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 enclosed.

Statement of material facts concerning special business pursuant to section 134 of the Companies Act, 2017

The present Board is comprised of seven Directors of the Company, and the existing Board has fixed Eight (8) directors to be elected for the next term of three years as per Section 159 of the Companies Act, 2017.

As per Article 50 of the Articles of Association of the Company the directors with the consent of the Company in general meeting may increase the number of directors.

In view of the above, the matter is being placed before the members for the approval/ratification.

The present directors are interested to the extent that they are eligible for re-election as directors of the Company.



FORM OF PROXY

I/We _____
of _____
a member of **COLGATE-PALMOLIVE (PAKISTAN) LIMITED**
hereby appoint _____
of _____
or failing him _____
of _____

who is/are also member/s of Colgate-Palmolive (Pakistan) Limited to act as my/our proxy and to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Shareholders of the Company to be held on the 10th day of March, 2020 and at any adjournment thereof.

Signed this _____ day of March, 2020.

Folio No.	CDC Participant ID No.	CDC Account/ Sub-Account No.	No. of shares held

Signature

Witness 1

Signature _____
Name _____
CNIC No. _____
Address _____

Witness 2

Signature _____
Name _____
CNIC No. _____
Address _____

- Notes:
1. The proxy must be a member of the Company.
 2. The signature must tally with the specimen signature/s registered with the Company.
 3. If a proxy is granted by a member who has deposited his/her shares in Central Depository Company of Pakistan Limited, the proxy must be accompanied with participant's ID number and CDC account/sub-account number along with attested photocopies of Computerized National identity Card (CNIC) or the Passport of the beneficial owner. Representatives of corporate members should bring the usual documents required for such purpose.
 4. The instrument of Proxy properly completed should be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting, excluding holidays.

مختارنامہ (پراکسی فارم)

میں/ہم _____ ساکن
 بحیثیت رکن (ممبر) کولگیٹ - پامولیو (پاکستان) لمیٹڈ مقرر کرتا / کرتی ہوں / کرتے ہیں مسلمی / مسماۃ _____ ساکن
 کو یا ان کی غیر حاضری میں مسلمی / مسماۃ _____ ساکن

کو جو خود بھی کولگیٹ - پامولیو (پاکستان) لمیٹڈ کا رکن ہے کہ وہ بطور میرا / ہمارا مختارنامہ (پراکسی) کولگیٹ پامولیو (پاکستان) لمیٹڈ کے غیر معمولی اجلاس عام میں جو 10 مارچ 2020 کو منعقد ہو رہا ہے یا اس کے کسی ملتوی شدہ اجلاس میں شرکت کرے اور وہ میری/ہماری جگہ میری/ہماری طرف سے حق رائے دہی استعمال کرے۔

مورخہ مارچ _____ ۲۰۲۰ کو میرے/ہمارے دستخط سے جاری ہوا۔

فولیو نمبر	سی ڈی سی کھاتہ نمبر	حصص کی تعداد

دستخط

گواہ نمبر _____ گواہ نمبر ۲ _____
 دستخط _____ دستخط _____
 نام _____ نام _____
 کمپیوٹرائزڈ قومی شناختی کارڈ نمبر _____ کمپیوٹرائزڈ قومی شناختی کارڈ نمبر _____
 پتہ _____ پتہ _____

ہدایات:

- ۱۔ مختار (پراکسی) کا کمپنی کا رکن (ممبر) ہونا ضروری ہے۔
- ۲۔ ممبر (رکن) کے دستخط، نمونہ شدہ دستخط/اندراج شدہ دستخط سے مماثلت ہونا ضروری ہے۔
- ۳۔ سی ڈی سی اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر کو مختارنامہ (پراکسی فارم) کے ہمراہ کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقل منسلک کرنا ضروری ہے۔ کارپوریٹ ادارے کے نمائندوں کو معمول کے مطابق دستاویزات ساتھ لانا ضروری ہے۔
- ۴۔ مختارنامہ (پراکسی فارم) مکمل پُر شدہ کمپنی کے رجسٹرڈ آفس میں اجلاس کے مقرر وقت سے کم از کم ۴۸ گھنٹے قبل جمع کرانا ضروری ہے، چھٹیوں کے علاوہ۔