

Date: Nov 26, 2020

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Karachi

Dear Sir,

We are enclosing herewith the Notice of an Extra-ordinary General Meeting (EOGM) of Gillette Pakistan Limited to be held on Thursday December 17, 2020 at 9:30 a.m. at Lemon Grill hall, Ramada Creek, Zulfiqar Street 1, DHA Phase VIII, Karachi for circulation amongst the shareholders of the Company.

Thanking You,

Your Sincerely,



Moosa Haroon
Company Secretary

Cc:

The Registrar
Securities and Exchange Commission of Pakistan
Company Registration Office,
4th Floor, State Life Building No. 2,
Karachi.



Notice of the Meeting

NOTICE IS HEREBY GIVEN that an Extra-ordinary General Meeting (EOGM) of Gillette Pakistan Limited (the "Company") will be held at the Lemon Grill Hall, Ramada Creek, Zulfiqar Street 1, DHA, Phase VIII, Karachi on Thursday December 17, 2020 at 9:30 A.M. to transact the following business:

1. To confirm minutes of Annual General Meeting of the Company held on October 26, 2020.
2. To consider, and if thought fit, to pass following resolution as Special Resolution, with or without modification:

"Resolved that the Authorized Capital of the Company be increased from Rs.200,000,000 (Two hundred million only) divided into 20,000,000 (Twenty million) ordinary shares of Rs. 10 each to Rs.400,000,000 (Four hundred million) divided into 40,000,000 (Forty million) ordinary shares of Rs. 10 each and that;

a) Clause (V) of the Memorandum of Association of the Company be and is hereby amended to read as follows;

"V. The Capital of the Company is Rs. 400,000,000 divided into 40,000,000 shares of Rs. 10 each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the Capital for the time being into different classes."

b) Article 3 of the Article of Association of the Company be and is hereby amended to read as follows;

***3. Authorized Share Capital**

The authorized share capital of the Company is Rs. 400,000,000 divided into 40,000,000 shares of Rs. 10 each."

RESOLVED FURTHER THAT, ordinary shares when issued shall carry equal voting rights and rank paripassu with the existing ordinary shares of the company in all respects/matter in conformity with the provisions of the Companies Act, 2017.

RESOLVED FURTHER THAT, the Chief Executive Officer and Company Secretary be and are hereby singly authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal and corporate formalities and file all requisite documents with the Registrar to effectuate and implement this resolution."

By Order of the Board

Moosa Haroon
Company Secretary

Karachi
26th Nov, 2020

N.B.

Closure of Share Transfer Books for attending Extra-ordinary General Meeting (EOGM): The share transfer books of the Company will remain closed from December 9, 2020 to December 17, 2020 (Both Days included) during which no transfer of shares will be accepted for registration. Transfer in good order, received by Company's registrar, M/s. FAMCO Associates (Pvt) Ltd by close of business on December 8, 2020 will be treated on time for ascertaining the entitlement of shareholders for the purpose of attending and vote at Extra-ordinary General Meeting.

STATEMENT UNDER SECTION 134 OF COMPANIES ACT 2017.

The Statement is annexed to the Notice of the EOGM of Gillette Pakistan Limited to be held on December 17, 2020 at which special business i.e. to increase authorized shares capital of the Company is to be transacted. The purpose of this statement is to set forth the material facts concerning such special business.

The current authorized share capital of the Company is Rs.200,000,000 (Two hundred million) divided into 20,000,000 ordinary shares of Rs 10 each.

In order to cater for possible future increase in paid up share capital the Board of Director have recommended that Authorized Capital be increased from Rs.200,000,000 to Rs. 400,000,000 by creation of additional 20,000,000 ordinary shares of Rs. 10 each. The proposed increase in the authorized capital of the Company will also necessitate amendments in Clause (V) of the Memorandum of Association and Article 3 of the Articles of Association of the Company to reflect increase on authorized share capital of the Company.

For this purpose, a Special Resolution is required to be considered and approved in the forthcoming Extra-ordinary General Meeting.

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

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.

The current and proposed altered provisions of the Memorandum and Articles of Association are as follows;

Current	Proposed
<p>Clause (V) of the Memorandum of Association of the Company</p> <p>"V. The Capital of the Company is Rs. 200,000,000 divided into 20,000,000 shares of Rs. 10 each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the Capital for the time being into different classes."</p> <p>Clause 3 of the Articles of Association of the Company</p> <p>*3. Authorized Share Capital</p> <p>The authorized share capital of the Company is Rs. 200,000,000 divided into 20,000,000 shares of Rs. 10 each."</p>	<p>Clause (V) of the Memorandum of Association of the Company</p> <p>"V. The Capital of the Company is Rs. 400,000,000 divided into 40,000,000 shares of Rs. 10 each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the Capital for the time being into different classes."</p> <p>Clause 3 of the Articles of Association of the Company</p> <p>*3. Authorized Share Capital</p> <p>The authorized share capital of the Company is Rs. 400,000,000 divided into 40,000,000 shares of Rs. 10 each."</p>

