



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **COLGATE-PALMOLIVE (PAKISTAN) LIMITED** will be held on Friday, March 10, 2023 at 04:00 p.m. at Avari Towers Hotel, Fatima Jinnah Road, Karachi as well as through Electronic means/Video link facility to transact the following business:

ORDINARY BUSINESS

- 1) 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, 2023. The retiring Directors are M/s. Iqbal Ali Lakhani, Zulfiqar Ali Lakhani, Amin Mohammed Lakhani, Aliya Saeeda Khan, Kamran Yousuf Mirza, Syed Shahid Ali Bukhari, Peter John Graylin and Xuan Dai. The retiring Directors are eligible for re-election.

SPECIAL BUSINESS

- 2) To consider, to increase the authorized capital of the Company from Rs.1,250,000,000 to Rs.2,500,000,000 divided into 250,000,000 ordinary shares of Rs.10 each and if thought fit to pass a special resolution in the matter.

Statement of Material Facts as required under Section 134 of the Companies Act, 2017 in respect of Special Business mentioned as agenda item No.2 is annexed.

By Order of the Board


(MANSOOR AHMED)
Company Secretary

Karachi: February 10, 2023

NOTES:

1. The share transfer books of the Company will remain closed from March 02, 2023 to March 10, 2023 (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, Shahra-e-Faisal, Karachi up to the close of business on March 01, 2023 will be treated in time for purpose of attending the Extraordinary General Meeting.

2. Participation in the EOGM proceedings via physical presence or through video link facility:

The arrangement for attending the EOGM through electronic means will be as under:

1. To facilitate our members who want to attend EOGM through Zoom application - a video link facility will be provided.
2. Shareholders interested in attending the EOGM through Zoom application are hereby requested to get themselves registered with the Company Secretary office by providing the following details at the earliest but not later than 48 hours before the time of EOGM (i.e. before 04.00 p.m. on March 08, 2023) through following means:
 - a) Mobile/WhatsApp: 0315 5008228
 - b) E-mail: mansoor@lakson.com.pk

Shareholders are advised to mention Name, CNIC Number, Folio/CDC Account Number, cell number and email ID for identification.

Upon receipt of the above information from the interested shareholders, the Company will send the login credentials at their e-mail address. On the date of EOGM, shareholders will be able to login and participate in the EOGM proceedings through their smartphone/computer devices.

3. 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 copies 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) Regulation 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.

4. 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.
5. 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.
6. 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.
7. 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.
8. Pursuant to Companies (Postal Ballot) Regulations 2018, read with Sections 143 and 144 of the Companies Act 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure 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 statement sets out the material facts concerning the Special Business of the Notice will be considered to be passed by the members. The purpose of the Statement is to set forth the material facts concerning such Special Business.

Agenda Item No.2 of the Notice - Increase in Authorized Capital to be passed as a Special Resolution

At present the authorized capital of the Company is Rs.1,250,000,000 and the paid-up capital is Rs.837,149,210. The Board of Directors recommends to increase the authorized capital of the Company to Rs.2,500,000,000 in order to facilitate increase in the paid-up capital as and when required to do so, and if thought fit by the members to pass the following resolution as a special resolution.

"RESOLVED that the authorized capital of the Company be and is hereby increased to Rs.2,500,000,000 by creation of 125,000,000 new ordinary shares of Rs.10/- each and that Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company be and are hereby amended accordingly."

The Directors are interested in this business only to the extent of their shareholding in 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, 2023 and at any adjournment thereof.

Signed this _____ day of March, 2023.

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.

کولگیٹ - پامولیو (پاکستان) لمیٹڈ

مختارنامہ (پراکسی فارم)

میں/ہم

ساکن

بحیثیت رکن (ممبر) کولگیٹ - پامولیو (پاکستان) لمیٹڈ مقرر کرتا / کرتی ہوں / کرتے ہیں مسماۃ

ساکن

کویا ان کی غیر حاضری میں مسماۃ

ساکن

کوجو 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 2023 کو منعقد ہو رہا ہے یا اس کے کسی ملتی شدہ اجلاس میں شرکت کرے اور وہ میری/ ہماری جگہ میری/ ہماری طرف سے حق رائے دہی استعمال کرے۔

مورخہ مارچ 2023 کو میرے/ ہمارے دستخط سے جاری ہوا۔

فولیو نمبر	سی ڈی سی کھاتہ نمبر	حصص کی تعداد

دستخط

گواہ نمبر ۲

گواہ نمبر ۱

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۔