

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 43rd Annual General Meeting of COLGATE-PALMOLIVE (PAKISTAN) LIMITED will be held on Tuesday, September 21, 2021 at 03:30 p.m. at the Registered office of the Company at Lakson Square Building No.2, Sarwar Shaheed Road, Karachi through Video Conference to transact the following business:

ORDINARY BUSINESS

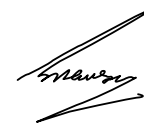
1. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2021 together with the Directors' and Auditors' reports thereon.
2. To declare final dividend in cash @ 240% i.e. Rs 24.00 per share of Rs 10.00 each and by way of issue of fully paid bonus shares @ 15% in the proportion of Three shares for every Twenty shares of Rs 10.00 each held by the members as recommended by the Board of Directors. This is in addition to interim cash dividend @ 250% i.e. Rs 25.00 per share already paid.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

4. To consider, to increase the authorized capital of the Company from Rs 750,000,000 to Rs.1,250,000,000 divided into 125,000,000 ordinary shares of Rs 10 each and if thought fit to pass a special resolution in the matter.
5. To consider, subject to declaration of the final dividend as above, to capitalize a sum of Rs 94,950,760 by way of issue of 9,495,076 fully paid bonus shares of Rs 10.00 each and if thought fit to pass an ordinary resolution in the matter.

Statement under Section 134 of the Companies Act, 2017 in the above matters mentioned in item Nos.4 & 5 is annexed.

By Order of the Board



(MANSOOR AHMED)
Company Secretary

Karachi: August 20, 2021

NOTES:

1. The share transfer books of the Company will remain closed from September 15, 2021 to September 21, 2021 (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., Shahr-e-Faisal, Karachi up to the close of business on September 14, 2021 will be treated in time for entitlement of the dividend and bonus shares.
2. 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.

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3. In view of the prevailing pandemic COVID-19 situation and in line with the directions issued to listed companies by the Securities & Exchange Commission of Pakistan vide its Circular No.4 dated February 15, 2021 and subsequent Circular No.6 of 2021 dated March 03, 2021, the company has decided to hold Annual General Meeting (AGM) through electronic means.

Special arrangements for attending the AGM through electronic means will be as under:

a. AGM will be held through Zoom application – video link facility.

b. Shareholders interested in attending the AGM through Zoom application are hereby requested to get themselves registered with the Company Secretary office by sending an email with subject: “Registration for Colgate AGM” at the earliest but not later than 05:00 p.m. on Monday, September 20, 2021 on Email: mansoor@lakson.com.pk along with a valid copy of both sides of CNIC.

Shareholders are advised to mention their Name, Folio/CDC Account Number, CNIC Number, valid email address and cell number.

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 AGM, shareholders will be able to login and participate in the AGM proceedings through their smartphone/computer devices.

Shareholders can also provide their comments/suggestions for the proposed agenda items of the AGM on above email or Whatsapp: 0315-5008228.

4. A member entitled to attend and vote at the Annual 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. Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders.

In order to receive dividends directly into their bank account, shareholders are requested to fill in Electronic Credit Mandate Form available on Company’s website and send it duly signed along with a copy of CNIC to the Shares Registrar of the Company M/s. FAMCO Associates (Private) Limited, in case of physical shares.

In case shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder’s broker/participant/CDC account services. No further action is required if IBAN has already been incorporated/updated in the CDC account or physical folio of the shareholder.

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8. Pursuant to Notification vide SRO.787(1)/2014 of September 08, 2014, SECP has directed to facilitate the members of the company receiving Annual Financial Statements and Notices through electronic mail system (e-mail). We are pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the Company through e-mail in future. In this respect members are hereby requested to convey their consent via e-mail on a standard request form which is available at the Company website i.e. www.colgate.com.pk. Please ensure that your e-mail has sufficient rights and space available to receive such e-mail which may be larger than 1 MB file in size. Further, it is the responsibility of the member to timely update the Shares Registrar of any change in the registered e-mail address.
9. (i) The rates of deduction of income tax from dividend payments under Section 150 of the Income Tax Ordinance, 2001 shall be as follows:
1. Persons appearing in Active Tax Payers List (ATL) 15%
 2. Persons not appearing in Active Tax Payers List (ATL) 30%

To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 30%, shareholders whose names are not entered into the Active Taxpayers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered in ATL before the first day of book closure, otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

- (ii) Withholding Tax exemption from the dividend income, shall only be allowed if copy of valid tax exemption certificate or stay order from a competent court of law is made available to FAMCO Associates (Private) Limited, by the first day of Book Closure.
- (iii) Further, according to clarification received from Federal Board of Revenue (FBR), with-holding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts.

In this regard all shareholders who hold shares jointly are requested to provide shareholding Proportions of Principal shareholders and Joint-holder(s) in respect of shares held by them (only if not already provided) to our Shares Registrar, in writing as follows:

Company Name	Folio/CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

The required information must reach our Shares Registrar within 10 days of this notice; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint-holder(s).

- (iv) For any query/problem/information, the investors may contact the Company Secretary at phone: (021) 3840 0000 or email address mansoor@lakson.com.pk and/or FAMCO Associates (Private) Limited at phone: (021) 3438 0101-5 or email address: info.shares@famco.com.pk

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- (v) Corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or FAMCO Associates (Private) Limited. Shareholders while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective folio numbers. Without the NTN company would not be in a position to check filer status on the ATIL and hence higher tax of 30% may be applied in such cases.
10. Section 72 of the Companies Act, 2017 requires every company to replace its physical shares with book-entry form within the period to be notified by the SECP.
- The Shareholders having physical shareholding are accordingly encouraged to open their account with investors account services of CDC or sub account with any of the brokers and convert their physical shares in script less form. This will facilitate the shareholders in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.
11. An updated list for unclaimed dividend/shares of the Company is available on the Company's website www.colgate.com.pk. These are unclaimed dividend/shares which have remained unclaimed or unpaid for a period of three years from the date these have become due and payable.
12. Members can exercise their right to demand a poll subject to meeting requirements of Section 143 to Section 145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.
13. 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 given in agenda items No.4 & 5 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.4 of the Notice – Increase in Authorized Capital to be passed as a Special Resolution.

At present the authorized capital of the Company is Rs.750,000,000 and the paid-up capital is Rs.633,005,070. The Board of Directors recommends to increase the authorized capital to Rs. 1,250,000,000 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.1,250,000,000 by creation of 50,000,000 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.”

Agenda Item No.5 of the Notice – Issue of Bonus Shares to be passed as an Ordinary Resolution

The Board of Directors has recommended to the members of the Company to declare final dividend in cash @ 240% and by way of issue of fully paid bonus shares @ 15% for the year ended June 30, 2021. Subject to approval

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of the Board of Directors' recommendation as above, the resolution as under will be considered to be passed by the members as an ordinary resolution:

“RESOLVED THAT:

- i) a sum of Rs.94,950,760 out of the profit for the year ended June 30, 2021 be capitalized and applied in making payment in full of 9,495,076 ordinary shares of Rs.10 each and that the said shares be allotted as fully paid up bonus shares to those members of the Company whose names appear in the register of members on September 21, 2021 @ 15% i.e. in the proportion of Three shares for every Twenty existing shares held by the members and that such new shares shall rank pari passu in all respects with the existing ordinary shares of the Company. However, they will not qualify for the final cash dividend declared for the year ended June 30, 2021;
- ii) in the event of any member holding less than Twenty shares or a number of shares which is not an exact multiple of Twenty, the fractional entitlements of shares of such members shall be consolidated into whole new shares and the Directors of the Company be and are hereby authorized to arrange sale of the shares constituted thereby in such manner as they may think fit and to pay the proceeds of the sale to such of the members according to their entitlement;
- iii) for the purpose of giving effect to the above, the Directors be and are hereby authorized to take all necessary steps in the matter and to settle any question or difficulties that may arise in regard to the distribution of the said new shares as they think fit.”

The Directors are interested in this business only to the extent of their entitlement of dividend and bonus shares as ordinary shareholders.