



Unilever Pakistan Limited
Avani Plaza, Fatima Jinnah Road, Karachi - 75530

Notice of Annual General Meeting

Notice is hereby given that the 65th Annual General Meeting of Unilever Pakistan Limited will be held at The Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton Block 8, Karachi, on Monday, April 14, 2014, at 11:00 a.m. to transact the following business:

A. Ordinary Business

1. To receive, consider and adopt the Company's Financial Statements for the year ended December 31, 2013, together with the Reports of the Auditors and Directors thereon.
2. To approve and declare dividend (2013) on the Ordinary Shares of the Company. The Directors have recommended a final cash dividend of 232.18% (or Rs.116.09 per share) on the Ordinary Shares. Together with the first interim dividend of 102.48% (or Rs. 51.24 per ordinary share), second interim dividend of 246.50% (or Rs.123.25 per ordinary share) and third interim dividend of 331.80% (or Rs.165.90 per ordinary share), already paid, the total dividend for 2013 will thus amount to 912.96% (or Rs.456.48 per ordinary share).
3. To appoint Auditors for the ensuing year, and to fix their remuneration. Messrs A.F. Ferguson & Co., Chartered Accountants were appointed Auditors for 2013 at the last AGM. They have not offered themselves for re-appointment. The majority shareholder of the Company, Unilever Overseas Holdings Limited, U.K., has proposed appointment of KPMG Taseer Hadi & Co., Chartered Accountants, for the year 2014, as the Auditors of the Company. It is proposed that M/s KPMG Taseer Hadi & Co., Chartered Accountants be appointed as Auditors of the Company for 2014, at a remuneration to be negotiated by the CEO and CFO of the Company.
4. To elect directors of the Company for a three years term. The Board of Directors in the meeting held on March 06, 2014, fixed the number of Directors at FOUR (4). The term of office of the following eight (8) directors will expire on April 18, 2014:
 1. Mr. Ehsan A. Malik
 2. Mr. Ali Tariq
 3. Mr. Zaffar A. Khan
 4. Mr. Khalid Rafi
 5. Mr. Amir R. Paracha
 6. Ms. Fariyha Subhani
 7. Mr. Faheem A. Khan
 8. Mr. Amar Naseer

B. Special Business

5. To authorise the Company, subject to the approval of the Securities and Exchange Commission of Pakistan, to dispense with the preparation of the Consolidated Financial Statements of the Company's wholly owned subsidiaries Lever Chemicals (Private) Limited, Levers Associated Pakistan Trust (Private) Limited, and Sadiq (Private) Limited, and circulation thereof to the members of the Company with the Financial Statements of the Company.

Notice of the AGM together with the procedure for election of Directors and Statement as required by Section 160(1)(b) of the Companies Ordinance 1984 in respect of the special business to be considered at the meeting is being sent to the Members with Annual Report and Financial Statements 2013.

By Order of the Board

Karachi
March 20, 2014

Amar Naseer
Company Secretary

Notes:

1. The Individual Members who have not yet submitted photocopy of their valid Computerised National Identity Card (CNIC) to the Company/Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar, M/s THK Associates (Private) Limited, 2nd Floor, State Life Building-3, Dr. Ziauddin Ahmed Road, Karachi-75530. The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of valid CNIC / NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779 (I) dated August 18, 2011, and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members.
2. Share Transfer Books will be closed from April 08, 2014 to April 14, 2014 (both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company's Share Registrar M/s THK Associates (Private) Limited, 2nd Floor, State Life Building-3, Dr. Ziauddin Ahmed Road, Karachi-75530 by the close of the Business on April 07, 2014 will be treated in time for the purpose of payment of Final Dividend to the transferees.
3. All Members/Shareholders (whether holding Preference or Ordinary Shares) are entitled to attend and vote at the meeting. A Member may appoint a proxy who need not be a Member of the Company.
4. Duly completed instrument of proxy, and the other authority under which it is signed, or a notarially certified copy thereof, must be lodged with the Company Secretary at the Company's Registered Office (1st Floor, Avari Plaza, Fatima Jinnah Road, Karachi) at least 48 hours before the time of the Meeting.

5. Any change of address of Members should be immediately notified to the Company's Share Registrars, M/s THK Associates (Private) Limited, 2nd Floor, State Life Building-3, Dr. Ziauddin Ahmed Road, Karachi-75530.

CDC Account Holders will further have to follow the under-mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

A. For Attending the Meeting:

- i) In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his / her identity by showing his / her original valid Computerised National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies:

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form accordingly.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his / her original valid CNIC or original passport at the time of Meeting.
- v) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.

C. Election of Directors:

After delisting of the Company from Stock Exchanges, the number of Directors to be elected at the Annual General Meeting has been fixed at FOUR (4), by the Board of Directors at its meeting held on March 06, 2014.

Any person (including a retiring Director) who seeks to contest election for directorship of the Company shall, not later than 14 days before the date of the above said Annual General Meeting, file with the Company at its registered office:

- (i) notice of his/her intention to stand for election, along with duly completed and signed Form 28 giving his/her consent to act as Director of the Company if elected, and certify that he is not ineligible to become a Director under the provisions of the

Companies Ordinance 1984 and that he/she holds the qualification shares as per Article 71 of the Articles of Association of the Company.

- (ii) Attested copy of valid CNIC and NTN.

Procedure for Election of Directors:

According to the Company's Articles of Association and the Companies Ordinance 1984, the following procedure is to be followed for nomination and election of Directors:

1. The election of four (4) Directors will be for a term of three years, commencing from April 19, 2014.
2. The Directors shall be elected from persons who offer themselves for election and are not ineligible under Section 187 of the Companies Ordinance 1984.
3. The Company will at least seven (7) days prior to the general meeting, circulate the names of the candidates offering themselves for elections.
4. A person may withdraw his candidature any time before the election is held.
5. If the number of candidates equals the number of vacancies, no voting will take place and all the candidates will be deemed to have been elected.
6. In case of voting, a Member shall have votes equal to the number of shares held by him multiplied by four (i.e. the number of Directors to be elected).
7. A Member may cast vote/s in favour of a single candidate or for as many of the candidates and in such proportion as the Member may choose.
8. The person receiving the highest number of votes will be declared elected, followed by the next highest, and so on, till all the vacancies are filled.

Statement Under Section 160 (1) (b) of the Companies Ordinance, 1984

This Statement sets out the material facts concerning the Special Business to be transacted at the 65th Annual General Meeting and the proposed Resolution related thereto:

Item 5 of the Agenda –

The company has three wholly owned (100%) dormant subsidiaries, detailed as follows:

1. Lever Chemicals (Private) Limited. The paid up capital of the company is Rs 95.0 Million, and turnover of Rs NIL as of 2012. The company discontinued its operations and is dormant since 2000. The management shall consider, if appropriate in future, to recommend to shareholders the winding up of the long dormant entity after its corporation tax appeals have been finalized.
2. Lever Associated Pakistan Trust (Private) Limited. The said subsidiary company with a paid up capital of Rs 1,000 only and turnover NIL is a dormant company and only acts as a trustee to the provident fund of the employees of the parent company.
3. Sadiq (Private) Limited. The subsidiary company with a paid up capital of Rs 1,000 only and turnover NIL is also a dormant company, and only acts as a trustee to the provident fund of the employees of the parent company.

In view of the non-operational / dormant nature of the Subsidiaries, the Board of Directors has proposed that the Shareholders pass an ordinary Resolution for discontinuing the preparation and circulation of Consolidated Financial Statements after seeking the exemption from Securities and Exchange Commission of Pakistan under the provisions of Section 237 of the Companies Ordinance 1984.

Accordingly, it is proposed that the following resolution be passed as an ordinary resolution:

RESOLVED THAT *subject to the approval of the Securities and Exchange Commission of Pakistan the Company be and is hereby authorized to dispense with the preparation of the Consolidated Financial Statements in respect of the Company's wholly owned subsidiaries Lever Chemicals (Private) Limited, Levers Associated Pakistan Trust (Private) Limited, and Sadiq (Private) Limited and the circulation thereof, with the Financial Statements of the Company, to the members of the Company and that the Executive Directors and Company Secretary, jointly and severally, be and are hereby authorized to complete the necessary regulatory formalities.*