



Unilever Pakistan Limited

Notice of Annual General Meeting

Notice is hereby given that the 68th 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 Friday, April 14, 2017, at 10:30 a.m. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Company's Financial Statements for the year ended December 31, 2016, together with the Reports of the Auditors and Directors thereon.
2. To approve and declare dividend (2016) on the Ordinary Shares of the Company. The Directors have recommended a final cash dividend of 330% (i.e.Rs. 165.00 per share) on the Ordinary Shares. Together with the Interim dividend of 1254% (i.e. Rs.627.00 per ordinary share), already paid, the total dividend for 2016 will thus amount to 1584% (i.e.Rs. 792.00 per Ordinary share).
3. To appoint Auditors for the ensuing year, and to fix their remuneration. Messrs KPMG Taseer Hadi & Co., Chartered Accountants, retire and being eligible have offered themselves for re-appointment.
4. To elect Directors of the Company for a three year term. The Board of Directors in the meeting held on March 02, 2017, fixed the number of Directors at four (4). The term of the office of the following four (4) Directors will expire on April 18, 2017.

1. Ms. Shazia Syed
3. Mr. Amir R. Paracha

2. Mr. Sohail Hanif Baig
4. Mr. Amar Naseer

By Order of the Board

Karachi
March 21, 2017

Amar Naseer
Director & Company Secretary

Notes:

1. Share Transfer Books will be closed from April 08, 2017 to April 14, 2017 (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, 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400 by the close of the business on April 07, 2017 will be treated in time for the purpose of payment of Final Dividend to the transferees.
2. 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.

3. For Appointing Proxies:

- i) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- ii) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature and attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company
- iii) 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 (Avari Plaza, Fatima Jinnah Road, Karachi-75530) at least 48 hours before the time of the Meeting.

4. For Attending the Meeting:

The Individuals (Member/Proxy), shall authenticate his / her identity by showing his her original valid Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.

5. Election of Directors:

The number of Directors to be elected at the Annual General Meeting has been fixed by the Board of Directors, same as previous, at Four (4) at its meeting held on March 02, 2017.

Any person (including a retiring director) who seeks to contest election for directorship of the Company shall file with the Company at its registered office:

- i) A Notice of his/her intention to offer himself for election 14 days before the date of the above said Annual General Meeting, in terms of Section 178(3) of the Companies Ordinance 1984;
- ii) Form 28 (consent to Act as Director) prescribed under the Companies Ordinance 1984;
- iii) Detailed profile along with office address;
- iv) Declaration in respect of the eligibility criteria as set out in the Companies Ordinance 1984 to act as director of the Company; and

iv) Attested copy of valid CNIC and NTN

6. The Individual Members who have not yet submitted photocopy of their valid Computerized 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, 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400 . The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC / NTN details. Further, mentioning of CNIC number in the Annual Return "Form A" is also an obligatory requirement, which is required to be filed with SECP under Section 156 of the Companies Ordinance 1984.
7. (i) The Government of Pakistan through Finance Act, 2014 has made certain amendments in Section 150 of the Income Tax Ordinance 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the Companies. Now these rates as per the Finance Act 2016 are as under:
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|---|-------|
| (a) For Filers of Income Tax Return | 12.5% |
| (b) For Non-Filers of Income Tax Return | 20.0% |

To enable the Company to make tax deduction on the amount of cash dividend @ 12.5% instead of 20.0% all the shareholders whose names are not entered into the Active Tax-payers 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 into ATL before the start of book closure date for entitlement to payment of Dividend i.e. April 08, 2017, otherwise tax on their cash dividend will be deducted @ 20.0% instead of 12.5%.

(ii) For any query/problem/information, the investor may contact the Share Registrar: Mr. Tauqir Ahmed Abidi, Assistant Manager, telephone number: 111-000-322 (123), e-mail address: tauqir@thk.com.pk or Mr. Masood Ahmed, Manager, telephone number: 111-000-322 (124) or +92-21-34168270 e-mail address: masood_ahmed@thk.com.pk; and /or the Company: Ms. Wajiha Khan, telephone number: +92- 21-35660062 e-mail address: wajiha.khan@unilever.com. .

(iii) The corporate shareholders should send a copy of their NTN certificate to the Company or its Share Registrar M/s THK Associates (Private) Limited if it has not yet been provided. The Shareholders while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective folio numbers.

According to clarification received from Federal Board of Revenue (FBR), withholding 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 holding / joint account. In this regard, all shareholders who hold shares with joint shareholders, are requested to provide shareholding proportions of Principal Shareholder and Joint-Holder(s) in respect of shares held by them, to Company's Share Registrar, M/s THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400, in writing, otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint –Holder(s).

8. According to the SECP circular No. 8(4) SM/CDC 2008 of April 05, 2013, Shareholders are entitled to receive their cash dividend directly in their bank accounts instead of receiving the dividend warrants physically. Shareholders having physical holding and desiring to avail this option may submit the prescribed Dividend Mandate Form, to the Company's Share Registrar. The dividend mandate form is attached in the Annual Report and is also available on Company's website.
9. The Annual report of the Company for the year ended 31 December 2016 has been placed on the Company's website.
10. Any change of address of Members should be immediately notified to the Company's Share Registrars, M/s THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400

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 year, commencing from April 19, 2017.
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. Any person wishing to stand for election (including a retiring Director) is required to file with the Company (not later than 14 days before the election date), a notice of his intention to stand for election, along with duly completed and signed Form 28 giving his consent to act as Director of the Company if elected, and certify that he is not ineligible to become a Director.
4. The Company will file the candidates' consents with the Registrar of Companies and notify their names in the Press at least seven days prior to the general meeting.
5. A person may withdraw his candidature any time before the election is held.
6. 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.
7. 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).
8. 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.
9. 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.