



Gillette Pakistan Limited

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held on October 25, 2019 at the Sapphire Hall, Ramada Karachi Creek, Zulfikar street-1, DHA Phase VIII, Karachi at 09:15am to transact the following business

- To confirm the minutes of Annual General Meeting of the Company held on October 23, 2018.
- To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2019, together with reports of the directors and auditors.
- To appoint auditors for the year ending June 30, 2020 and fix their remuneration. Messers. Deloitte Yousuf Adil, Chartered Accountants, the present auditors have retired and being eligible have offered themselves for reappointment.
- Any other business with the permission of the Chair.

By Order of the Board

Moosa Haroon
Company Secretary

October 04, 2019
Karachi

Notes

Closure of Share Transfer Books: The Share Transfer Books of the Company will remain closed from October 17, 2019 to October 25, 2019 (Both Days included) during which no transfer of shares will be accepted for registration. Transfers in good order, received by Company's registrar, FAMCO Associates (Pvt) Ltd 8-F, Near Faran Hotel, Nursury, Block-6, PECHS, Shahrah-e-Faisal, Karachi by close of business on October 16, 2019 will be treated on time for ascertaining the entitlement of shareholders for the purpose of attending and vote at Annual General Meeting.

Participation in Annual General Meeting: A member entitled to attend, speak and vote at the above said meeting is entitled to appoint another person as his/her proxy to attend, speak and vote instead of him/her and proxy as appointed shall have such rights, as respects attending, speaking and voting at the above said meeting as are available to the Member.

CDC account holders will further have to follow the guidelines as laid down in Circular no. 1 dated January 26, 2000 issued by Securities and Exchange Commission of Pakistan.

Duly completed, signed and stamped instrument of proxy (as enclosed) and the other authority under which it is signed, or a notarially certified copy thereof in order to be valid, must be lodged with the Company Secretary at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. The proxy need not be a Member of the Company.

- For Attending the Meeting:** In case of the 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 Central Depository Company of Pakistan Limited Regulations shall authenticate his/her identity by showing his/her original computerized CNIC or original passport at the time of attending meeting. In case of corporate entity/trust, the Board of Directors/Trustees resolution/power of Attorney with specimen signature of nominee shall be produced at the time of meeting. The members registered on CDC are also requested to bring their particulars, IDs and account numbers in CDC.
- E-Voting:** Members can exercise their right to vote under applicable clauses of Companies (Postal Ballot) Regulations, 2018.

Mandatory Payment of Cash Dividend Through Electronic Mode and Submissions of Copies of Valid CNIC & NTN certificates:

- The Provisions of section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders, holding physical shares are requested to provide their IBAN information on Dividend Mandate Form to the Company's Share Registrar. In case of CDC account holders, the same information should be provided directly to the CDS participants/CDC Investor Account Services. The Company or its share Registrar cannot act on any request received directly from members holding shares in electronic form for any change of bank particulars or bank mandate. The Mandate Form is also available at the Company's website i.e. www.gillettepakistan.com.
- The designated bank account details should be of the title holder of the shares or Account title in Central Depository Company System.
- Individual members who have not yet submitted photocopy of their valid CNIC and Corporate Entities who have not yet submitted their NTN are once again reminded to send the same at the earliest directly to the Company's share registrar. Please also provide Folio No. with the Copy of CNIC/NTN, the Company would withhold further dividend payments to such shareholders as per the provision of Section 243(3) of the Companies Act 2017 and Regulation 6 of the Companies (Distribution of Dividend) Regulations, 2017.

Deduction of Income Tax from Dividend under Section 150 of the Income Tax Ordinance, 2001 (Mandatory)

- Pursuant to the provisions of the Finance Act 2017 effective July 1, 2019, the rates of deduction of income tax from dividend payments under the Income Tax Ordinance have been revised as follows:

- Shareholders appearing on Active Tax-payers List: 15%
- Shareholders Not appearing on Active Tax-payers List: 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 Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers are advised to immediately make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

- Withholding Tax exemption from the dividend income, shall only be allowed if a copy of valid tax exemption certificate is made available to FAMCO Associates (Pvt) Ltd., by the first day of Book Closure.

- 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 accounts.
- In this regard all shareholders either holding shares in physical form or in CDC, who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them (only if not already provided) to our Share 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 Share 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).

Submission of Zakat Exemption: Members are requested to submit declaration as per Zakat & Ushr Ordinance, 1980 for Zakat exemption.

Change of Address: Members are requested to communicate to the Company's registrar any change in their address. Shareholders are requested to provide above mentioned information/documents to (i) respective Central Depository System (CDS) Participants and (ii) in case of physical securities to the Company's Registrar.

Circulation of Notice of Meeting & Annual Accounts: The Securities and Exchange Commission (SECP) vide SRO No. 470(I)/2016, has allowed listed companies to circulate their Annual Audited accounts to its members through CD/DVD/USB at their registered addresses instead of sending them in hard copies, subject to approval obtained from shareholders in General meeting. Accordingly, the Company has obtained approval from members in the 30th AGM held on Oct 24, 2017. Pursuant to approval of the members, as aforesaid, the Annual Audited Financial Statements of the Company for the year ended June 30, 2019, have been circulated to the members through CD/DVD/USB.

Conversion of shares in book entry form: Members holding shares are requested to consider converting their shares from physical form to eliminate all risks associated with physical shares. Members can contact the Company's share registrar for assistance in this regard.