

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 31st Annual General Meeting of **COLGATE-PALMOLIVE (PAKISTAN) LIMITED** will be held on Monday September 07, 2009 at 10:30 a.m. at Avari Towers Hotel, Fatima Jinnah Road, Karachi to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the year ended June 30, 2009 together with the Directors' and Auditors' Reports thereon.
2. To declare final dividend in cash @ 115% i.e. Rs.11.50 per share of Rs.10 each and by way of issue of fully paid bonus shares @ 15% i.e. in the proportion of three shares for every twenty shares held by the members as recommended by the Board of Directors.
3. To appoint auditors and fix their remuneration.

SPECIAL BUSINESS

4. To consider, subject to declaration of the final dividend as above, capitalization of a sum of Rs.35,830,840 by way of issue of 3,583,084 fully paid bonus shares of Rs.10 each and if thought fit to pass an ordinary resolution in the matter.

A statement under section 160 of the Companies Ordinance, 1984 in the above matter including draft of the ordinary resolution to be passed pertaining to item No. 4 is annexed.

By Order of the Board



MANSOOR AHMED
Company Secretary

KARACHI: July 31, 2009

NOTES:

1. The share transfer books of the Company will remain closed from September 01, 2009 to September 07, 2009, both days inclusive. Transfers received in order by the Shares Registrar of the Company M/s. FAMCO Associates (Private) Limited, State Life Building No.1-A, 1st Floor, I.I.Chundrigar Road, Karachi upto August 31, 2009 will be considered in time for entitlement of the bonus shares and dividend.
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 account/sub-account number alongwith original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
3. A member entitled to attend and vote at the general meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her.
4. Forms of proxy to be valid must be properly filled-in/executed and received at the Company's Registered Office not later than 48 hours before the time of the meeting.
5. Members are requested to notify the Shares Registrar of the Company promptly of any change in their addresses.
6. Members who have not yet submitted photocopy of their Computerized National Identity Cards (CNIC) are requested to send the same to our Shares Registrar at the earliest.
7. Form of Proxy is enclosed herewith.



STATEMENT UNDER SECTION 160 OF THE COMPANIES ORDINANCE, 1984

PERTAINING TO ITEM NO.4

The Board of Directors has recommended to the members of the Company to declare final dividend in cash @ 115% and by way of issue of fully paid bonus shares @ 15% for the year ended June 30, 2009. Subject to approval 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.35,830,840 out of the profit for the year ended June 30, 2009 be capitalized and applied in making payment in full of 3,583,084 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 07, 2009 @ 15% i.e. in the proportion of 3 shares for every 20 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, 2009;
- ii) in the event of any member holding less than 20 shares or a number of shares which is not an exact multiple of 20, 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 to the extent of their entitlement of dividends and bonus shares as shareholders.