

NOTICE OF MEETING

Notice is hereby given that the 40th Annual General Meeting of Nestlé Pakistan Ltd. will be held at 09:00 am on April 16, 2018 at 304 – Upper Mall, Lahore, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended December 31, 2017 together with the Directors' and Auditors' reports thereon.
2. To appoint Auditors for the term ending at the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors M/s. KPMG Tasser Hadi & Co. Chartered Accountants being eligible have offered themselves for re-appointment.
3. To approve payment of Final Cash Dividend of Rs. 80/- per share, i.e. 800% to those who are Shareholders as at the close of business on April 06, 2018, in addition to the 2400% Interim Cash Dividend (i.e. Rs. 240 per share) already paid during the year 2017, as recommended by the Directors.

ANY OTHER BUSINESS

4. To transact any other business with the permission of the Chair.

BY ORDER OF THE BOARD



Ali Sadozai
Company Secretary
March 16, 2018

NOTES

1. Share Transfer Books of Nestlé Pakistan Limited ("Company") shall remain closed from April 09, 2018 to April 16, 2018 (both days inclusive) and no transfer will be registered during that time. Share transfer deeds received in order with the Share Registrar of the Company, i.e. Central Depository Company of Pakistan

Limited, Share Registrar Department, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 at the close of business on April 06, 2018 will be treated in time for entitlement of payment of Final Cash Dividend.

2. A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint another member as a proxy to attend and vote on his/ her behalf. In case of a corporate entity, being a member, may appoint as its proxy any of its official or any other person, whether a member of the Company or not, through Board Resolution/ Power of Attorney.
3. The instrument appointing a proxy must be duly stamped/ signed and witnessed, and must be received at the Registered Office of the Company at 308-Upper Mall, Lahore, not later than forty eight (48) hours before the Meeting.
4. Shareholders whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to bring their original CNIC along with their account number in the CDS and the participant's ID number for verification. In case of appointment of proxy by such account holders, it must be accompanied with the participant's ID number and Account/Sub-account number along with attested photocopies of the CNIC or the Passport of the beneficial owner. Representatives of Corporate Members should bring the usual documents required for such purposes.
5. Members should quote their Folio / CDS Account number in all correspondence with the Company and at the time of attending the Annual General Meeting.
6. Shareholders are requested to notify the change of address, Zakat Declaration and Tax Exemption Status with its valid certificate, if any, immediately to our Share Registrar.

7. In case of joint holders, only one member whose name will appear as the main title shareholder in our list of shareholders, will be allowed to attend the General Meeting.

Special Notes to the Shareholders:

8. Withholding of Payment of Dividend - Submission of Copies of CNIC (Urgent & Mandatory)

The Securities & Exchange Commission of Pakistan (SECP) vide its SRO 779 (I)/2011 dated August 18, 2011, SRO 831(I)/2012 dated July 5, 2012 and SRO 19 (I)/2014 dated January 10, 2014 has made it mandatory that the dividend warrants should bear the Computerized National Identity Card (CNIC), National Identity Card for Overseas Pakistanis (NICOP) of the registered member or Authorized person, except in the case of minor(s) and corporate members. Therefore, SECP vide its letter no. EMD/233/574/02-417 Dated October 18, 2016 has allowed Nestlé Pakistan Limited to withhold all future dividends of those shareholders who have not yet provided their valid attested copies of CNICs.

The Shareholders are once again requested to provide a valid copy of their CNIC to the Company or Share Registrar and Transfer Agent enabling the Company to comply with the directions issued by SECP Vide above referred SROs.

9. DEDUCTION OF INCOME TAX FROM DIVIDEND UNDER SECTION 150 OF INCOME TAX ORDINANCE 2001

The Government of Pakistan through the Finance Act, 2017 has made an amendment in Section 150 of the Income Tax Ordinance, 2001 ("Ordinance"), whereby, different rates are prescribed for deduction of withholding tax on the amount of the dividend paid by the Companies.

