

Form-4

October 10, 2017

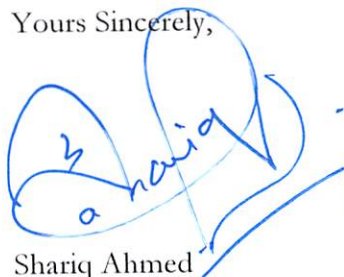
The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: **Notice of Annual General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on Tuesday, October 31, 2017 at 07:00 p.m. for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,



Shariq Ahmed
Company Secretary



Encl:

NOTICE OF 53rd ANNUAL GENERAL MEETING OF UNITED BRANDS LIMITED

Notice is hereby given that 53rd Annual General Meeting of the members of M/s. United Brands Limited will be held on Tuesday, 31st October, 2017 at 07:00 p.m. at 9th floor, NIC building, Abbasi Shaheed Road, Karachi to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the last Extra Ordinary General Meeting of the Company held on June 16th, 2017.
2. To receive, consider and adopt annual audited financial statements for the year ended June 30, 2017 together with the Directors' and Auditors' Report thereon.
3. To consider and approve final cash dividend for the year ended June 30, 2017, @ Rs. 0.5 per share, equivalent to 5% as recommended by the board of directors.
4. To appoint auditor for the next financial year ending June 30, 2018 and fix their remuneration. The present auditor, M/s. A.F. Ferguson & Company, Chartered Accountants, retire and being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS

Ordinary Resolutions:

5. To give effect of SRO 470 (1) 2016 dated May 31, 2016 of the Securities and Exchange Commission of Pakistan ("SECP"), members' approval is being sought to allow the Company to circulate its Annual Report through CD/DVD/USB to all members. The Company, however shall place on its website a Standard Request Form to enable intimation to the Company by those members who require hard copy of the Annual Report instead of through CD/ DVD/USB. In this regard, the following resolutions are proposed to be passed, with or without modification(s), as ordinary resolution:

RESOLVED that the Company transmit the annual balance sheet and profit and loss account, auditors' report and directors' report, to its members through CD/DVD/USB instead of hard copy at their registered addresses.

FURTHER RESOLVED that the Standard Request Form be and is hereby placed on Company's website for the purpose of communication of the requisition of annual report through hard copy.

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OTHER BUSINESS

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

Date: October 10, 2017
Place: Karachi



By the order of the board

Shariq Ahmed
Company Secretary

Statement pursuant to section 134(3) of The Companies Act, 2017 pertaining to Special Business

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In order to implement SECP directives with respect to transmission/circulation of annual audited accounts through CD/DVD/USB instead of hard copies, resolution is part of the notice for approval of shareholders to adopt the newly introduced mode of transmission.

Notes

A. Book closure:

- i. The share transfer books will remain closed from October 25, 2017 to October 31, 2017 (both days inclusive) for entitlement of 5% final cash dividend. Transfers in good order, received at the office of Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 by close of the business on October 24, 2017 will be treated in time for the purpose of attending the annual general meeting and entitlement of cash dividend.
- ii. All members/shareholders are entitled to attend, speak and vote at the annual general meeting. A member/shareholder may appoint a proxy to attend, speak and vote on his/her behalf. The proxy need to be a member of the Company. Proxies in order to be effective must be received by the Company's Registered Office: 8th Floor, NIC Building, Abbasi Shaheed Road, Karachi – 75530 not less than 48 hours before the meeting.
- iii. In pursuance of Circular No. 1. of 2000 of SECP dated January 26, 2000 the beneficial owners of the shares registered in the name of Central Depository Company (CDC) and/or their proxies are required to produce their Computerized National Identity Card (CNIC) or passport for identification purpose at the time of attending the meeting. The form of proxy must be submitted with the Company within the stipulated time, duly witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the form, along with attested copies of the CNIC or the passport of the beneficial owner and the proxy.

In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

- iv. Members are requested to intimate any changes in address immediately to Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400.

B. Submission of copy of CNIC (Mandatory)

In accordance with the notification of the Securities and Exchange Commission of Pakistan (SECP) S.R.O. 779(I) 2011 dated August 18, 2011, dividend warrants should bear Computerized National Identity Card (CNIC) number of the registered shareholder. Shareholders who have not yet submitted copy of their valid CNIC or National Tax Number (in case of corporate entities) are requested to submit the same to the Company's Share Registrar, Central Depository Company of Pakistan Limited, with members' Folio number(s)/Participant ID CDS Account number(s) mentioned thereon, before book closure date. It may kindly be noted that in case of non-receipt of the copy of valid CNIC, the Company would be constrained to withhold dispatch of dividend warrants.

C. Deduction of Income Tax from Dividend under section 150 of the Income Tax Ordinance, 2001:

- a) Pursuant to the provisions of the Finance Act 2017 effective July 1, 2017, the rate of deduction of income tax from dividend payments has been revised as follows:
- i. Rate of tax deduction for filers of income tax return – 15%
 - ii. Rate of tax deduction for non-filers of income tax return – 20%

Shareholders whose names are not entered into the Active Tax-payers List (ATL) available 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 @ 20% instead of 15%.

- b) Withholding Tax exemption from the dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to Company's Share Registrar by the first day of book closure.
- c) Further, according to clarification received from FBR, withholding tax will be determined separately on "Filer/Non-filer" status of principle shareholder as well as joint-holder(s) based on their shareholding proportions. In this regard all shareholders who hold company's shares jointly are requested to provide shareholding proportions or principle shareholder and joint-holder(s) in respect of shares held by them (if not already provided) to Company's 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 Company's Share Registrar within 10 days of this notice; otherwise it will be assumed that the shares are equally held by the principal shareholder and joint holder(s).

- d) The corporate shareholders having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate physical shareholders are requested to send a copy of their NTN certificate to the Company's Share Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

D. Dividend Mandate

The Companies Act, 2017, which was promulgated on May 30, 2017 through their section 242 requires that in case of a listed company, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Through this notice all shareholders of the company are requested to update their bank accounts details immediately to Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400.

E. Unclaimed Dividend and Shares

Section 244 of the Act requires that any shares that remained unclaimed for a period of three years (or more) as well as any dividend which remained unpaid for period of three years (or more) are to vest with the Federal Government. The law requires the Company to deposit any unclaimed or unpaid amount to the credit of the Federal Government, if no claim is made before the Company after giving due notices to the shareholders. Through this notice all shareholders who by any reason could not claim their dividend or shares are advised to immediately collect / enquire about their unclaimed dividend or pending shares, if any with Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400.