



NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given to all the members of **M/s. UNITED DISTRIBUTORS PAKISTAN LIMITED** that the Extraordinary General Meeting of the Company will be held on Monday, December 21, 2015 at 4:00 p.m. at Second Floor IBI Building Center, Plot No. 1 Block 7/8 D.M.C.H.S. Tipu Sultan Road off Main Shahrah-e-Faisal Karachi, to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the last Annual General Meeting of the Company.

SPECIAL BUSINESS

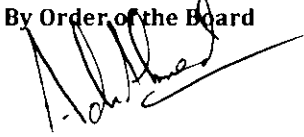
2. To approve investment in IBI HealthCare Limited by Subscribing 66988 Right Shares @ Rs.50/- each and if thought appropriate, pass the following resolution as Special Resolution

RESOLVED that the approval of the members of the Company be and is hereby accorded in terms of section 208 of the Companies Ordinance, 1984 for further investment of up to Rs 3,349,400 in IBI HealthCare Limited (IBLHC), an Associated Company, by subscribing 66988 right shares as declared by IBLHC, as per the entitlement of the Company, at a price of Rs.50/- per share (including premium of Rs.40/- per share).

FURTHER RESOLVED that Mr. Adnan Ahmed Feroze, Secretary of the Company be and is hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution

3. To transact any other Business with the permission of the Chair

By Order of the Board


ADNAN AHMED FEROZE
Company Secretary

Karachi: November 30, 2015

The Spirit of Growth

UNITED DISTRIBUTORS PAKISTAN LIMITED
9th Floor, NIC Building, Abbasi Shaheed Road, Karachi-75530
Tel: (92-21) 35635514-16 (3 Lines) Fax: (92-21) 35635518
<http://www.udpl.com.pk>



Pakistan

Notes:

- (i) The share transfer book of the Company will remain closed from December 15, 2015 to December 21, 2015 (both days inclusive). Transfers (if any) should be received at the office of our registrars M/s Central Depository Company of Pakistan Limited 99 B, Block B S.M.C.H.S. Main Shahrah-e-Faisal Karachi, latest by the close of business on December 14, 2015.
- (ii) A Member entitled to attend and vote at the General Meeting of Members is entitled to appoint a proxy to attend and vote on his / her behalf. A proxy need not be a Member of the Company.
- (iii) The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarily certified power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A form of proxy is enclosed. Shareholders are requested to notify any change of address immediately.
- (iv) CDC Shareholders and their Proxies are each requested to attach an attested photocopy of their CNIC or Passport with the proxy form before submission to the Company (Original CNIC / Passport is required to be produced at the time of the meeting).
- (v) In case of corporate entity, the Board of Directors resolution / power of attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier) at the time of the meeting.
- (vi) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (vii) The proxy shall produce his / her original CNIC or original passport at the time of meeting.
- (viii) Members who have not yet submitted photocopy of their Computerized National Identity Cards to the Company, are requested to send the same at the earliest.

STATEMENT OF MATERIAL FACTS UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE, 1984 REGARDING THE SPECIAL BUSINESS

i)	Name of the associated company along with criteria based on which the associated relationship is established	IBL HealthCare Limited Due to Common Directorship.
ii)	Purpose, benefits and period of investment	Subscription to entitlement of Right Shares and further investment in Associated Company to reap the benefits in long term.
iii)	Maximum amount of investment/ subscription	Rs. 3.35 million
iv)	Maximum price at which securities will be subscribed	Rs.50/- per share (including premium of Rs.40/- per share).
v)	Maximum number of securities to be subscribed	100% of the entitlement i.e. 66988 shares
vi)	Number of securities thereof held before and after the proposed investment	669889 shares - before investment. 736877 shares - after investment.

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vii)	Average of the preceding twelve weekly average price of the security	Rs. 142.59 per share.
viii)	Break-up value of securities on the basis of the latest audited financial statements	Rs.22.22
ix)	Earning per shares of associated company for last three years	2015: 5.54 2014: 4.98 2013: 4.37 2012: 3.92
x)	Sources of fund from which securities will be acquired	Own source.
xi)	Where the securities are intended to be acquired using borrowed fund	No
	a) Justification for investment through borrowings	Not applicable
	b) Detail of guarantees and assets pledged for obtaining such funds	Not applicable
xii)	Salient features of the agreement(s), if any, entered into with associated company with regard to the proposed investment	None
xiii)	Direct or indirect interest of directors, sponsors, majority members and their relatives, if any, in the associated company or the transaction under consideration	The Directors have no interest directly or indirectly in the investment in IBL HealthCare Limited, except that they are shareholders/directors in the Company.

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