



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of **United Distributors Pakistan Limited** will be held on Wednesday May 24, 2017 at 4:00 p.m. at Second Floor IBL BUILDING CENTER Plot No. 1 Block 7/8, DMMCHS, Tipu Sultan Road, Karachi, to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the last Annual General Meeting held on October 27, 2016.
2. To elect 7 (seven) directors of the Company as fixed by the Board in accordance with the provisions of the Companies Ordinance, 1984 for a period of three years. The names of the retiring Directors are as follows:
 1. Mr. Rashid Abdulla
 2. Mr. Syed Nadeem Ahmed
 3. Mr. Asad Abdulla
 4. Mr. Tahir Saeed
 5. Mr. Ayaz Abdulla
 6. Mr. Zubair Palwala
 7. Mr. Salman Hussain Chawala (NIT Nominee)

The retiring directors are eligible to offer themselves for re-election

SPECIAL BUSINESS:

3. In order to comply with the e-voting Regulations the existing Articles of Association of the Company be and are hereby amended

To consider, propose and if thought fit, pass with or without modification(s), the **Special Resolution** amend the existing Articles of Association to set out the members' right to exercise their votes by electronic means as prescribed by the Companies (E-Voting) Regulations, 2016 as amended or revised from time to time

"RESOLVED that the existing Article 51(A) be amended of the AOA of the Company to be read as follows:

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51(A) Votes of Members

In addition to the voting option available to the members under this Article, the Company shall also provide the option of e-voting to the members i.e. members to vote through electronic means in accordance with the procedure prescribed under the laws for the time being in force. Upon a poll every member presented in person or by proxy or through electronic means every member or his proxy shall have voting rights as laid down in Section 160 of the Companies Ordinance 1984. Provided no body shall vote by proxy as long as a resolution of its directors in accordance with the provisions of the Ordinance. On a poll or through electronic means, votes may be given either personally or by proxy

Further resolved that the existing Article 56 be amended as follows:

56: Form of Proxy

An instrument appointing a proxy shall be in the form specified in Regulation 39 of the table A in the first schedule to the Ordinance or Schedule II of the Companies (E-Voting) Regulations, 2016 or in any other form which the directors may approve. A proxy need not be a member of the Company

4. INCREASE IN THE AUTHORIZED SHARE CAPITAL – SPECIAL RESOLUTION

To consider and if deemed fit to pass the following as a special resolution.

“RESOLVED that the Authorized Capital of the Company be and is hereby increased from Rs. 250,000,000 divided in to 25,000,000 Ordinary Shares of Rs. 10/- each to Rs. 500,000,000 divided into 50,000,000 Ordinary Shares of Rs. 10/-each”.

“FURTHER RESOLVED that the Memorandum and Articles of Association of the Company be and is hereby allowed to be altered by substituting the figures and words of Rs. 250,000,000 (Rupees Two Hundred Fifty Million) divided into 25,000,000 Ordinary Shares of Rs. 10/- each appearing in Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company with the figures and words of Rs. 500,000,000 (Rupees Five Hundred Million) divided into 50,000,000 Ordinary Shares of Rs. 10/- each by creation of 25,000,000 Ordinary Shares of Rs. 10/- each.

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UNITED DISTRIBUTORS PAKISTAN LIMITED

9th Floor, NIC Building, Abbasi Shaheed Road, Karachi-75530

Tel: (92-21) 3563-5514 (3 Lines) Fax: (92-21) 3563-5518

<http://www.udpl.com.pk>



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

By order of the Board

ADNAN AHMED FEROZE
Company Secretary

Karachi: May 3, 2017

Statement of material facts under section 160(1)(b) of the Companies Ordinance, 1984 regarding the Special Business

ITEM 3 of the Agenda

To give the effect of the Companies (E-Voting) Regulations, 2016, the shareholders' approval is being sought to amend the articles of association of the Company to enable e-voting which will give the members option to be part of the decision making in the general meeting of the Company through electronic means

The Directors are not interested, directly or indirectly, in the above business except to the extent of their investment, as has been detailed in the pattern of shareholding annexed to the annual report

Item No. 4 of the Agenda

The Company presently has an authorized Share Capital of Rs, 250,000,000/- (Rupees Two Hundred Fifty Million) divided into 25,000,000 ordinary shares of Rs. 10/- each.

In order to facilitate any further increase in the paid up capital the Board of Directors has recommended that the Authorized Share Capital of the Company be raised to Rs. 500,000,000/- (Rupees Five Hundred Million) divided into 50,000,000 ordinary shares of

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Rs. 10/- each by creation of 25,000,000 ordinary shares of Rs. 10/- each. For this purpose the Board of Directors has also recommended that the resolution be passed as a Special Resolution. The resolution increases the Authorized Share Capital of the Company in the manner stated above and make the required consequential changes in the Memorandum and Articles of Association of the Company.

Notes:

- i) The share transfer books of the Company will remain closed from May 18, 2017 to May 24, 2017 (both days inclusive)
- ii) A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on his/her behalf. A proxy need not to be a member of the Company. Proxies in order to be effective must be received at our Registrar M/s Central Depository Company of Pakistan Limited, CDC House 99-B, Block B S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, not less than 48 hours before the meeting.
- iii) Members are requested to notify any changes in their addresses immediately to the Company's Share Registrar, M/s Central Depository Company of Pakistan Limited.
- iv) In pursuance of the Circular No. 1 of 2000 of SECP dated January 26th, 2000 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.
- v) Proxy form 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 passport of the beneficial owner and the proxy.

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- vi) In case of corporate entity, the Board of Directors' resolution/ power of attorney with the specimen signature of the proxy holder shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

- vii) Any member who seeks to contest the election of the Office of Directors shall file at the Company's Office at 1st Floor, NIC Building, Abbasi Shaheed Road, Karachi-75530 not later than 14 days before the day of the Meeting, a notice of his/ her intention to offer himself/ herself for election as Director in terms of section 178(3) of the Companies Ordinance, 1984 along with a Declaration as required under the Code of Corporate Governance of the Listing Regulation of the Stock Exchange.

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