



Notice of Annual General Meeting

Notice is hereby given that the 35th Annual General Meeting of UNITED DISTRIBUTORS PAKISTAN LIMITED will be held at Second Floor IBL BUILDING CENTER Plot No. 1 Block 7/8, DMMCHS, Tipu Sultan Road, Karachi on Wednesday, October 25, 2017 at 4:00 p.m. to transact the following business:

1. To confirm the minutes of the last Extraordinary General Meeting held on May 24, 2017
2. To receive, consider and approve the audited financial statements of the Company for the year ended June 30, 2017 together with the Directors' and Auditors' reports thereon.
3. To appoint Auditors and fix their remuneration for the year 2017-2018. The present Auditors A.F Ferguson & Co., Chartered Accountants retire and being eligible, offer themselves for the re-appointment as auditors of the Company.

Special Business

4. To approve the issue of bonus shares in the ratio of ten shares for every hundred shares held i.e. 10% as recommended by the board of directors and, if thought appropriate to pass with or without modification(s) the following resolution as ordinary resolution:

“RESOLVED that a sum of RS. 24,245,496/- out of the un-appropriated profits of the Company be capitalized and applied towards the issue of 2,424,549 ordinary shares of Rs. 10/- each and allotted as fully paid bonus shares to the members who are registered in the books of the Company as at the close of business on October 18, 2017, in proportion of ten shares for every hundred ordinary shares held and that such new shares shall rank pari passu with the existing ordinary shares

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



FURTHER RESOLVED that in the event of any member becoming entitled to a fraction of a share, the Directors be and are hereby authorized to consolidate all such fractions and sell the shares so constituted on the Stock Market and to pay the proceeds of the sale when realized to a recognized charitable institution as may be selected by the Directors of the Company

FURTHER RESOLVED that the Company Secretary be and is hereby authorized to take all necessary actions on behalf of the Company for allotment and distribution of the said bonus shares as he think fit.”

5. To approve the remuneration of the Chief Executive of the Company and, if thought appropriate, to pass with or without modification(s) the following resolution as ordinary resolution:

“**RESOLVED** that the Company be and hereby approves and authorizes the payment of remuneration to the Chief Executive for a total sum not exceeding Rs. 18 Million per annum exclusive of perquisites and retirement benefits, admissible under the Company’s Rules

Other Business

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

By Order of the Board

ADNAN AHMED FEROZE
Company Secretary

Karachi: October 4, 2017

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Statement of material facts under section 134(3) of the Companies Act, 2017 regarding the Special Business

ITEM 4 of the Agenda

The Directors of the Company are of the view that the Company's financial position justifies issuance of bonus shares in the ratio of ten shares for every hundred shares held

The Directors are interested in the business to the extent of the entitlement of bonus shares as shareholders

ITEM 5 of the Agenda

The approval is being sought for fixing the remuneration of the Chief Executive of the Company in accordance with their terms and conditions of service

The Chief Executive is interested only in the remuneration payable to him

Notes:

1. The Share transfer books of the Company will remain closed from October 19, 2017 to October 25, 2017 (both days inclusive). Transfer (if any) should be received at the office of 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, latest by the close of business on October 18, 2017.
2. A member entitled to attend and vote at this meeting may appoint a proxy to attend and vote on his/ her behalf. A proxy need not be a member of the Company.
3. Proxies in order to be effective must be received by the Company's Registrar not less than 48 hours before the meeting.
4. 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.
5. 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

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Pakistan

are required to produce their Computerized National Identity Card (CNIC) or passport for identification purpose at the time of attending the meeting.

6. 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.
7. 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.
8. The members are requested to deposit tax equivalent to five percent of the value of the bonus shares issued to the shareholders determined on the basis of day-end price on the first day of the closure of books within fifteen days from the first day of the closure of books
9. If a member fails to make the payment of tax within fifteen days, the Company shall deposit the Bonus Shares in the Central Depository Company of Pakistan Limited or any other entity as may be prescribed
10. Bonus Shares deposited in the Central Depository Company of Pakistan Limited shall be disposed of in the mode and manner as may be prescribed and the proceeds thereof shall be paid to the Commissioner, by way of credit to the Federal Government

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