

Notice of Annual General Meeting

Notice is hereby given that the 38th Annual General Meeting of UNITED DISTRIBUTORS PAKISTAN LIMITED will be held at 3rd Floor One IBL Center, Plot No. 1, Block 7/8. D.M.C.H.S. Tipu Sultan Road Shahrah-e-Faisal, Karachi via video link on Wednesday, October 28, 2020 at 1:30 p.m. to transact the following business:

1. To confirm the minutes of the last Extraordinary General Meeting held on July 15, 2020
2. To receive, consider and approve the audited financial statements of the Company for the year ended June 30, 2020 together with the Directors' and Auditors' reports thereon.
3. To appoint Auditors and fix their remuneration for the year 2020-2021. 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 consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:
"RESOLVED that the transactions carried out by the Company in the normal course of business with related parties during the year ended June 30, 2020 be and are hereby ratified, approved and confirmed
FURTHER RESOLVED that the Chief Executive Officer of the Company be and is hereby authorized to approve all the transactions carried out and to be carried out in the normal course of business with the related parties till the next annual general meeting of the Company and in this connection the Chief Executive Officer of the Company be and is hereby authorized to take any or

all necessary actions and sign/execute any and all such documents/indentures as may be required in this regard on behalf of the Company.”

5. To approve the remuneration of the Chief Executive Officer 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 Officer for a total sum not exceeding Rs. 20 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 7, 2020

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

ITEM 4 of the Agenda

All transactions of the Company with the related parties were reviewed by the audit committee quarterly and now submitted for approval and adoption for full year

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 22, 2020 to October 28, 2020(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 21, 2020.
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 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.

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

. **Provision of Video Link Facility:** Shareholders may participate in the meeting via video link facility. If the Company receives a demand (at least 7 days before the date of meeting) from Shareholder(s) holding aggregate 10% or more shareholding residing in any other city, to participate in the meeting through video link, the Company will arrange video link facility in that city.

Shareholders, who wish to participate through video link facility, are requested to fill in Video Link Facility Form available at Company's website and send a duly signed copy to the Company Secretary of the Company at his e mail address at least 48 hours before the meeting the email address is:

Adnan.Ahmed@udpl.com.pk

The Shareholders are requested to provide the information as per the below format. The video link will be sent to the shareholders on the email address provided in the table below:

S.No.	Name of Shareholder	CNIC No.	Folio No.	Cell No.	email Address
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. It may be noted that no person other than the member or proxy holder can attend the meeting through video link facility

Coronavirus contingency planning for general meetings of Shareholders

In accordance with SECP Circular No. 5 of 2020 dated March 17, 2020 and SECP Circular No. 25 of 2020 dated August 31, 2020, the Company will be taking measures for managing the annual general meeting of the Company in consonance with the Government's restrictions on public gatherings. Accordingly, the following information is set out below for the convenience of the Shareholders of the Company:

- i) Shareholders are urged to send by mail, WhatsApp or any other electronic mean or by post or courier their comments/ suggestions for the proposed agenda items of the annual general meeting. The details are set out below:

Email address: Adnan.Ahmed@udpl.com.pk

WhatsApp: +923072220429

Cell phone No.: +923072220429

Address: UNITED DISTRIBUTORS PAKISTAN LIMITED
2nd Floor, One IBL Center, Plot No. 1, Block 7/8 Tipu Sultan Road, off
Shahrah-e-Faisal, Karachi