Date: 01-06-2020
46 cm x 4 col.

United Distributors Pakistan Limited

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of United Distributors Pakistan Limited will be held through video link on Wednesday June 24, 2020 at 3:30 pm at the Company's branch office situated at 2nd Floor, One IBL Centre, Plot No.1, Block 7/8, D.M.C.H.S., Tipu Sultan Road, off Shahrah-e-Faisal, Karachi to transact the following business:

ORDINARY BUSINESS

1. To confirm minutes of the last Annual General Meeting held on October 24, 2019.
2. To elect directors of the Company in accordance with the provisions of Section 159 of the Companies Act, 2017 for a term of three years commencing from June 25, 2020. The number of the directors to be elected has been fixed at seven by the Board of Directors. Names of the present seven retiring directors and eligible to file nominations are as under:

1. Mr. Rashid Abdulla	2. Mr. Asad Abdulla
3. Mr. Ayaz Abdulla	4. Mr. Zubair Palwala
5. Mr. Syed Nadeem Ahmed	6. Mr. Tahir Saeed
7. Mr. Muhammed Salman Hussain Chawala	

ANY OTHER BUSINESS

3. To consider any other business with the permission of the Chair.

A statement under Section 166(3) of the Companies Act, 2017 pertaining to the material facts is being sent to the Shareholders along with this notice.

By Order of the Board

Karachi:
June 3, 2020

ADNAN AHMED FEROZE
Company Secretary

Notes:

1. The share transfer books of the Company will remain closed from June 18, 2020 to June 24, 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 June 17, 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 26, 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.
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. **Contesting Election of Directors:** Any person (including a retiring Director) who seeks to contest Election of Directors shall file with the Company at its branch office, 2nd Floor, One IBL Centre, Plot No.1, Block 7/8, D.M.C.H.S., Tipu Sultan Road, off Shahrah-e-Faisal, Karachi, not later than 14 days before the said meeting his/her intention to offer himself/herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with:
   i. Notice of his/her intention to stand for election, along with duly completed and signed Form 28 giving his/her consent to act as Directors of the Company if elected (under Section 167(1) of the Companies Act, 2017), and certify that he is not ineligible to become a Director under any applicable laws, Rules and Regulations; and that he/she confirms to hold the qualification shares in accordance with Article 70 of the Articles of Association of the Company.
   ii. Detailed profile along with office address to be placed on the Company's website seven days prior to the date of election in term of SECP's SRO 634(1)/2014 of July 10, 2014.
   iii. Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2017 and the eligibility criteria as set out in the Companies Act, 2017 to act as the director of a listed Company.
   iv. Attested copy of valid CNIC and NTN.
   v. Declaration by Independent Director(s) under Clause 6(2) of the Listed Companies (Code of Corporate Governance) Regulation, 2017.
   vi. Undertaking on non-judicial stamp paper that he/she meet the requirements of sub-Regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

E-Voting/Voting by Postal Ballot: If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-Section (1) of Section 159 of the Companies Act, 2017, then the company shall provide its members with options of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.

Shareholders who wish to participate through e-voting, kindly provide immediately through a letter duly signed by them i.e. Name, Folio/CDC Account No., E-mail address, Contact number to the Share Registrar of the Company (CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400) before June 18, 2020.

A postal ballot paper is being sent to the Shareholders along with this notice.

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.	Cell No.	Email Address	Folio No.

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, the Company will be taking measures for managing the extraordinary 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 extraordinary general meeting. The details are set out below:

- Email address:	Adnan.Ahmed@udpl.com.pk
- WhatsApp:	+92-307-222 0429
- Cell Phone No:	+92-307-222 0429
- Address:	UNITED DISTRIBUTORS PAKISTAN LIMITED 2nd Floor, One IBL Centre, Plot No.1, Block 7/8, D.M.C.H.S., Tipu Sultan Road, off Shahrah-e-Faisal, Karachi

Statement Under Section 166(3) of the Companies Act 2017

Section 166 of the Companies Act, 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Being a listed Company, United Distributors Pakistan Limited is required to have two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2017. Accordingly, the Company shall ensure that two independents are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act, 2017.

After the contestants file their notice/intention to stand for elections, the Company shall apply following criteria for choosing the appointee for appointment as independent director:

- Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
- Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.
- The Company Shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.