



UNITED DISTRIBUTORS PAKISTAN LIMITED

92-C, Jami Commercial Street 11, D.H.A. Phase 7, Karachi 75500

Tel: 021-35116823 Fax: 021-35635518

Email: info@udpl.com.pk Website: www.udpl.com.pk

October 5, 2026

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road, Karachi

The Director / HOD
Supervision and Endorsement Department
Securities and Exchange Commission
of Pakistan, Islamabad

Subject: NOTICE OF 44th ANNUAL GENERAL MEETING

Dear Sir,

We enclose a copy of the Notice of the 44th Annual General Meeting of United Distributors Pakistan Limited, to be held on Monday, October 26, 2026 at 4:00 p.m. at ICMA Pakistan Building, ST-18/C, ICMAP Avenue, Block 6, Gulshan-e-Iqbal, Karachi, and through video conferencing facility.

The Notice has been published in the following newspapers:

Newspaper	Language	Date of publication
The Nation	English	October 5, 2026
Nawa-e-Waqt	Urdu	October 5, 2026

The share transfer books of the Company will remain closed from October 20, 2026 to October 26, 2026 (both days inclusive). Transfers received in order at the office of the Share Registrar, M/s CDC Share Registrar Services Limited, CDC House No. 99-B, Block B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, at the close of business on October 19, 2026 will be treated in time for the purpose of the meeting.

You may please inform the TRE Certificate holders of the Exchange accordingly.

Yours truly,

Muhammad Imran
Company Secretary

Encl:

1. Notice of the 44th Annual General Meeting

Notice of Annual General Meeting



Notice is hereby given that the 44th Annual General Meeting of the shareholders of United Distributors Pakistan Limited will be held on Monday, October 26, 2026 at 4:00 p.m. at ICMA Pakistan Building, ST-18/C, ICMAP Avenue, Block 6, Gulshan-e-Iqbal, Karachi, and through video conferencing facility, to transact the following business:

By Order of the Board

Muhammad Imran
Company Secretary

Karachi: October 5, 2026

A statement of material facts under section 134(3) of the Companies Act, 2017 pertaining to the special business is annexed to this notice.

ORDINARY BUSINESS

1. To confirm the minutes of the Extraordinary General Meeting held on July 14, 2026.
2. To receive, consider and adopt the annual audited financial statements of the Company for the year ended June 30, 2026, together with the Chairman's Review and the Directors' and Auditors' reports thereon.
3. To appoint auditors and fix their remuneration for the year ending June 30, 2027. The present auditors, BDO Ebrahim & Co., Chartered Accountants, retire and, being eligible, offer themselves for re-appointment.
4. To note that the Board of Directors has not recommended any final cash dividend for the year ended June 30, 2026, and that interim cash dividends of Rs. 19.50 per share, i.e. 195%, were declared and paid by the Board during the year.
5. To transact any other business with the permission of the Chair.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without modification:

- a. "RESOLVED that the transactions carried out in the normal course of business with related parties during the year ended June 30, 2026 be and are hereby ratified and approved."
- b. "RESOLVED that the Chief Executive 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 associated companies / related parties during the ensuing year ending June 30, 2027, and, in this connection, the Chief Executive be and is hereby also authorized to take any and all necessary actions and sign / execute any and all such documents / indentures as may be required in this regard on behalf of the Company. These transactions shall be deemed to have been approved by the shareholders and shall be placed before the shareholders"

NOTES

1. Participation through video conferencing facility

The Company, in order to facilitate shareholders and keeping in view quorum requirements, has made arrangements to enable shareholders to participate in the meeting through video conferencing facility.

Shareholders who have already updated their valid e-mail addresses with the Company or its Share Registrar and are interested in attending the meeting online may send the information below, together with a valid copy of both sides of their CNIC, under the subject "Registration for UDPL AGM-2026" to m.imran@udpl.com.pk from their registered e-mail address by October 22, 2026.

Particulars	Details
Name	
CNIC number	
Folio / CDC account no.	
Cell number	
Email address	

Members whose requests are received by the above date will be provided with the procedure for joining the online meeting. Comments and questions on the agenda items may also be sent to m.imran@udpl.com.pk.

2. Closure of share transfer books

The share transfer books of the Company will remain closed from **October 20, 2026 to October 26, 2026 (both days inclusive)**. Transfers received in order at the office of the Share Registrar, M/s CDC Share Registrar Services Limited, CDC House No. 99-B, Block B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, at the close of business on **October 19, 2026** will be treated in time for the purpose of the meeting.

3. Participation in the general meeting

A member entitled to attend and vote may appoint another person as his / her proxy to attend and vote instead of him / her. Proxies, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the time fixed for the meeting.

CDC shareholders must bring their Participant ID and Account / Sub-Account number along with their original CNIC or passport to authenticate their identity. In the case of a corporate entity, the board resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

4. Appointment of proxy

- Two persons, whose names, addresses and CNIC numbers shall be mentioned on the form, shall witness the proxy.
- Attested copies of the CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his / her original CNIC or passport at the time of the meeting.
- In the case of a corporate entity, the board resolution / power of attorney with specimen signature of the nominee shall be submitted with the proxy form.

5. Submission of CNIC

The dividend of shareholders whose valid CNICs are not available with the Share Registrar may be withheld. Shareholders holding physical shares are advised to submit a copy of their valid CNIC to the Share Registrar immediately, if not already provided.

Further, under section 119 of the Companies Act, 2017 and regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all CDC and physical shareholders are requested to have their e-mail addresses and cell numbers updated in their CDC account or physical folio.

6. Withholding tax on dividend

Withholding of tax on dividend will be made under section 150 read with Rule 1 of the Tenth Schedule and clause 111A of Part IV of the Second Schedule to the Income Tax Ordinance, 2001, as follows:

- a. Rate of tax deduction for a filer of an income tax return – 15%
- b. Rate of tax deduction for a non-filer of an income tax return – 30%
- i. A valid tax exemption certificate under section 159 is mandatory to claim exemption under clause 47-B of Part IV of the Second Schedule. Shareholders seeking exemption must provide a copy of their valid certificate to the Share Registrar before the commencement of book closure.
- ii. In the case of joint accounts, withholding tax will be determined separately on the filer / non-filer status of the principal shareholder and the joint holder(s) based on their shareholding proportions. Joint holders are requested to provide these proportions to the Share Registrar within 10 days of this notice, failing which the shares will be assumed to be held equally.

7. Request for video conferencing facility

If the Company receives consent from members holding at least 10% of the total paid-up share capital residing in a city to participate through video link at least seven days prior to the meeting, the Company will arrange a video link facility in that city, subject to availability.

To avail this facility, please provide the following to the Share Registrar:

"I / We, _____ of _____, being a member of United Distributors Pakistan Limited, holder of _____ ordinary share(s) as per Registered Folio No. _____, hereby opt for video conference facility at _____."

Signature of member: _____

8. Financial statements on the website

The audited financial statements for the year ended June 30, 2026 have been made available on the Company's website, www.udpl.com.pk, at least 21 days before the date of the meeting.

9. Annual report through weblink / QR code

Under SECP Notification SRO 389(I)/2023 dated March 21, 2023, the annual report for the year ended June 30, 2026 may be viewed and downloaded through the QR code and weblink below:

Weblink	QR code
https://udpl.com.pk/wp-content/uploads/2026/10/UDPL_Annual_Report_2026.pdf	

The annual report has also been e-mailed to shareholders who have provided valid e-mail addresses. Shareholders wishing to receive a hard copy may request one from the Company Secretary or Share Registrar; it will be supplied free of cost within one week of the request.

10. Payment of cash dividend electronically

Under section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, cash dividend must be paid only through electronic mode directly into the bank account designated by the entitled shareholder. Shareholders who have not yet provided their banking details are requested to furnish them to the Share Registrar.

11. Unclaimed shares and dividend

Shareholders who could not claim their dividend, if any, are advised to contact the Share Registrar, M/s CDC Share Registrar Services Limited, to collect or enquire about their unclaimed dividend.

12. Postal ballot

Members shall ensure that the duly filled and signed ballot paper, along with a copy of their CNIC, reaches the Chairman by post at the registered address, 92-C, Jami Commercial Street 11, D.H.A. Phase 7, Karachi, or by e-mail at m.imran@udpl.com.pk, one day before the meeting, i.e. by October 25, 2026, during working hours. The signature on the ballot paper shall match that on the CNIC. The ballot paper is available for download at www.udpl.com.pk.

13. Procedure for e-voting

- i. Details of the e-voting facility will be shared by e-mail with members whose valid CNIC numbers, cell numbers and e-mail addresses are available in the register of members by the close of business on October 19, 2026.
- ii. The web address, login details and password will be communicated by e-mail, and security codes by SMS, from the web portal of the e-voting service provider.

- iii. The identity of members casting votes through e-voting shall be authenticated through electronic signature or authentication for login.
- iv. E-voting lines will open on October 22, 2026 at 09:00 a.m. and close on October 25, 2026 at 5:00 p.m. Once a vote is cast, it cannot be changed.

14. Deposit of physical shares into CDC account

Under section 72 of the Companies Act, 2017, listed companies are required to replace physical shares with shares in book-entry form within the period notified by the SECP. Shareholders holding physical shares are encouraged to open a CDC sub-account with a broker, or an Investor Account directly with CDC.

15. Prohibition on grant of gifts to shareholders

SECP Circular No. 2 of 2018 dated February 9, 2018 strictly prohibits companies from giving gifts or incentives in lieu of gifts, in any form, to shareholders at or in connection with general meetings. Under section 185 of the Companies Act, 2017 any violation is an offence.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

The following statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting to be held on October 26, 2026.

Agenda item 1(a) – transactions carried out with related parties during the year ended June 30, 2026

The transactions carried out in the normal course of business with associated companies / related parties were approved by the Board, as recommended by the Audit Committee, on a quarterly basis under regulation 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

The transactions conducted during the financial year ended June 30, 2026 with associated companies / related parties, as disclosed in note 35 to the financial statements for the year ended June 30, 2026, are being placed before the shareholders for their consideration and approval / ratification.

Agenda item 1(b) – authorization for transactions with related parties for the year ending June 30, 2027

The Company will conduct transactions with related parties during the year ending June 30, 2027 on an arm's length basis in accordance with the approved policy, in the normal course of business. Certain Directors are interested in these transactions by virtue of their common directorships in the associated companies.

In order to comply with the provisions of regulation 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the shareholders may authorize the Chief Executive to approve the transactions carried out and to be carried out in the normal course of business with associated companies / related parties during the ensuing year ending June 30, 2027 and thereafter upto the next AGM, which require approval of shareholders.

UNITED DISTRIBUTORS PAKISTAN LIMITED POSTAL BALLOT PAPER		
for voting through post for the Special Business at the Annual General Meeting to be held on Monday, October 26, 2026, at 04:00 P.M at ICMA Pakistan Building ST-18/C, ICMAP Avenue, Block 6, Gulshan-e-Iqbal, Karachi. Website: www.udpl.com.pk.		
Folio / CDS Account Number		
Name of Shareholder / Proxy Holder		
Registered Address		
Number of shares Held		
CNIC/Passport No. (in case of foreigner) (copy to be attached)		
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)		
Name of Authorized Signatory		
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)		
Resolution For Agenda Item No. 1 To consider to pass the following ordinary resolutions: a) "RESOLVED that the transactions carried out in normal course of business with related parties during the year ended June 30, 2026 be and are hereby ratified and approved." b) "RESOLVED that the Chief Executive of the Company be and is hereby authorized to approve all the transactions carried out and to be carried out in normal course of business with associated companies/related parties during the ensuing year ending June 30, 2027 and, in this connection, the Chief Executive be and is hereby also authorized to take any and all necessary actions and sign/execute any and all such documents/indentures as may be required in this regard on behalf of the Company."		
<u>Instructions For Poll</u>		
1. Please indicate your vote by ticking (✓) the relevant box.		
2. In case if both the boxes are marked as (✓), you poll shall be treated as <u>"Rejected"</u> .		
I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below;		
Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<u>Resolution For Agenda Item No. 1 a</u>		
<u>Resolution For Agenda Item No. 1 b</u>		
1. Dully filled ballot paper should be sent to the Chairman at 92C, Jami Commercial Street 11, DHA, Phaze 7, Karachi or e-mail at m.imran@udpl.com.pk 2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form. 3. Ballot paper should reach the Chairman within business hours by or before October 24, 2026 . Any postal Ballot received after this date, will not be considered for voting. 4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner). 5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected. 6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member. 7. Ballot Paper form has also been placed on the website of the Company at: www.udpl.com.pk . Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.		
_____ Shareholder / Proxy holder Signature/Authorized Signatory (In case of corporate entity, please affix company stamp)		_____ Date

Proxy Form



The Company Secretary
United Distributors Pakistan Limited
92-C, Jami Commercial Street 11,
D.H.A. Phase 7, Karachi.

I / We _____
son / daughter / wife / husband of _____
shareholder of United Distributors Pakistan Limited holding _____
ordinary shares hereby appoint _____
who is my _____ [state relationship (if any) with the proxy, required by Government regulations]
and the son / daughter / wife / husband of _____ [holding
ordinary shares in the Company under Folio No. _____] [required by Government] as my / our proxy,
to attend and vote for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on
Monday, October 26, 2026 and / or any adjournment thereof.

Signed this _____ day of _____ 2026

Signature on Revenue
Stamp of Rs. 5/-

Witness (A)

Signature _____
Name _____
Address _____
CNIC / Passport No. _____

Witness (B)

Signature _____
Name _____
Address _____
CNIC / Passport No. _____

Signature of Member(s)

Folio No. _____
CDC Participation I.D. No. _____
Sub Account No. _____

IMPORTANT

1. The member is requested: (i) to affix a Revenue Stamp of Rs. 5/- at the place indicated above; (ii) to sign across the revenue stamp in the same style of signature as is registered with the Company; and (iii) to write down his / her Folio Number.
2. In order to be valid, this proxy must be received at the registered office of the Company at least 48 hours before the time fixed for the meeting, duly completed in all respects.
3. CDC shareholders or their proxies should bring their original Computerized National Identity Card or passport along with the Participant's ID Number and their Account Number to facilitate their identification. The detailed procedure is given in the notes to the Notice of the Annual General Meeting.



The Company Secretary
United Distributors Pakistan Limited
92-C, Jami Commercial Street 11,
D.H.A. Phase 7, Karachi.

AFFIX
CORRECT
POSTAGE



پراکسی فارم

کمپنی سیکرٹری
یونائیٹڈ ڈسٹری بیوٹرز پاکستان لمیٹڈ
۹۲-سی، جامی کمرشل اسٹریٹ ۱۱،
فیضان، ڈیفنس ہاؤسنگ اتھارٹی، کراچی۔

میں / ہم
ولد / دختر / زوجہ
یونائیٹڈ ڈسٹری بیوٹرز پاکستان لمیٹڈ کا / کی حصص دار، جو
عام حصص رکھتا / رکھتی ہوں، بذریعہ ہذا
کو، جو میرے / ہمارے
ہیں (پراکسی کے ساتھ رشتہ، جو حکومتی قواعد کے تحت درکار ہے)
اور ولد / دختر / زوجہ
ہیں (جو فولیو نمبر
کے تحت عام حصص رکھتے ہیں) اپنا / اپنی پراکسی مقرر کرتا / کرتی ہوں کہ وہ کمپنی کے سالانہ اجلاس عام، منعقدہ بروز پیر ۲۶ اکتوبر ۲۰۲۶ء یا اس کے کسی بھی
ملفوظ شدہ اجلاس میں میری / ہماری جانب سے شرکت کرے اور ووٹ دے۔
آج بتاریخ
ماہ
۲۰۲۶ء دستخط کیے۔

۵ روپے کے ریونیو ٹکٹ
پر دستخط

حصص دار کے دستخط

گواہ (ب)

دستخط

نام

پتہ

شناختی کارڈ نمبر

گواہ (الف)

دستخط

نام

پتہ

شناختی کارڈ نمبر

فولیو نمبر
سی ڈی سی پارٹنرسپنٹ آئی ڈی نمبر
سب اکاؤنٹ نمبر

اہم ہدایات

1. حصص دار سے درخواست ہے کہ: (الف) مذکورہ جگہ پر ۵ روپے کا ریونیو ٹکٹ چسپاں کریں؛ (ب) ریونیو ٹکٹ پر اسی طرز دستخط سے دستخط کریں جو کمپنی کے ریکارڈ میں درج ہے؛ اور (ج) اپنا فولیو نمبر تحریر کریں۔
2. موثر ہونے کے لیے یہ پراکسی فارم اجلاس کے مقررہ وقت سے کم از کم ۲۸ گھنٹے قبل، ہر لحاظ سے مکمل پُر شدہ حالت میں، کمپنی کے رجسٹرڈ آفس میں موصول ہونا ضروری ہے۔
3. سی ڈی سی حصص داران یا ان کے پراکسی اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ، پارٹنرسپنٹ آئی ڈی نمبر اور اکاؤنٹ نمبر کے ہمراہ لائیں تاکہ شناخت میں آسانی ہو۔ تفصیلی طریقہ کار سالانہ اجلاس عام کے نوٹس کے نوٹس میں درج ہے۔