

FORM-17

Date: February 02, 2018

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

Subject: Notice of Extraordinary General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on Friday, February 23, 2018, at 09:30 a.m. at 9th Floor, NIC Building, Abbasi Shaheed Road, Karachi for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,



Shariq Ahmed,
Company Secretary

Encl: As above.

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that Extra-Ordinary General Meeting of the Company will be held on Friday, February 23, 2018, at 09:30 a.m. at 9th Floor, NIC Building, Abbasi Shaheed Road, Karachi to transact the following business:

Ordinary Business

1. To confirm the minutes of last Annual General Meeting held on October 31, 2017.

Special Business

2. Increase in authorized Capital of the Company

To consider and, if deemed fit, pass the following resolution as a Special Resolution with or without modification, additions or deletions for increase in authorized capital of the Company and to make consequent amendments in the Memorandum and Articles of Association:-

RESOLVED THAT the Authorized Capital of the Company be and is hereby increased from Rs. 120,000,000/- divided into 12,000,000 ordinary shares of Rs. 10 each to Rs. 1,000,000,000/- divided into 100,000,000 ordinary shares of Rs. 10 each.

FURTHER RESOLVED THAT the new ordinary shares will rank pari passu with the existing shares in all respects and rights.

FURTHER RESOLVED THAT Mr. Shariq Ahmed, Company Secretary of the Company be and is hereby authorized to take all necessary actions for giving effect to the above resolutions and file relevant forms with the concerned Registrar of Companies as required under the provisions of the Companies Act, 2017.

FURTHER RESOLVED THAT in consequent of the above said increase in the Authorized Share Capital of the Company, the existing clause V of the Memorandum of Association of the Company and clause 5 of the Articles of Association be and is hereby amended to read as follows:

Clause V of the Memorandum of Association:

(V) The capital of the Company is Rs. 1,000,000,000/-(Rupees One Billion) divided into 100,000,000 ordinary shares of Rs.10/-each with the power to increase or reduce or consolidate or sub-divide the shares as may for the time being be provided by the regulations of the Company and to consolidate or sub-divide the share into higher or lower denominations.

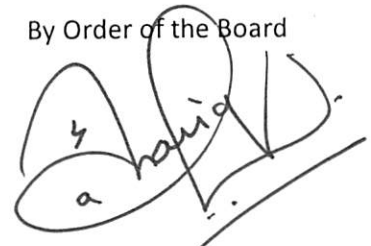
Clause 5 of the Articles of Association

5. The capital of the Company is Rs. 1,000,000,000/- (Rupees One Billion) divided into 100,000,000 ordinary shares of Rs.10/-each capable of being increased or reduced in accordance with the presents and requirements of the Company.



Karachi
February 2, 2018

By Order of the Board



Shariq Ahmed
Company Secretary

STATEMENT PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2017 PERTAINING TO SPECIAL BUSINESS

This statement set out the material facts concerning the special business to be transacted at the extra-ordinary general meeting of the Company to be held on February 23, 2018.

ITEM 2

In order to cater for the future increase in paid up share capital, the Authorized Capital of the Company needs to be enhanced. Accordingly, the Board of Directors has recommended to increase the Authorized Share Capital of the Company from Rs. 120,000,000/- divided into 12,000,000 ordinary shares of Rs. 10 each to Rs. 1,000,000,000/- divided into 100,000,000 ordinary shares of Rs. 10 each.

The proposed increase in the Authorized Share Capital of the Company will also necessitate amendments in the existing clause V of the Memorandum of Association of the Company and clause 5 of the Articles of Association. The Board of Directors have also recommended alteration in the Memorandum of the Company to reflect increase in Authorized Share Capital of the company. The new ordinary shares when issued shall rank pari passu with the existing ordinary shares in all respects.

A copy of the Memorandum and Articles of Association has been kept at the registered Office of the Company and may be inspected during business hours on any working day from the date of publication of this notice until the conclusion of the general meeting.

The directors are not interested, directly or indirectly, in the above special business except that they are shareholders/directors in the Company.

Notes:

- i. The share transfer books will remain closed from February 17, 2018 to February 23, 2018 (both days inclusive). Transfers in good order, received at the office of Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 by close of the business on February 16, 2018 will be treated in time for attending the extra-ordinary general meeting.
- ii. All members/shareholders are entitled to attend, speak and vote at the extra-ordinary general meeting. A member/shareholder may appoint a proxy to attend, speak and vote on his/her behalf. The proxy need to be a member of the Company. Proxies in order to be effective must be received by the Company's Registered Office: 8th Floor, NIC Building, Abbasi Shaheed Road, Karachi – 75530 not less than 48 hours before the meeting.
- iii. In pursuance of Circular No. 1. Of 2000 of SECP, dated January 26, 2000 the 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. The form of proxy 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 the passport of the beneficial owner and the proxy.

In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.
- iv. Members are requested to intimate any changes in address immediately to Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400.

Proxy Form Extra-Ordinary General Meeting

I, _____ s/o, d/o _____

Holder of CNIC No. _____

Resident of _____, being member of United Brands Limited

Holding _____ ordinary shares as per Registered Folio/CDS Account No. _____ hereby

Appoint Mr. /Ms. _____, resident of _____ member

of the Company Registered Folio/CDS Account No. _____ or falling him/her

Mr./Ms. _____

Resident of _____ who is also a member of the Company

Registered Folio / CDS Account No. _____ as my / our proxy to attend

Act and vote for me/us and on my/our behalf at Extra-Ordinary General Meeting (EOGM) of the Company to be held on Friday, February 23, 2018 at 09:30 a.m. at 9th Floor, NIC Building, Abbasi Shaheed, Road,, Karachi and any adjournment thereof.

As witness my/our hand/seal this _____ day of _____ 2018

Signed by _____ in the presence of;

Witness:

1. Name _____ 2. Name _____

Signature _____ Signature _____

Address _____ Address _____

CNIC or Passport No. _____ CNIC or Passport No. _____

Notes:

1. The proxy form, duly completed and signed must be received at the Registered Office of the Company, 8th Floor, NIC Building, Abbasi Shaheed Road, Karachi.
2. All members are entitled to attend and vote at the meeting.
3. If a member appoints more than one proxy and more than one instruments of a member with Company deposits proxy, all such instruments of proxy shall be rendered invalid.
4. Members are requested to notify any changes in their addresses immediately.