



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 3rd Annual General Meeting of UDL International Limited will be held on Monday, October 28, 2024 at 10:00 am at NBF1 & Modaraba Association of Pakistan, Office No. 602, Progressive Centre, 30-A, Block-6, PECHS, Shahrah-e-Faisal, Karachi, to transact the following business:

### Ordinary Business

- To confirm the minutes of the last Extra Ordinary General Meeting held on January 17, 2024.
- To receive, consider and approve the unconsolidated and consolidated audited financial statements of the Company for the year ended June 30, 2024 together with the Directors' Report and Auditors' report thereon.
- To appoint Auditors and fix their remuneration for the year 2024-2025. The present Auditors Grant Thornton Anjum Rehman, Chartered Accountants retire and being eligible, offer themselves for the re-appointment as auditors of the Company.

### Special Business

- To seek approval of members to circulate the unconsolidated and consolidated annual audited financial statements through QR enabled Code & weblink as required by notification issued by SECP through SRO 389(I)2023 dated March 21, 2023:

"RESOLVED that the Company be and hereby authorized to circulate the unconsolidated and consolidated annual audited financial statements through QR enabled Code & weblink as required by notification issued by SECP through SRO 389(I)2023 dated March 21, 2023.

### Other Business

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

By the Order of the Board

**MUHAMMAD FAISAL SIDDIQUI**  
Company Secretary

October 08, 2024  
Karachi.

### Notes:

- The shareholders whose names appear on the register of shareholders of UDLI on the close of business as on October 21, 2024 would be eligible to attend the AGM.
- The share transfer books of the company will remain closed from 22nd October 2024 to 28th October, 2024 (both days inclusive). Transfers received in order at the office of our Registrar, CDC Share Registrar Service Ltd., CDC House, Shahrah-e-Faisal, Karachi, before the close of business hours on Monday October 21st, 2024 would be eligible to vote.
- The shareholders are requested to immediately notify change in their addresses, if any, at the registered address of the Company.
- A Shareholder of the Company entitled to attend and vote at this meeting may attend the meeting personally or appoint a shareholder as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received by the Company at the above-mentioned address, not less than 48 hours before the meeting.

### For Attending the Meeting

- In case of an individual, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original computerized national identity card (CNIC).
- In case of corporate entity, the board of directors resolutions / power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) at the time of meeting.

### For Appointing Proxies

- In case of individual, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirements.
- Two persons, whose names, addresses, and CNIC numbers shall be mentioned on the form, shall witness the Proxy.
- Attested copies of CNIC of the beneficial owner and proxy shall be furnished along with the proxy form.
- The proxy shall produce his/her original CNIC at the time of the meeting.
- In case of corporate entity, the board of directors resolutions / power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) along with the Proxy form to the Company.

### Video Conferencing Facility

In terms of Companies Act, 2017, members residing in a city holding at least 10% of the total paid-up share capital may demand the facility of Video Link for participating in the Annual General Meeting. The request for video-link facility shall be received by the Company at the registered address at least 7 days prior to the date of the meeting. The facility would be provided subject to availability of such facility in that City.

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of UDL International Limited, holder of \_\_\_\_\_ Ordinary Shares as per Registered Folio # \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

### Video Link Facility for Meeting

Securities and Exchange Commission of Pakistan (SECP) has advised vide circular No 4 of 2021 dated February 15, 2021 to provide participation of the members through electronic means. The members can attend the AGM via, Video Link. To attend the meeting through Video Link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (CNIC) (Both Sides)/ passport, attested copy of board resolution/power of attorney (in case of corporate shareholders) through email at info@udl.com.pk by October 21, 2024.

Name of Member/Proxy Holder	CNIC No.	Folio No./CDC Account No.	Cell No.	Email ID

### Conversion of Physical Shares into CDC Account

The Securities and Exchange Commission of Pakistan has issued a letter No. CSD/ED/Misc./2016 639-640 dated March 26, 2021 addressed to all listed companies drawing attention towards the provision of Section 72 of the Companies Act, 2017 (Act) which requires all companies to replace shares issued to them in physical form with shares in the Book-Entry-form within a period not exceeding four years from the date of the promulgation of the Act.

In order to ensure full compliance with the provisions of the aforesaid Section 72 and to benefit from the facility of holding shares in the Book-Entry-Form, the shareholders who still hold shares in physical form are requested to convert their shares in the Book-Entry-Form, as soon as possible.

The shareholders may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc.

### Unclaimed Dividend / Shares under Section 244 of the Companies Act, 2017

An updated list for unclaimed dividend/shares of the Company is available on the Company's website www.udl.com.pk. These are unclaimed dividend/shares which have remained unclaimed or unpaid for a period of three years from the date these have become due and payable. Claims can be lodged by shareholders on Claim Forms as are available on the Company's website.

### Polling on Special Resolutions

The members are hereby notified that pursuant to Companies (Postal Ballot) Resolutions, 2018 ("the Regulations") amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as Special Business.

Accordingly, members of UDL International Limited will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Annual General Meeting to be held on Monday, October 28, 2024, at 10.00 AM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

### Procedure for E-Voting

- Details of the e-voting facility will be shared through an e-mail with those members of the company who have their valid CNIC numbers, cell numbers and e-mail addresses available in the register of members of the company by the close of business on October 21, 2024.
- The web address, login requirements will be communicated to members via email. The security code, if any, will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- Identity of the Members intending to cast through e-voting shall be authenticated through signature or authentication for login.
- E-Voting Lines will start from October 24, 2024 at 09:00 AM and shall close on October 27, 2024 at 05:00 PM. Members can cast their votes anytime during this period. Once the Vote on a Resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

### Procedure for Voting through Postal Ballot

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through Post on the Company's registered address UDL International Limited, 1st Floor, Business Enclave, 77C, 12th Commercial Street, DHA Phase II (Extension), Karachi. Pakistan or email at info@udl.com.pk one day before the Annual General Meeting on October 27, 2024 up to 5.00 PM. The signature on the ballot paper shall match the signature on the CNIC.

The postal poll paper is also available for download from the website of the Company at www.udl.com.pk or use the same as attached to this Notice and published in the newspapers.

Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

### PLACEMENT OF FINANCIAL STATEMENTS ON COMPANY'S WEBSITE

The financial statements of the Company for the year ended June 30, 2024 have been placed on the website of the Company www.udl.com.pk.

By Order of the Board,

October 08, 2024  
Karachi

**Muhammad Faisal Siddiqui**  
Company Secretary

### BALLOT PAPER FOR VOTING THROUGH POST

For voting through post for Special Business at the Annual General Meeting of UDL International Limited to be held on Monday, October 28, 2024 at 10.00 AM at NBF1 & Modaraba Association of Pakistan, Office No 602, Progressive Centre, 30-A, Block-6, PECHS, Sharah-e-Faisal, Karachi.

Email address of the Chairman of the meeting at which the duly filled ballot paper may be sent: [info@udl.com.pk](mailto:info@udl.com.pk).

Name of Shareholder / Joint Shareholder	
Registered Address	
Folio No./CDC Participant ID/Investor ID with sub-Account No.	
Number of Shares held	
CNIC/NICOP/Passport No. (in case of foreigner) (Copy to be attached)	
Additional information and enclosures (In case of representatives of body corporates, corporations and Federal Government)	
Name of Authorized Signatory	
CNIC/NICOP/Passport No. (in case of foreigner) of authorized signatory (Copy to be attached)	

### SPECIAL RESOLUTIONS

#### Agenda Item 4

To consider and if thought fit approve, adopt and agree to the following:

To seek approval of members to circulate the unconsolidated and consolidated annual audited financial statements through QR enabled Code & weblink as required by notification issued by SECP through SRO 389(I)2023 dated March 21, 2023:

"RESOLVED that the Company be and hereby authorized to circulate the unconsolidated and consolidated annual audited financial statements through QR enabled Code & weblink as required by notification issued by SECP through SRO 389(I)2023 dated March 21, 2023.

I/we hereby exercise my/our vote in respect of above-mentioned special resolution through Postal Ballot by conveying my/our assent or dissent to the said resolutions by placing tick (✓) in the appropriate Box below:

	I/we assent to the Resolution	I/we dissent to the Resolution
1. Special Resolution as per Agenda Item # 4 (as given above)		

Shareholder/ Proxy Holder signature/Authorized Signatory \_\_\_\_\_  
(In case of corporate entity, please affix stamp)

Place: \_\_\_\_\_

Date: \_\_\_\_\_

### Notes:

- Duly filled postal ballots should be sent to the Company Secretary at UDL International Limited, 1st Floor Business Enclave, 77-C, 12th commercial Street, Off: Kh-e-Ittehad, DHA Phase-II Extension, Karachi or through email at info@udl.com.pk.
- Copy of CNIC, NICOP/Passport # (in case of foreigner) should be enclosed with the postal ballot form.
- Postal ballot form should reach the Chairman of the Meeting on or before October 27, 2024 up to 05:00 pm. Any Postal Ballot received after this time/date, will not be considered for voting.
- 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 Resolutions/ 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 Consul General of Pakistan having jurisdiction over the matter.
- Signature on postal ballot should match with signature on CNIC, NICOP/Passport (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.