

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of TPL Corp Limited (“Company”) will be held on Friday, 25th October, 2019 at 12:15 pm at the Institute of Chartered Accountants of Pakistan (ICAP) at Chartered Accountants’ Avenue, Clifton, Karachi, to transact the following business:

ORDINARY BUSINESS:

- To approve the minutes of the Annual General Meeting held on 17 October, 2018.
“RESOLVED THAT the minutes of Annual General Meeting of TPL Corp Limited held on 17 October, 2018 at 11:00 am be and are hereby approved.”
- To receive, consider and adopt the Annual Audited Financial Statements of the Company together with the Directors’ and Auditors’ Report thereon for the year ended 30 June, 2019.
“RESOLVED THAT the Annual Standalone and Consolidated Audited Financial Statements of TPL Corp Limited, the Directors’ and Auditors’ Report thereon for the year ended 30 June, 2019 be and are hereby approved.”
- To appoint Auditors for the year ending 30 June, 2020 and fix their remuneration. M/s. EY Ford Rhodes, Chartered Accountants retire and being eligible, have offered themselves for re-appointment.
“RESOLVED THAT M/s EY Ford Rhodes, Chartered Accountants be and are hereby appointed as Auditors of M/s. TPL Corp Limited on the basis of consent received from them, at a fee mutually agreed for the period ending 30 June, 2020.”

SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act, 2017, to authorize the Company to make further equity investment of Rs. 300 million in the subsidiary company, TPL Life Insurance Limited.
“RESOLVED THAT pursuant to Section 199 of the Companies Act, 2017, the Company be and is hereby authorized to make further equity investment of Rs. 300 million in the subsidiary company i.e. TPL Life Insurance Limited.”
- To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for renewal of advance up to Rs. 100 million to the holding company, TPL Holdings (Private) Limited.
“RESOLVED THAT pursuant to Section 199 of the Companies Act, 2017, the Company be and is hereby authorized to renew advance up to Rs. 100 million to the holding company i.e. TPL Holdings (Private) Limited.”
- To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act, 2017, to authorize the Company for renewal of advance up to Rs. 100 million to the associated company, TPL Properties Limited.
“RESOLVED THAT pursuant to Section 199 of the Companies Act, 2017, the Company be and is hereby authorized to renew advance up to Rs. 100 million to TPL Properties Limited.”
- To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act, 2017, to authorize the Company for renewal of investment of Rs. 100 million in the associated company, TPL Properties Limited.
“RESOLVED THAT pursuant to Section 199 of the Companies Act, 2017, the Company be and is hereby authorized to renew investment of Rs. 100 million in TPL Properties Limited.”
- To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act, 2017, to authorize the Company for renewal of advance and/or investment of Rs. 100 million in the associated company, TPL E-Venture (Private) Limited.
“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for renewal of advance and/or investment of Rs. 100 million in TPL E-Venture (Private) Limited.”
- To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act, 2017, to authorize the Company for investment of Rs. 100 million in the associated company, TPL Logistics (Private) Limited.
“RESOLVED THAT pursuant to Section 199 of the Companies Act, 2017, the Company be and is hereby authorized to invest Rs. 100 million in TPL Logistics (Private) Limited.”

(A Statement of Material Facts under Section 134(3) of the Companies Act 2017, relating to the aforesaid Special Business to be transacted at the said Annual General Meeting has been dispatched to the shareholders of the Company along with the Annual Report for the year ended 30 June, 2019).

ANY OTHER BUSINESS

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

By Order of the Board

Danish Qazi
Company Secretary

Karachi
4th October, 2019

Notes

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from 18 October, 2019 to 25 October, 2019 (both days inclusive). Share Transfers received at M/s THK Associates (Pvt.) Ltd, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi-75400, by the close of business hours (5:00 pm) on Thursday, 17 October, 2019, will be treated as being in time for the purpose of the above entitlement to the transferees.

2. Participation in the Meeting:

All members of the Company are entitled to attend the meeting and vote there at in-person or through Proxy. A proxy duly appointed shall have such rights as respect to speaking and voting at the meeting, as are available to a member. The proxies shall produce their original CNICs or original passport at the time of the meeting.

Members can also avail video conference facility in Karachi, Lahore, Rawalpindi/Islamabad, Peshawar and Quetta. In this regard please fill the provided consent for video conference facility and submit to the registered address of the Company, 7 days before holding of the general meeting.

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference, at least 7 days prior to the date of the meeting, the Company will arrange a video conference facility in the city, subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the general meeting, along with complete information necessary to enable them to access such facility.

3. For Appointing Proxy

A member entitled to attend and vote at the AGM is entitled to appoint another member as a proxy to attend, speak and vote on his/her behalf. In order to be effective, duly filled and signed Proxy Form must be received at the Registrar of the Company M/s THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi-75400, not less than 48 hours before the Meeting.

- Members who have deposited their shares into CDC will further have to follow the undermentioned guidelines as laid down in Circular 01 of 2000, dated 26 January, 2000, issued by the Securities and Exchange Commission of Pakistan:

For Attending the Meeting:

- In case of individuals, the Account holder and/or Sub-account holder whose registration details are uploaded as per the CDC regulations, shall authenticate his/her identity by showing his/her original valid CNIC or original passport at the time of attending the meeting.
- In case of corporate entity, the Board of Directors’ resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

5. Change of Address:

Members are requested to immediately notify the change, if any, in their registered address to the Share Registrar M/s. THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi-75400.

- Accounts of the Company for the year ended, 30 June, 2019, have been placed on the website of the Company, <http://tplcorp.com>