

# Postal Ballot Paper

Postal Ballot Paper for Special Business Items to be transacted at the Annual General Meeting ("AGM") of TPL Corp Limited ("Company") to be held on Wednesday, November 27, 2024 at 12:00 Noon. at Institute of Chartered Accountants of Pakistan (ICAP) Auditorium, Chartered Accountants Avenue, Block 8 Clifton, Karachi.

This is in accordance with regulation 8(2) of the Companies (Postal Ballot) Regulations, 2018. Members have the option to cast their votes using the ballot paper, a copy of which is also accessible on the Company's website. The duly filled in ballot paper should reach the chairman of the meeting through email at chairman@tplcorp.com or through post to 20 Floor, Sky Tower-East Wing, Dolmen City, HC-3, Block 4, Abdul Sattar Edhi Avenue, Clifton, Karachi, no later than one day prior to the AGM, during working hours.

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I/we hereby exercise my/our vote in respect of the following resolution through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate):

Sr. No.	Nature and Description of Resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
	<p>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 for the equity investment of up to Rs.350 Million and an advance of up to Rs.150 Million to the subsidiary company, Dar-Es-Salaam Textile Mills Limited (DSML)*.</p> <p><b>"RESOLVED THAT</b> pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an equity investment up to 350 Million and an advance of up to Rs. 150 Million to the subsidiary company, Dar-Es-Salaam Textile Mills Limited (DSML).</p> <p>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 the advance of up to Rs.500 Million to the holding company, TPL Holdings (Private) Limited.</p> <p><b>"RESOLVED THAT</b> pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs 500 Million to the holding company i.e. TPL Holdings (Private) Limited."</p> <p>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 an advance of up to Rs 500 Million to the Subsidiary company, TPL Trakker Limited.</p> <p><b>"RESOLVED THAT</b> pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs.500 Million to TPL Trakker Limited."</p> <p>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 an advance and/or an equity investment of up to Rs 250 Million in the subsidiary company, TPL E-Ventures (Private) Limited.</p> <p><b>"RESOLVED THAT</b> pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance and/or an equity investment of up to Rs. 250 Million in TPL E-Ventures (Private) Limited."</p> <p>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 an advance and/ or equity investment up to Rs. 150 Million to the subsidiary, TPL Security Services (Private) Limited.</p> <p><b>"RESOLVED THAT</b> pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance and/ or equity investment of up to Rs.150 Million to TPL Security Services (Private) Limited."</p> <p>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 an advance of up to Rs.50 million to the associated company, TPL REIT Management Company Limited.</p> <p><b>"RESOLVED THAT</b> pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs. 50 Million to TPL REIT Management Company Limited."</p>			

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	<p>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 an advance of up to Rs. 200 Million to the subsidiary company, TPL Insurance Limited.</p> <p><b>"RESOLVED THAT</b> pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs. 200 Million to TPL Insurance Limited."</p> <p>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 an advance of up to Rs.200 Million to the associated company, TPL Properties Limited.</p> <p><b>"RESOLVED THAT</b> pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs.200 Million to TPL Properties Limited."</p> <p>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 an advance of up to Rs.50 million to the associated company, Astra Location Services (Private) Limited.</p> <p><b>"RESOLVED THAT</b> pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs. 50 Million to Astra Location Services (Private) Limited."</p> <p>To consider and if thought fit, to pass with or without modification, ordinary resolution for revision of remuneration of non-executive directors, as determined by the Board of Directors of the Company, from PKR 100,000/- to PKR 150,000/- per meeting (including sub-committee meetings).</p> <p><b>"RESOLVED THAT</b> pursuant to Section 170 of the Companies Act, 2017 read along with Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company, for the revision of remuneration of non-executive directors of the Company from PKR 100,000/- to PKR 150,000/- per meeting (including sub-committee meetings)."</p>			

\*Name to be changed to TPL Life Insurance Limited

Signature of Shareholder(s) \_\_\_\_\_

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

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

**Notes**

1. Dully filled postal ballot should be sent to chairman at chairman@tplcorp.com or through post to Mr. Jameel Yusuf Ahmed, TPL Corp Limited, 20 Floor, Sky Tower-East Wing, Dolmen City, HC-3, Block Abdul Sattar Edhi Avenue, Clifton, Karachi.
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before November 26, 2024. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.