

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of TPL Properties Limited (“Company”) will be held on Tuesday, 22nd October, 2019, at 12:00 noon, at 11th Floor, Centrepoint, off Shaheed-e-Millat Road, near KPT Interchange, Karachi, Pakistan, to transact the following business:

ORDINARY BUSINESS:

- To approve the minutes of the Extra-Ordinary General Meeting held on 14 November, 2018.
“RESOLVED THAT the minutes of Extra-Ordinary General Meeting of TPL Properties Limited held on 14 November, 2018, at 11:00 am be and are hereby approved.”
- To receive, consider and adopt the Standalone and Consolidated 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 Properties 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 June 30, 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 Properties Limited on the basis of consent received from them, at a fee mutually agreed for the period ending June 30, 2020.”
- To elect directors of the Company for a three-year term. The Board of the Directors in their meeting held on 30 August, 2019, fixed the number of Directors at Eight (8). The term of the following Eight (8) Directors will expire on 28 October, 2019:

1	Mr. Jameel Yusuf S.St	2	Mr. Muhammad Ali Jameel
3	Mr. Siraj Dadabhoj	4	Vice Admiral (R) Mohammad Shafi HI (M)
5	Mr. Bilal Alibhai	6	Mrs. Sabiha Sultan
7	Mr. Ziad Bashir	8	Mr. Fawad Anwar

ANY OTHER BUSINESS:

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

By Order of the Board

Danish Qazi
Company Secretary

Karachi
October 1st, 2019

Notes:

1. Closure of Share Transfer Books:

The Share Transfer Book of the Company will remain closed from 16 October, 2019 to 22 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 Tuesday, 15 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 the 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 Proxy 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. For Election of Directors:

In accordance with Section 159(1) of the Companies Act, 2017, the number of Directors to be elected has been fixed at Eight (8) by the Board of Directors of the Company.

In terms of section 159(3) of the Companies Act, 2017, any person who seeks to contest election to the office of a Director, whether he is a retiring Director or otherwise, shall file with the Company at its Registered Office, not later than fourteen (14) days before the date of this meeting, the following documents:

- Notice of his/her intention to offer himself/herself for election as a Director. Provided that any such person may, at any time before the holding of election, withdraw such notice.
- Consent to act as a Director u/s 167 of the Companies Act, 2017.
- A detailed profile along with office address as required under SECP’s SRO 25 (1) 2012, dated, 16 January, 2012.
- A Declaration confirming that:
 - He/She is aware of the duties of Directors under the Companies Act, 2017, the Memorandum and Article of Association and the listing regulations of the Pakistan Stock Exchange
 - He/She does not violate any of the provisions or conditions prescribed by SECP for holding such office and further that such person shall fully comply with all the SECP directives issued or to be issued by the SECP in the form of circulars, notifications, directions, letters, instructions, and other orders.
 - He/She is not ineligible to become a Director of the Company under any applicable laws and regulations.
 - He/She is not serving as a Director of more than five listed companies, including this Company, and excluding directorships in listed subsidiaries of listed holding companies.

6. 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://tplproperty.com/>