

**Regulation 10**  
**Results of Voting on Resolutions/Execution Report**

<b>Name of the Company</b>	TPL Properties Limited
Date of the general meeting	26 <sup>th</sup> July , 2023 at 12:15 PM
Date of poll/voting	26 <sup>th</sup> July, 2023
Dates for casting e-voting	20 <sup>th</sup> July , 2023 to 25 <sup>th</sup> July , 2023
Last date of receiving postal ballot	July 25, 2023 at 05.00 PM
Any other related information	-

**Resolutions**

Agenda/Resolution 2	<p>To consider and if thought fit, to pass with or without modification, the following special resolutions in terms of Section 88 of the Companies Act, 2017 (“Act”) read with the Listed Companies (Buy-Back of Shares) Regulations, 2019 (“Regulations”), to authorize the Company to purchase/buy back an aggregate of up to 50,000,000 (Fifty Million) issued and paid-up ordinary shares of the Company, having face value of PKR 10/- (Pak Rupees Ten only) each, through the Pakistan Stock Exchange Limited (PSX) at spot/current price each during the purchase period, as recommended by the Board of Directors of the Company:</p> <p><b>“RESOLVED THAT</b> pursuant to section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, approval of the members be and is hereby accorded to Company to purchase/buy back an aggregate of up to 50,000,000 (Fifty Million) issued and paid-up ordinary shares of the Company, having face value of PKR 10/- (Pak Rupees Ten only) each at the prevailing spot/current price during the designated purchase period, through the Pakistan Stock Exchange Limited, in line with the following key details as recommended by the Board of Directors (“Board”) to the members of the Company:</p> <p><b>Number of shares proposed to be purchased (buy-back)</b> Up to 50,000,000 (Fifty Million) ordinary shares of the Company, having face value of PKR 10/- (Pak Rupees Ten) each, constituting up to approximately 8.77% of the current issued and paid up share capital of the Company.</p> <p><b>Purpose of the purchase</b> The shares will be cancelled by the Company after the purchase.</p> <p><b>Mode of the purchase</b> Through the Pakistan Stock Exchange Limited.</p> <p><b>Purchase price</b> The Shares of the Company shall be purchased from time to time at the spot / current price acceptable to the Company, prevailing during the designated purchase period, in accordance with Regulation 8(2) of the Regulations, subject to Section 88(8) of the Act, and as determined by the authorized representative(s).</p> <p><b>Purchase period</b> In accordance with Regulations 7(2) and 10(b) of the Regulations, the purchase period shall commence 7 (seven) days from the date of the public announcement (which shall in turn be made within 2 (two) working days of the special resolutions to be passed by the members in accordance with Regulation 4(2)), and shall close within 180 (One Hundred Eighty) days from the date of the special resolutions or till such date that the purchase is completed, whichever is earlier.</p> <p>Consequently, the purchase period shall commence on August 02, 2023 till January 29, 2024, or till such date that the purchase is complete, whichever is earlier.</p> <p><b>Source of funds</b> The purchase/buy back will be made from the distributable profits of the Company in accordance with Section 88(8) of the Act.</p>
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	<p><b>Allocated Funds</b>  <i>Given that the Shares of the Company shall be purchased at the spot/current prevailing price, the Company will make sure to have sufficient funds for the shares to be purchased throughout the designated purchase period. The actual purchase of shares by the Company shall be subject to varying factors during the designated purchase period, including market conditions.</i></p> <p><b>Justification of the Buy-Back and effect on the financial position of the Company</b>  <i>The Board is recommending the Buy-Back as the same will have a positive effect on the future financial position of the Company, including the break-up value of the Company's shares and its Earnings per Share (EPS). It will also provide an opportunity of exit to those members who wish to liquidate their investment, fully or partially.</i></p> <p><b>“RESOLVED FURTHER THAT</b> <i>for the purpose of giving effect to resolutions, the Board of Directors of the Company be and is hereby authorized to negotiate and decide, from time to time, to prepare, finalize, execute, issue and file such documents, deeds, writings, papers, notices, applications and / or agreements as may be required and do all such acts, legal formalities/ deeds, matters and things including but not limited to opening of accounts / sub-accounts with the CDC/ securities broker/bank, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard, as well as to authorize any person(s) to act in respect of the same.”</i></p>
<p>Agenda/Resolution 3</p>	<p>To consider and, if thought fit, to pass with or without modification(s), the following resolutions as special resolutions, in accordance with Section 199 of the Companies Act, 2017, to approve and authorize the Company to invest in its associated company i.e. TPL Corp Limited, by providing corporate guarantee(s) and / or other security in the aggregate amount not exceeding PKR. 1,000,000,000/- (Pak Rupees One Billion).</p> <p><b>“RESOLVED THAT</b> <i>in accordance with Section 199 of the Companies Act, 2017, and Regulations made thereunder and other applicable provisions, if any, approval of the members be and is hereby accorded to the Company to provide corporate guarantee(s) and / or other security up to an aggregate amount not exceeding PKR. 1,000,000,000/- (Pak Rupees One Billion), for and on behalf of its associated company i.e. TPL Corp Limited (TPLC), in the form and manner as deemed fit by the Board of Directors of the Company, for a period of five years to secure the repayment of the financial facility(ies) to be obtained by TPLC, on terms and conditions as may be mutually agreed therefor.”</i></p> <p><b>“RESOLVED FURTHER THAT</b> <i>for the purpose of giving effect to the above resolution, the Board of Directors of the Company, or any other person(s) authorized by them, be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, including the nature, type and quantum of guarantee / security, as well as to execute such documents, deeds, instruments, writings, papers and / or agreements as may be required, and do all such acts, deeds, matters, filings and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard, including with respect to matters ancillary or incidental thereto.”</i></p>
<p>Agenda/Resolution 4</p>	<p>To consider and if thought fit, to pass the following resolution in pursuance of S.R.O. 389 (I)/2023 dated March 21, 2023 issued by the Securities and Exchange Commission of Pakistan (“the SECP”), to authorize the Company to circulate the annual audited financial statements to its members through QR enabled code and weblink.</p> <p><b>“RESOLVED THAT</b> <i>pursuant to S.R.O. 389 (I)/2023 of the SECP, the Company be and is hereby authorized to circulate the annual report, including the annual audited financial statements, auditor's report, Directors' report, Chairman's review report and other reports contained therein, to its members through QR enabled code and weblink, and that the practice of circulation of the annual report through CD/USB be discontinued.”</i></p>

**Result of Voting (other than election of Directors)**

**Vote casted in person or through proxy:**

Particulars			Result of resolutions							
Name of member/ Folio No.	Present in person or through proxy	No. of Shares held or no. of votes	No. of votes casted	No. of invalid votes	Resolution No. 2		Resolution No. 3		Resolution No. 4	
					Favor	Against	Favor	Against	Favor	Against
List enclosed	97*	345,474,043	345,474,043	0	345,474,043		345,474,043		345,474,043	0
<b>Total</b>	97*	345,474,043	345,474,043	0	345,474,043		345,474,043		345,474,043	0

\*Including members who casted votes in person/via video link during meeting/through proxy and excluding members who casted vote through e-voting.

**Vote casted through e-voting:**

Particulars		Result of resolutions								
Name of member /Folio No.	No. of Shares held or no. of votes	No. of votes casted	No. of invalid votes	Resolution No. 2		Resolution No. 3		Resolution No. 4		
				Favor	Against	Favor	Against	Favor	Against	
List enclosed	4,405,199	4,405,199	0	4,376,754	28,445	3,177,610	1,227,589	4,399,499	5,700	
<b>Total</b>	4,405,199	4,405,199	0	4,376,754	28,445	3,177,610	1,227,589	4,399,499	5,700	

**Vote casted through post:**

Particulars		Result of resolutions								
Name of member /Folio No.	No. of Shares held or no. of votes	No. of votes casted	No. of invalid votes	Resolution No. 2		Resolution No. 3		Resolution No. 4		
				Favor	Against	Favor	Against	Favor	Against	
List attached	0	0	0	0	0	0	0	0	0	
<b>Total</b>	0	0	0	0	0	0	0	0	0	

**Consolidated result of voting:**

Sr. No.	Resolutions	Total No. of Shares/ Votes held	Total Number of votes Casted	Total Number of Invalid Votes	Number of Votes Casted in Favor	Number of Votes Casted Against	Percentage of Votes Castes in Favor	Resolution Passed/Not Passed	Remarks
1.	Resolution 2	349,879,242	349,879,242	0	349,850,797	28,445	99.992	Passed	-
2.	Resolution 3	349,879,242	349,879,242	0	348,651,653	1,227,589	99.649	Passed	-
3.	Resolution 4	349,879,242	349,879,242	0	349,873,542	5,700	99.998	Passed	-



Signature of Chairman

Place: Karachi

Date: 26-07-2023

To,

Mr. Jameel Yusuf  
Chairman  
**TPL Properties Limited**  
20th Floor, Sky Tower – East Wing, Dolmen City,  
HC-3, Block 4, Abdul Sattar Edhi Avenue, Clifton,  
Karachi.

**Scrutinizer Report on voting for Special Resolution in respect of Investment in Associated Company under section 199 of the Companies Act, 2017, Passed in the Extraordinary General Meeting of TPL Properties Limited held on July 26, 2023 at 12:15 pm.**

Dear Sir,

We, Junaidy Shoaib Asad Chartered Accountants, appointed as Scrutinizer by the board of directors of TPL Properties Limited under the Postal Ballot Regulations, 2018 (“the Regulations”), for the purpose of monitoring and validating the voting undertaken on the below mentioned resolution, as per the requirements of the Regulations, at the Extraordinary Annual General Meeting of the Company, held on Wednesday July 26, 2023 at 12:15 pm at PSX Auditorium, Stock Exchange Building, Exchange Road, Karachi.

The Company passed the Special Resolution to approve and authorize the Company to invest in its associated company i.e. TPL Corp Limited, by providing corporate guarantee(s) and / or other security in the aggregate amount not exceeding PKR. 1,000,000,000/- (Pak Rupees One Billion).

We submit our report as required under the Regulations as under:

1. Details of voting taken place during the meeting are as following:

**Vote casted in person or through proxy:**

Particulars					
No. of Members present in Person	No. of Members present through Proxy / Video Link	Total No. of Votes Casted	Total No. of Invalid Votes	Resolution	
				Favor	Against
85	12	345,474,043	-	345,474,043	-

**Vote casted through e-voting:**

Particulars				
No. of Members Casting the Vote	Total No. of Votes Casted	Total No. of Invalid Votes	Resolution	
			Favor	Against
93	4,405,199	-	3,177,610	1,227,589

**Vote casted through post:**

Particulars				
No. of Members Casting the Vote,	Total No. of Votes Casted	Total No. of Invalid Votes	Resolution	
			Favor	Against
-	-	-	-	-

**Consolidated Report of Voting:**

Sr.No. #	Resolution	Total Number of Votes Casted	Total Number of Invalid Votes	Number of Votes Casted in Favour	Number of Votes Casted Against	Percentage of Votes Casted in Favour	Resolution Passed/Not Passed
1	Resolution for investment in Associated Company	349,879,242	-	348,651,653	1,227,589	99.65%	Passed

2. That the voting process was conducted by the Company as per the requirements of the Postal Ballot Regulations 2018 except for the matters disclosed below (if any):

**None.**

3. Any other necessary information that the Scrutinizer would like to disclose for the information of members of the Company:

**None.**

Date and Time of un-blocking of e-voting results by the Chairman.	July 26, 2023 at 12:28 PM
Last date and time of receiving postal ballot by the Company.	July 25, 2023 at 05.00 PM



Place: Karachi

Date: 26-July-2023

**Junaidy Shoab Asad**  
**Chartered Accountant**

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**TPL PROPERTIES LIMITED**  
**EXTRAORDINARY GENERAL MEETING**  
**HELD ON WEDNESDAY, JULY 26, 2023 AT 12.15 P.M**  
**AT PSX AUDITORIUM, STOCK EXCHANGE BUILDING**  
**STOCK EXCHANGE ROAD, KARACHI & VIDEO LINK FACILITY**



S. NO.	NAME OF MEMBERS	FOLIO NO.	PARTICIPANT & SUB. A/C. NO.	NUMBER OF SHARES		C.N.I.C. NUMBER	SIGNATURE / ONLINE PARTICIPATION
				OWN	PROXY		
①	ABDUL HAFIZ	04002-26076		016		42101-1664264	Abdul Hafiz
②	Mr. Kamran	06684-139520		17			Kamran
③	Sanam maha	06684-139082		17			Sanam
④	Mr. Shofi	06684-126857		1000			Shofi
⑤	Musewib Hassan	04366-27403		20			Musewib
06	Saeed Ahmed	06684-126832		17			Saeed Ahmed
07	Rubina Saeed	06684-126840		17			Rubina
08	Hina	06684-128572		17			Hina
09	HAMZA	07450-42767		1500			Hamza
10	Fatmahan	16629-197940		02			Fatmahan

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**TPL PROPERTIES LIMITED**  
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 STOCK EXCHANGE ROAD, KARACHI & VIDEO LINK FACILITY

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				OWN	PROXY		
11	M. Iqbal Khan	6684-006976		2504			
12	ABDUL RAZID FAHIM	6684-195886		= 02 =			
13	Muhammad Hanif	4952-010621		= 17 =		92801-83930445	
14	M. Akhtar Lodhi	06684-45883		01			
15	Adam A. Habib	06122-42358		44			
16	MUHAMMAD Raza	06684-63795		01			
17	Muhammad Fahim	06684-84528		02			
18	Amir Ghori	10231-14705		02			
19	Amin Ghori	10231-16338		02			
20	FAIRA	4457-58068		01			

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**TPL PROPERTIES LIMITED**  
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				OWN	PROXY		
21	SH. M. NASIR	06684-89372		10			
22	M. Idrees	00208-27538		100			
23	Tazzeem	208-22208		1			
24	Syed Mohamud Droodkhan Javed Kh	10231-12774		38			
25	M. Imran	04457-70/62		1			
26	Shehara	208-30250		03			
27	Abdul Wahid	06684-277015		01			
28	Safyeh Naz	06684-277114		01			
29	Rehan Khan	06684-144452		12			
30	Muhammad Farhan	06684-146285		1			

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# TPL PROPERTIES LIMITED

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STOCK EXCHANGE ROAD, KARACHI & VIDEO LINK FACILITY



S. NO.	NAME OF MEMBERS	FOLIO NO.	PARTICIPANT & SUB. A/C. NO.	NUMBER OF SHARES		C.N.I.C. NUMBER	SIGNATURE / ONLINE PARTICIPATION
				OWN	PROXY		
31	SHAHID	3277-41419		1			Shahid
32	FAIZA	3277-81516		1			Faiza
33	Sofia	3277-108712		1			Sofia
34	SHAHID	4457-36650		1			Shahid
35	SHAFIA	4457-89519		1			Sofia
36	Abdul Rashid	06445-21016		02			Rashid
37	Shamshad Ahmad Malik	04424-31753		05		4240117917613	Shamshad
38	Yousuf Khan	4457-86069		2			Yousuf
39	Fareeha Yousuf	7450-25890		2			Fareeha
40	Abdul Razaq	3277-125719		01			Razaq

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**TPL PROPERTIES LIMITED**  
**EXTRAORDINARY GENERAL MEETING**  
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				OWN	PROXY		
41	ERUM	4457-65253		06.			
<del>42</del>	<del>ERUM</del>	<del>6684-122765</del>		<del>X</del>			<del></del>
42	Muhammad Ali	4457-59967		50			Muhammad Ali
43	SUFYAN	4457-77191		01			SUFYAN
44	M. Ali	327768364		01			M. Ali
45	Mohd Zahedi	06659-154529		46			
46	M. Tanvir Iqbal	0327780817		01			
47	Syed Ather Hussain	04010-25333		01			
48	Shauil A-Shin	03277-46856		36			S. A. Shauil
49	Humaira Shauil	06684-847		07			Humaira

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**TPL PROPERTIES LIMITED**  
**EXTRAORDINARY GENERAL MEETING**  
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**AT PSX AUDITORIUM, STOCK EXCHANGE BUILDING**  
**STOCK EXCHANGE ROAD, KARACHI & VIDEO LINK FACILITY**



S. NO.	NAME OF MEMBERS	FOLIO NO.	PARTICIPANT & SUB. A/C. NO.	NUMBER OF SHARES		C.N.I.C. NUMBER	SIGNATURE / ONLINE PARTICIPATION
				OWN	PROXY		
50	M. Aslam Ansari	11387-	31172	20		42101-1300755-7	
51	SHAHZAD M. BABHUR	06684-	291750	10	online	42201-3379544-3	
52	M. I. QASB	10231-	753- <sup>4400</sup>	4400			
53	TRIANA GSHAR	10231-	14937	02			
54	M. Ayaz	06502-	4500	02			
<del>55</del>	<del>M. Ishaq</del>	<del>3277-</del>	<del>10974</del>	<del>330</del>			<del></del>
<del>X</del>	<del>M. Ishaq</del>	<del>4424-</del>	<del>24108</del>	<del>—</del>			<del></del>
56	Khaliq Moin <sup>HS Alam</sup>	4143-	7245	200			
57	SYED MUHAMMAD SAADAT AMJAD KHAN	06684-	285505	02			
58	M. IRSHAD	4457-	40317	100			

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**TPL PROPERTIES LIMITED**  
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S. NO.	NAME OF MEMBERS	FOLIO NO.	PARTICIPANT & SUB. A/C. NO.	NUMBER OF SHARES		C.N.I.C. NUMBER	SIGNATURE / ONLINE PARTICIPATION
				OWN	PROXY		
59	USMAN	5264-58985		330			
60	ERUM	5264-11850		754			
61	USMAN	3277-84477		377			
62	MARY SHAHBAZ	5348-19864		12			
63	FATIMA SHAHID	6445-6242		416			
64	SHAHID IQBAL	6684-15984		12			
65	ZAHID IQBAL	6684-15994		12			
66	Ashfaq Ahmed	6684-99211		1000			
67	Fazoba Ahmed	06684-184328		01			
68	AM Siddiqi	05116-13316					

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**TPL PROPERTIES LIMITED**  
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S. NO.	NAME OF MEMBERS	FOLIO NO.	PARTICIPANT & SUB. A/C. NO.	NUMBER OF SHARES		C.N.I.C. NUMBER	SIGNATURE / ONLINE PARTICIPATION
				OWN	PROXY		
69	MUHAMMAD ALI AGARYA	4085-141208		11			
70	Mohamud Amu	03277 30438		25	2		
71	SHAGKAH Ali	4366-2760		5			
72	Khayaban	06684-154842		1100			
73	AMIR SADIO	03277-101869		16			
74	Zulfiqar Ali	5348037536		11000			
75	TABREELI	03277-119087		0.2			
76	M. Ali Haider	06445-18582		07			
77	M. FAROUQ	07450-5595		01			
<del>x</del>	<del>M. FAROUQ</del>						<del></del>

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**TPL PROPERTIES LIMITED**  
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				OWN	PROXY		
78	Khalid Ahsan Nisar	4341-25938		2			Khalid A. Nisar
79	Samina Augustin	06684-181112		50			Samina Augustin
X	Anil G	184326584					Anil G
80	Rahila Khanum	00307-20549		05			Rahila Khanum
81	Maria	00307-117956		05			Maria
82	M. Talha	10629-204076		02			M. Talha
83	A. Rauf	03277-112502		02			A. Rauf
84	Abdul Majeed	01826-48512		11			Abdul Majeed

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**TPL PROPERTIES LIMITED**  
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S. NO.	NAME OF MEMBERS	FOLIO NO.	PARTICIPANT & SUB. A/C. NO.	NUMBER OF SHARES		C.N.I.C. NUMBER	SIGNATURE / ONLINE PARTICIPATION
				OWN	PROXY		
85	Mohd Qasim	0208-543		1106			M Qasim
86	Mohd Qasim	0208-20775		01			M Qasim
87	Ahmed Qasim	208-42560		01			Ahmed Qasim
88	Nazim Shukh	0208-10831		01			Nazim Shukh
	Total No. of members attended in Person = 85 (88-3 (Serial No. 57, 55, 68))						

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**TPL PROPERTIES LIMITED**  
**EXTRAORDINARY GENERAL MEETING**  
**HELD ON WEDNESDAY, JULY 26, 2023 AT 12.15 P.M**  
**AT PSX AUDITORIUM, STOCK EXCHANGE BUILDING**  
**STOCK EXCHANGE ROAD, KARACHI & VIDEO LINK FACILITY**



S. NO.	NAME OF MEMBERS	PROXY HOLDER	FOLIO NO.	PARTICIPANT & SUB. A/C. NO.	NUMBER OF SHARES		C.N.I.C. NUMBER	SIGNATURE / ONLINE PARTICIPATION
					OWN	PROXY		
86	TPL SECURITIES SERVICES (PVT.) LTD.	SHAYAN MUFTI	6452039306		*	102,702	42301 - 7765816-6	Shayan
87	TPL CORP LIMITED	NAUMAN SAEED KHAN	3277074273, 3939039862, 4895012120, 5264033048, 6452049859		*	222,310,002	42121-2949305	Nauman
88	TPL INSURANCE LIMITED	M. HASNAIN WASIM URSANI	12484016527		*	16,432,416		M. Hasnain
89	TPL HOLDINGS (PRIVATE) LIMITED	QAZI WAJAHAT ALI	3277036233, 4895012518, 3939033196		*	5,002,641	42201-070 2205	Qazi Wahat
	<del>CDC - TRUSTEE KSE MEEZAN INDEX FUND</del>	<del>1-MUHAMMAD SAAD 2- ABDUL BASIT</del>	<del>13946000028</del>		<del>*</del>	<del>792,021</del>		<del>—</del>
	<del>CDC - TRUSTEE MEEZAN ASSET ALLOCATION FUND</del>	<del>1-MUHAMMAD SAAD 2- ABDUL BASIT</del>	<del>16501000027</del>		<del>*</del>	<del>110,000</del>		<del>—</del>
	<del>CDC - TRUSTEE MEEZAN BALANCED FUND</del>	<del>1-MUHAMMAD SAAD 2- ABDUL BASIT</del>	<del>5991000023</del>		<del>*</del>	<del>165,000</del>		<del>—</del>
	<del>CDC - TRUSTEE MEEZAN DEDICATED EQUITY FUND</del>	<del>1-MUHAMMAD SAAD 2- ABDUL BASIT</del>	<del>17210000022</del>		<del>*</del>	<del>110,000</del>		<del>—</del>
	<del>CDC - TRUSTEE MEEZAN ISLAMIC FUND</del>	<del>1-MUHAMMAD SAAD 2- ABDUL BASIT</del>	<del>7070000022</del>		<del>*</del>	<del>4,225,000</del>		<del>—</del>
90	ALPHA BETA CAPITAL (PRIVATE) LIMITED	SIRAJ AHMED DADABHOY	3277095058, 4895012781, 5264162615, 10629396781		*	48,045,888		online

**TPL PROPERTIES LIMITED**  
**EXTRA ORDINARY GENERAL MEETING**  
**HELD ON WEDNESDAY JULY 26, 2023 AT 12:15 P.M**

S. NO.	NAME OF MEMBERS	NAME OF PROXY	FOLIO NO.	PARTICIPANT & SUB. A/C. NO.	NUMBER OF SHARES		C.N.I.C. NUMBER	SIGNATURE/ VIDEO LINK FACILITY
					OWN	PROXY		
91	Muhammad Ali Jameel	-	8	5264002761, 6452022047	50,175,014	-	42301-2108221-5	Via Video Link
92	Khalid Mahmood	-	-	1826181511	2,000	-	42301-7451102-3	Via Video Link
93	Jameel Yousuf	-	-	5264109715	3,035,775	-	42201-0519615-9	Via Video Link
94	Rizwan Ali	-	-	33939030887, 3277054737	319,395	-	42301-0842664-7	Via Video Link
95	Alli Raza A. Hameed	-	-	6452070996	12,003	-	42000-0468881-1	Via Video Link
96	Muhammad Perwaiz	-	-	6684292832	10,000	-	42401-9207727-5	Via Video Link
97	Muhammad Shafiq	-	-	1650128952	1	-	61101-1928083-9	Via Video Link



**Result Sheet for Resolution at the Extraordinary General Meeting to be held on Wednesday July, 26, 2023, at 12:15 p.m  
at PSX Auditorium, 3rd Floor, Admin Block,  
Pakistan Stock, Karachi.**

Date of the AGM/EOGM	26 Jul, 2023
Date of poll	26 Jul, 2023
Dates for casting e-voting	20 Jul, 2023 To 25 Jul, 2023
Last date of receiving postal ballot	26 Jul, 2023

**Resolution**

<p>Agenda Item : 2</p>	<p>To consider and if thought fit, to pass with or without modification, the following special resolutions in terms of Section 88 of the Companies Act, 2017 ("Act") read with the Listed Companies (Buy-Back of Shares) Regulations, 2019 ("Regulations"), to authorize the Company to purchase/buy back an aggregate of up to 50,000,000 (Fifty Million) issued and paid-up ordinary shares of the Company, having face value of PKR 10/- (Pak Rupees Ten only) each, through the Pakistan Stock Exchange Limited (PSX) at spot/current price each during the purchase period, as recommended by the Board of Directors of the Company:</p> <p><b>RESOLVED THAT</b> pursuant to section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, approval of the members be and is hereby accorded to Company to purchase/buy back an aggregate of up to 50,000,000 (Fifty Million) issued and paid-up ordinary shares of the Company, having face value of PKR 10/- (Pak Rupees Ten only) each at the prevailing spot/current price during the designated purchase period, through the Pakistan Stock Exchange Limited, in line with the following key details as recommended by the Board of Directors (Board) to the members of the Company:</p> <p><b>Number of shares proposed</b> to be purchased (buy-back) Up to 50,000,000 (Fifty Million) ordinary shares of the Company, having face value of PKR 10/- (Pak Rupees Ten) each, constituting up to approximately 8.77% of the current issued and paid up share capital of the Company.</p> <p><b>Purpose of the purchase</b> The shares will be cancelled by the Company after the purchase.</p> <p><b>Mode of the purchase</b> Through the Pakistan Stock Exchange Limited.</p> <p><b>Purchase price</b> The Shares of the Company shall be purchased from time to time at the spot / current price acceptable to the Company, prevailing during the designated purchase period, in accordance with Regulation 8(2) of the Regulations, subject to Section 88(8) of the Act, and as determined by the authorized representative(s).</p> <p><b>Purchase period</b> In accordance with Regulations 7(2) and 10(b) of the Regulations, the purchase period shall commence 7 (seven) days from the date of the public announcement (which shall in turn be made within 2 (two) working days of the special resolutions to be passed by the members in accordance with Regulation 4(2)), and shall close within 180 (One Hundred Eighty) days from the date of the special resolutions or till such date that the purchase is completed, whichever is earlier.</p> <p><b>Consequently</b>, the purchase period shall commence on August 02, 2023 till January 29, 2024, or till such date that the purchase is complete, whichever is earlier.</p> <p><b>Source of funds</b> The purchase/buy back will be made from the distributable profits of the Company in accordance with Section 88(8) of the Act.</p> <p><b>Allocated Funds</b> Given that the Shares of the Company shall be purchased at the spot/current prevailing price, the Company will make sure to have sufficient funds for the shares to be purchased throughout the designated purchase period. The actual purchase of shares by the Company shall be subject to varying factors during the designated purchase period, including market conditions.</p> <p><b>Justification of the Buy-Back and effect on the financial position of the Company</b> The Board is recommending the Buy-Back as the same will have a positive effect on the future financial position of the Company, including the break-up value of the Company's shares and its Earnings per Share (EPS). It will also provide an opportunity of exit to those members who wish to liquidate their investment, fully or partially.</p> <p><b>RESOLVED FURTHER THAT</b> for the purpose of giving effect to resolutions, the Board of Directors of the Company be and is hereby authorized to negotiate and decide, from time to time, to prepare, finalize, execute, issue and file such documents, deeds, writings, papers, notices, applications and / or agreements as may be required and do all such acts, legal formalities/ deeds, matters and things including but not limited to opening of accounts / sub-accounts with the CDC/ securities broker/bank, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard, as well as to authorize any person(s) to act in respect of the same.</p>
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<p>Agenda Item : 3</p>	<p>To consider and, if thought fit, to pass with or without modification(s), the following resolutions as special resolutions, in accordance with Section 199 of the Companies Act, 2017, to approve and authorize the Company to invest in its associated company i.e. TPL Corp Limited, by providing corporate guarantee(s) and / or other security in the aggregate amount not exceeding PKR. 1,000,000,000/- (Pak Rupees One Billion).</p> <p><b>RESOLVED THAT</b> in accordance with Section 199 of the Companies Act, 2017, and Regulations made thereunder and other applicable provisions, if any, approval of the members be and is hereby accorded to the Company to provide corporate guarantee(s) and / or other security up to an aggregate amount not exceeding PKR. 1,000,000,000/- (Pak Rupees One Billion), for and on behalf of its associated company i.e. TPL Corp Limited (TPLC), in the form and manner as deemed fit by the Board of Directors of the Company, for a period of five years to secure the repayment of the financial facility(ies) to be obtained by TPLC, on terms and conditions as may be mutually agreed therefor.</p> <p><b>RESOLVED FURTHER THAT</b> for the purpose of giving effect to the above resolution, the Board of Directors of the Company, or any other person(s) authorized by them, be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, including the nature, type and quantum of guarantee / security, as well as to execute such documents, deeds, instruments, writings, papers and / or agreements as may be required, and do all such acts, deeds, matters, filings and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard, including with respect to matters ancillary or incidental thereto.</p>
<p>Agenda Item : 4</p>	<p>To consider and if thought fit, to pass the following resolution in pursuance of S.R.O. 389 (I)/2023 dated March 21, 2023 issued by the Securities and Exchange Commission of Pakistan ("the SECP"), to authorize the Company to circulate the annual audited financial statements to its members through QR enabled code and weblink.</p> <p><b>RESOLVED THAT</b> pursuant to S.R.O. 389 (I)/2023 of the SECP, the Company be and is hereby authorized to circulate the annual report, including the annual audited financial statements, auditor's report, Directors' report, Chairman's review report and other reports contained therein, to its members through QR enabled code and weblink, and that the practice of circulation of the annual report through CD/USB be discontinued.</p>

Vote cast through e-voting

S. No.	Agenda Name	Votes In Favour	Votes In Against	Remarks
1	Agenda Item : 2	4376754	28445	
2	Agenda Item : 3	3177610	1227589	
3	Agenda Item : 4	4399499	5700	

THK ASSOCIATES (PVT) LIMITED

PLACE: \_\_\_\_\_

DATE: \_\_\_\_\_



**Tabulation Sheet for Resolution at the Extraordinary General Meeting to be held on Wednesday July, 26, 2023, at 12:15 p.m  
at PSX Auditorium, 3rd Floor, Admin Block,  
Pakistan Stock, Karachi.**

Date of the AGM/EOGM	26 Jul, 2023
Date of poll	26 Jul, 2023
Dates for casting e-voting	20 Jul, 2023 To 25 Jul, 2023
Latest date of receiving postal ballot	26 Jul, 2023

**Resolution**

<p>Agenda Item : 2</p>	<p>To consider and if thought fit, to pass with or without modification, the following special resolutions in terms of Section 88 of the Companies Act, 2017 ("Act") read with the Listed Companies (Buy-Back of Shares) Regulations, 2019 ("Regulations"), to authorize the Company to purchase/buy back an aggregate of up to 50,000,000 (Fifty Million) issued and paid-up ordinary shares of the Company, having face value of PKR 10/- (Pak Rupees Ten only) each, through the Pakistan Stock Exchange Limited (PSX) at spot/current price each during the purchase period, as recommended by the Board of Directors of the Company:</p> <p><b>RESOLVED THAT</b> pursuant to section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, approval of the members be and is hereby accorded to Company to purchase/buy back an aggregate of up to 50,000,000 (Fifty Million) issued and paid-up ordinary shares of the Company, having face value of PKR 10/- (Pak Rupees Ten only) each at the prevailing spot/current price during the designated purchase period, through the Pakistan Stock Exchange Limited, in line with the following key details as recommended by the Board of Directors (Board) to the members of the Company:</p> <p align="center"><b>TPL PROPERTIES LIMITED</b></p> <p><b>Number of shares proposed</b> to be purchased (buy-back) Up to 50,000,000 (Fifty Million) ordinary shares of the Company, having face value of PKR 10/- (Pak Rupees Ten) each, constituting up to approximately 8.77% of the current issued and paid up share capital of the Company.</p> <p><b>Purpose of the purchase</b> The shares will be cancelled by the Company after the purchase.</p> <p><b>Mode of the purchase</b> Through the Pakistan Stock Exchange Limited.</p> <p><b>Purchase price</b> The Shares of the Company shall be purchased from time to time at the spot / current price acceptable to the Company, prevailing during the designated purchase period, in accordance with Regulation 8(2) of the Regulations, subject to Section 88(8) of the Act, and as determined by the authorized representative(s).</p> <p><b>Purchase period</b> In accordance with Regulations 7(2) and 10(b) of the Regulations, the purchase period shall commence 7 (seven) days from the date of the public announcement (which shall in turn be made within 2 (two) working days of the special resolutions to be passed by the members in accordance with Regulation 4(2)), and shall close within 180 (One Hundred Eighty) days from the date of the special resolutions or till such date that the purchase is completed, whichever is earlier.</p> <p><b>Consequently</b>, the purchase period shall commence on August 02, 2023 till January 29, 2024, or till such date that the purchase is complete, whichever is earlier.</p> <p><b>Source of funds</b> The purchase/buy back will be made from the distributable profits of the Company in accordance with Section 88(8) of the Act.</p> <p><b>Allocated Funds</b> Given that the Shares of the Company shall be purchased at the spot/current prevailing price, the Company will make sure to have sufficient funds for the shares to be purchased throughout the designated purchase period. The actual purchase of shares by the Company shall be subject to varying factors during the designated purchase period, including market conditions.</p> <p><b>Justification of the Buy-Back and effect on the financial position of the Company</b> The Board is recommending the Buy-Back as the same will have a positive effect on the future financial position of the Company, including the break-up value of the Company's shares and its Earnings per Share (EPS). It will also provide an opportunity of exit to those members who wish to liquidate their investment, fully or partially.</p> <p><b>RESOLVED FURTHER THAT</b> for the purpose of giving effect to resolutions, the Board of Directors of the Company be and is hereby authorized to negotiate and decide, from time to time, to prepare, finalize, execute, issue and file such documents, deeds, writings, papers, notices, applications and / or agreements as may be required and do all such acts, legal formalities/ deeds, matters and things including but not limited to opening of accounts / sub-accounts with the CDC/ securities broker/bank, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard, as well as to authorize any person(s) to act in respect of the same.</p>
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<p>Agenda Item : 3</p>	<p>To consider and, if thought fit, to pass with or without modification(s), the following resolutions as special resolutions, in accordance with Section 199 of the Companies Act, 2017, to approve and authorize the Company to invest in its associated company i.e. TPL Corp Limited, by providing corporate guarantee(s) and / or other security in the aggregate amount not exceeding PKR. 1,000,000,000/- (Pak Rupees One Billion).</p> <p><b>RESOLVED THAT</b> in accordance with Section 199 of the Companies Act, 2017, and Regulations made thereunder and other applicable provisions, if any, approval of the members be and is hereby accorded to the Company to provide corporate guarantee(s) and / or other security up to an aggregate amount not exceeding PKR. 1,000,000,000/- (Pak Rupees One Billion), for and on behalf of its associated company i.e. TPL Corp Limited (TPLC), in the form and manner as deemed fit by the Board of Directors of the Company, for a period of five years to secure the repayment of the financial facility(ies) to be obtained by TPLC, on terms and conditions as may be mutually agreed therefor.</p> <p><b>RESOLVED FURTHER THAT</b> for the purpose of giving effect to the above resolution, the Board of Directors of the Company, or any other person(s) authorized by them, be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, including the nature, type and quantum of guarantee / security, as well as to execute such documents, deeds, instruments, writings, papers and / or agreements as may be required, and do all such acts, deeds, matters, filings and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard, including with respect to matters ancillary or incidental thereto.</p>
<p>Agenda Item : 4</p>	<p>To consider and if thought fit, to pass the following resolution in pursuance of S.R.O. 389 (I)/2023 dated March 21, 2023 issued by the Securities and Exchange Commission of Pakistan ("the SECP"), to authorize the Company to circulate the annual audited financial statements to its members through QR enabled code and weblink.</p> <p><b>RESOLVED THAT</b> pursuant to S.R.O. 389 (I)/2023 of the SECP, the Company be and is hereby authorized to circulate the annual report, including the annual audited financial statements, auditor's report, Directors' report, Chairman's review report and other reports contained therein, to its members through QR enabled code and weblink, and that the practice of circulation of the annual report through CD/USB be discontinued.</p>

Vote cast through E-voting

Folio No.	Shares Held	Agenda Item : 2		Agenda Item : 3		Agenda Item : 4	
		In Favor	Against	In Favor	Against	In Favor	Against
10629015548	5500	5500	0	0	5500	5500	0
10629270788	265	265	0	265	0	265	0
10629286057	500	500	0	500	0	500	0
10629286750	1430	1430	0	0	1430	1430	0
10629291180	3700	3700	0	3700	0	3700	0
10629303274	2000	2000	0	2000	0	2000	0
10629321565	150	0	150	0	150	0	150
10629391733	3350	3350	0	3350	0	3350	0
10629416928	11000	11000	0	11000	0	11000	0
10629439607	16000	16000	0	16000	0	16000	0
10629467749	7500	7500	0	7500	0	7500	0
10629469125	100	100	0	100	0	100	0
10629470131	65463	65463	0	65463	0	65463	0
11692028261	82495	82495	0	82495	0	82495	0
11692029566	400000	400000	0	0	400000	400000	0
11692032495	1300	1300	0	1300	0	1300	0
12484021667	18000	18000	0	18000	0	18000	0
14746032370	1573	0	1573	0	1573	1573	0
14746037304	4180	0	4180	0	4180	4180	0
14746049465	2145	2145	0	2145	0	2145	0
14746060728	4000	4000	0	4000	0	4000	0
14746063524	110	110	0	110	0	110	0
14746104815	209	209	0	209	0	209	0
14746127345	4111	4111	0	0	4111	4111	0
14746130729	5	0	5	5	0	5	0
14746133152	12500	0	12500	12500	0	12500	0
14746136189	9000	9000	0	9000	0	9000	0
14746140132	50	50	0	0	50	50	0
14746159769	6400	6400	0	0	6400	6400	0

Julio No.	Shares Held	Agenda Item : 2			Agenda Item : 3		Agenda Item : 4	
		In Favor	Against		In Favor	Against	In Favor	Against
14746169214	50	50	0	0	50	0	50	0
15214010056	20350	20350	0	0	20350	0	20350	0
15313000725	40000	40000	0	0	40000	0	40000	0
1651043993	12	12	0	0	12	0	12	0
18176001991	125000	125000	0	0	125000	0	125000	0
1826090175	250	250	0	0	250	0	250	0
1826135020	5000	5000	0	0	5000	0	5000	0
1826154146	6000	6000	0	0	6000	0	6000	0
1826176974	1500	1500	0	0	1500	0	1500	0
1826177832	2000	2000	0	0	2000	0	2000	0
1826195313	4400	4400	0	0	4400	0	4400	0
1826200246	500	0	500	500	0	500	0	
1826200394	285	285	0	0	285	0	285	0
18432046283	2500	2500	0	0	2500	0	2500	0
3038067995	2361	2361	0	0	2361	0	2361	0
3038076665	1000	1000	0	0	1000	0	1000	0
307018378	100	100	0	0	100	0	100	0
307143986	4000	4000	0	0	4000	0	0	4000
3278059875	700	700	0	0	700	0	700	0
3244126853	5575	5575	0	0	5575	0	5575	0
3277093478	40661	40661	0	0	40661	0	40661	0
3350134177	5000	5000	0	0	5000	0	5000	0
3350153490	1000	1000	0	0	1000	0	1000	0
3525073288	500000	500000	0	0	500000	0	500000	0
3939052857	1000	1000	0	0	1000	0	1000	0
4002032876	10000	10000	0	0	10000	0	10000	0
4010031562	2500	2500	0	0	2500	0	2500	0
4085142461	1000	1000	0	0	1000	0	1000	0
4085145415	1000	1000	0	0	1000	0	0	1000
4457088537	1000	This Vote is not in Poll						
4895012617	2000000	2000000	0	0	2000000	0	2000000	0
513024255	700	700	0	0	700	0	700	0
5264124904	172000	172000	0	0	172000	0	172000	0
5264170097	300	300	0	0	300	0	300	0
5264213673	3000	3000	0	0	3000	0	3000	0
5264323712	100	100	0	0	100	0	100	0
5264336128	858	0	858	0	858	0	858	0
5264359427	1348	1348	0	0	1348	0	1348	0
5264361423	20	20	0	0	20	0	20	0
5348036504	1100	1100	0	0	1100	0	1100	0
5512080963	250	250	0	0	250	0	250	0
5512105661	2248	2248	0	0	2248	0	2248	0
6122076745	10	10	0	0	10	0	10	0
6122121871	12870	This Vote is not in Poll						
6122142679	500	500	0	0	500	0	500	0
6122142737	550	550	0	0	550	0	0	550
6122164582	100736	100736	0	0	100736	0	100736	0
6122168187	8000	8000	0	0	8000	0	8000	0
6122180273	2000	2000	0	0	2000	0	2000	0
6122181909	4000	4000	0	0	4000	0	4000	0
620067459	40000	40000	0	0	40000	0	40000	0
6445106304	1000	0	1000	1000	0	1000	0	
6452093501	1668	0	1668	0	1668	0	1668	0
6452109950	600	600	0	0	600	0	600	0
6452122391	10	10	0	0	10	0	10	0
6452128588	11	0	11	11	0	11	0	
6452131772	2000	2000	0	0	2000	0	2000	0

Folio No.	Shares Held	Agenda Item : 2		Agenda Item : 3		Agenda Item : 4	
		In Favor	Against	In Favor	Against	In Favor	Against
6452137969	6000	0	6000	6000	0	6000	0
6452140021	1000	1000	0	1000	0	1000	0
6452147638	3000	3000	0	3000	0	3000	0
6502014640	40000	40000	0	0	40000	40000	0
6684162837	100000	100000	0	100000	0	100000	0
6684230279	445400	445400	0	445400	0	445400	0
6684285141	20000	20000	0	20000	0	20000	0
6684291750	10	10	0	10	0	10	0
<b>Total</b>		<b>4376754</b>	<b>28445</b>	<b>3177610</b>	<b>1227589</b>	<b>4399499</b>	<b>5700</b>

THK ASSOCIATES (PVT) LIMITED

PLACE: \_\_\_\_\_

DATE: \_\_\_\_\_

