

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of TPL Properties Limited (the “**Company**”) will be held at Registered Office of the Company, Centrepont, Off Shaheed-e-Millat Expressway, Adjacent KPT interchange, Karachi, on November 14, 2018, at 11 A.M. to transact the following business:

1. **ORDINARY BUSINESS:**

To approve the minutes of the Annual General Meeting of the Company held on October 16, 2018.

2. **SPECIAL BUSINESS:**

A. **Increase in Authorized Capital**

To consider and, if thought fit, with or without modification pass the special resolution to increase the authorized share capital of the Company by PKR 1,000,000,000/- (Pak Rupees One Billion) from PKR 3,000,000,000/- (Pak Rupees Three billion) to PKR 4,000,000,000/- (Pak Rupees Four billion) and in that connection to make the necessary amendments to the Memorandum and Articles of Association of the Company.

“RESOLVED THAT the Authorized Share Capital of TPL Properties Limited be and is hereby increased by PKR 1,000,000,000/- (Pak Rupees One Billion) from PKR 3,000,000,000/- (Pak Rupees Three billion) to PKR 4,000,000,000/- (Pak Rupees Four Billion).

FURTHER RESOLVED THAT the necessary amendments to the Memorandum and Articles of Association of the Company be and is hereby approved in order to increase authorized capital.

FURTHER RESOLVED THAT Mr. Muhammad Ali Jameel, the Chief Executive Officer, Mr. Ali Asgher, the Chief Operating Officer and Mr. Danish Qazi, Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution, as well as carry out any other act or step which may be ancillary and/or incidental to do the above and necessary to fully achieve the object of the aforesaid resolution.”

B. **Alteration in the Memorandum and Articles of Association of the Company**

To consider and, if thought fit, with or without modification pass the special resolution to make suitable alteration in the Memorandum and Articles of Association of the Company in order to align the same as per the new Companies Act 2017.

“RESOLVED THAT the approval of shareholders be and is hereby accorded for making suitable alteration in the Memorandum and Articles of Association of TPL Properties Limited in order to align the same as per the new Companies Act 2017.

FURTHER RESOLVED THAT Mr. Muhammad Ali Jameel, the Chief Executive Officer, Mr. Ali Asgher, the Chief Operating Officer and Mr. Danish Qazi, Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution, as well as carry out any other act or step which may be ancillary and/or incidental to do the above and necessary to fully achieve the object of the aforesaid resolution.”

(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 Extraordinary General Meeting is attached with this Notice).

3. ANY OTHER BUSINESS:

To consider any other business with the permission of Chairman

By Order of the Board

Danish Qazi
Company Secretary

Date: October 24, 2018

Notes:

1. The Share Transfer Books of the Company will be closed from November 07, 2018 to November 14, 2018 (both days inclusive).
2. A Member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint another person as proxy to attend and vote instead of him. The Proxy Forms, in order to be effective, must be received at the Registrar of the Company M/s THK Associates (Pvt.) Ltd, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400, not less than 48 hours before the Meeting.
3. For identification, CDC account holders should present the participant’s National Identity Card, and CDC Account Number and in case of proxy must enclose an attested copy of his/her CNIC. The representatives of corporate bodies should bring attested copy of Board of Directors Resolution/ Power of Attorney and/or all such documents as are required under Circular No. 1 dated 26 January 2000 issued by Securities & Exchange Commission of Pakistan for this purpose.
4. Members are requested to timely notify any change in their addresses and provide copies of their CNIC /NTN (if not provided earlier) to Bank’s Registrar / Share Transfer Agent, M/s. THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400.

5. The Company shall provide video conference facility to its members for attending the Extra Ordinary General Meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members: provided that if members, collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video-link facility at least 5 days before the date of the Extra Ordinary General Meeting along with complete information necessary to enable them to access the facility.

In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the Extra Ordinary General Meeting:-

I/We, _____ of _____ being a member of TPL Properties Limited, holder of _____ Ordinary shares as per Register Folio No. _____ hereby opt for video conference facility at _____.
_____ Signature of member

- 7) Members are requested to immediately notify the change, if any, in their registered address/contact numbers to the Share Registrar on the following address:

THK Associates (Pvt.) Limited
1st Floor, 40-C, Block-6,
P.E.C.H.S,
KARACHI-75400.
UAN 021-111-000-322.
Direct # 021- 34168270
Fax # 021- 34168271

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 REGARDING SPECIAL BUSINESS

Agenda Item 2 A

The Board of Directors of the Company, during their meeting held on October 12, 2018 granted their approval for future potential issuance of shares, and in light of the said approval, the Company seeks to increase its authorized share capital by PKR 1,000,000,000/- (Pak Rupees One Billion), from PKR 3,000,000,000/- (Pak Rupees Three billion) to PKR 4,000,000,000/- (Pak Rupees Four Billion) and to make the necessary amendments to the Memorandum and Articles of Association of the Company.

Agenda Item 2 B

Alteration in the Memorandum and Articles of Association of TPL Properties Limited

The Board of Directors of the Company has decided vide its meeting dated October 12, 2018 to make suitable alteration in the Memorandum and Articles of Association of the Company. Subject to sections 38 and 41 of the Companies Act 2017, the Company hereby notifies the shareholders that the Memorandum and Articles of Association of the Company is being altered as per the prescribed format mentioned therein.

The alterations in the Memorandum and Articles of Association of the Company are being proposed to bring in line with the requirements of various S.R.Os/ Regulations/ Directions issued by the SECP and enactment of the Companies Act, 2017 to replace the Companies Ordinance, 1984.