

# NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held on Tuesday, October 16, 2018 at 11:00 a.m., at the Auditorium of the Institute of Chartered Accountants of Pakistan (ICAP) at Chartered Accountants Avenue, Clifton, Karachi.

## ORDINARY BUSINESS

- To approve the minutes of the Annual General Meeting held on October 4, 2017.  
**“RESOLVED THAT** the minutes of Annual General Meeting held on October 04, 2017 at 11:00 am of TPL Properties Limited 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’ Reports thereon for the year ended June 30, 2018.  
**“RESOLVED THAT** the Standalone and Consolidated Annual Audited Financial Statements of TPL Properties Limited, the Directors’ and Auditors’ reports thereon for the year ended June 30, 2018, be and are hereby approved.”
- To appoint Auditors for the year ending June 30, 2019 and fix their remuneration. M/s. EY Ford Rhodes Chartered Accountants, 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, upon the recommendation of the Board on the basis of consent received by them, at a fee mutually agreed for the period ending June 30, 2019.”
- To consider and, if thought fit, approve as recommended by the Board of Directors to issue bonus shares in the proportion of 0.5 share(s) for every 10 shares held i.e. 5% if thought appropriate to pass with or without modification(s) the following resolution:  
**RESOLVED THAT** a sum of Rs. 136,756,000 out of share premium account of the Company be capitalized and applied towards the issue of 13,676,000 ordinary shares of Rs. 10/- each and allotted as fully paid bonus shares to the members who are registered in the books of the Company as at the close of business on October 7, 2018, in proportion 0.5 share(s) for every 10 shares held and that such new shares shall rank pari passu with the existing ordinary shares be and is hereby approved.  
**FURTHER RESOLVED THAT** in the event of any member becoming entitled to a fraction of a share, the Directors be and are hereby authorized to consolidate all such fractions and sell the shares so constituted on the Stock Market and to pay the proceeds of the sale when realized to a recognized charitable institution as may be selected by the Directors of the Company.  
**FURTHER RESOLVED THAT** the Company Secretary be and is hereby authorized to take all necessary actions on behalf of the Company for allotment and distribution of the said bonus shares as he thinks fit.”

## ANY OTHER BUSINESS

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

## By Order of the Board

**Danish Qazi**  
Company Secretary

**Dated: September 25, 2018**

## Notes:

- The Share Transfer Books of the Company will be closed from October 8, 2018 to October 16, 2018 (both days inclusive).
- A Member entitled to attend and vote at the Annual 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.
- 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 January 26, 2000, issued by Securities & Exchange Commission of Pakistan for this purpose.
- Members are requested to timely notify any change in their addresses and provide copies of their CNIC/NTN (if not provided earlier) to Company’s Registrar/Share Transfer Agent, M/s. THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi-75400.
- The Company shall provide video conference facility to its members for attending the Annual 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 the 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 Annual 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 the registered address of the Company 10 days before holding of the Annual 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

- 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**

