

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of TPL Properties Limited ("Company") will be held on November 27, 2024 at 11:00AM Institute of Chartered Accountants of Pakistan (ICAP) Auditorium, Chartered Accountants Avenue Block 8, Clifton, Karachi, to transact the following business:

## ORDINARY BUSINESS:

- To approve the minutes of the Annual General Meeting held on October 23, 2023.  
**"RESOLVED THAT** the minutes of Annual General Meeting of TPL Properties Limited held on October 23, 2023 at 11:00 AM be and are hereby approved."
- To receive, consider and adopt the Annual Standalone and Consolidated Audited Financial Statements of the Company together with the Directors', Auditors' and Chairman's Review Report thereon for the year ended June 30, 2024.  
**"RESOLVED THAT** the Annual Audited Financial Statements of TPL Properties Limited, together with the Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended 30 June 2024 be and are hereby approved."
- To appoint Auditors for the year ending June 30, 2025, and fix their remuneration. M/s. BDO Ebrahim & Co., Chartered Accountants have retired. The Board of Directors, on the recommendation of the Audit Committee, proposes the appointment of M/s. Grant Thornton Anjum Rahman, Chartered Accountants, as the auditors of the Company for the year ending 30 June, 2025.  
**"RESOLVED THAT** M/s. Grant Thornton Anjum Rahman, 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, 2025."

## SPECIAL BUSINESS:

- 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).  
**"RESOLVED THAT** 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)."

## ANY OTHER BUSINESS

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

By Order of the Board

**Shayan Mufti**  
Company Secretary

**Karachi, November 06, 2024**

## Notes:

- Registration to attend Annual General Meeting through Electronic Means:**
  - In the light of relevant guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) from time to time, including vide letter No. SMD/SE/2/(20)/2021/117 date December 15, 2021, members are encouraged to participate in the Annual General Meeting ("AGM") through electronic facility organized by the Company.
  - To attend the AGM through electronic means, the Members are requested to register themselves by providing the following information through email at [company.secretary@tplholdings.com](mailto:company.secretary@tplholdings.com) at least forty-eight (48) hours before the AGM.

Name of Shareholder	CNIC/NTN No.	Folio No/CDC A/c No.	Cell Number	Email Address

- c. Members will be registered, after necessary verification as per the above requirement, and will be provided a video-link by the Company via email.
- d. The login facility will remain open from 10:45 a.m. till the end of AGM.

**2. Closure of Share Transfer Books:**

The Share Transfer Book of the Company will remain closed from November 21, 2024 to November 27, 2024 (both days inclusive). Share Transfers received at THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan by the close of business hours (5:00 PM) on November 20, 2024, will be treated as being in time for the purpose of above entitlement to the transferees.

**3. Participation in the AGM:**

All members, whose names appear in the register of members of the Company as on November 20, 2024, are entitled to attend (in person or by video link facility or through Proxy) the AGM and vote there at. A proxy duly appointed shall have such rights as respect to the speaking and voting at the AGM as are available to a member. Duly filled and signed Proxy Form must be received at the Registrar of the Company, THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan, not less than 48 hours before the AGM.

**4. For Attending the AGM:**

- i. In case of individual, the Account holder and/or Sub-account holder whose registration details are uploaded as per the CDC regulations, shall authenticate his/her identity by providing copy of his/her valid CNIC or passport along with other particulars (Name, Folio/CDS Account Number, Cell Phone Number) via email to aforementioned ID and in case of proxy must enclose copy of his/her CNIC or passport.
- ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be provided via email to aforementioned ID.

**5. Change of Address:**

Members are requested to immediately notify the change, if any, in their registered address to the Share Registrar, THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan.

**6. Conversion of Physical Shares into the Book Entry Form:**

The SECP through its letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The shareholders of the Company having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The shareholders may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc. For further information and assistance, the shareholders may contact our Share Registrar, THK Associates (Private) Limited.

**7. Video Conferencing Facility**

The Company shall provide video conference facility to its members for attending the AGM at places other than the town in which the AGM is taking place, provided that if members, collectively holding 10% (ten percent) or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 7 days prior to date of the AGM, the Company shall arrange video conference facility in that city, subject to availability of such facility in that city.

In this regard, please fill the enclosed form and submit the same to the registered address of the Company 7 days before holding of the AGM. The Company will, if such facility is available, intimate members regarding venue of video conference facility at least 5 days before the date of AGM along with complete information necessary to enable them to access such facility.

**8. For Voting for Special Agenda Items:**

**a. Voting through Ballot Paper:**

In accordance with regulation 8(2) of the Companies (Postal Ballot) Regulations, 2018, Members have the option to cast their votes using the enclosed 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@tplproperties.com](mailto:chairman@tplproperties.com) or through post to 20th 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.

**b. Electronic Voting:**

In accordance with Regulation 4(4) of the Companies (Postal Ballot) Regulations, 2018, Members also have the option to cast their votes through e-voting. To facilitate this, THK Associates (Private) Limited, the e-voting service provider, will send an email on November 21, 2024, to members containing the web address, login details, password, and other necessary information. The facility for e-voting shall open on November 21, 2024 and shall close at 1700 hours (Pakistan Standard Time) on , November 26, 2024.

**Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the said Special Business:**

To approve revision of remuneration of non-executive directors from PKR 100,000/- to PKR 150,000/- per meeting (including sub-committee meetings):

The Board of Directors of the Company, in its meeting held on September 24, 2024, approved and recommended to shareholders a revision in the Directors' remuneration for attending Board and Committee meetings. The proposed revision increases the remuneration from PKR 100,000 to PKR 150,000 per meeting (including sub-committee meetings) pursuant to Section 170 of the Companies Act, 2017.



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