

**Date: October 25<sup>th</sup>, 2019**

**The General Manager**

Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi.

**CERTIFIED COPY OF THE RESOLUTIONS PASSED AND ADOPTED BY THE SHAREHOLDERS OF TPL CORP LIMITED (“THE COMPANY”) IN ITS ANNUAL GENERAL MEETING HELD ON OCTOBER 25, 2019**

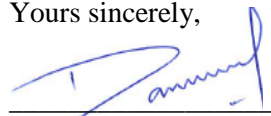
Dear Sir,

As required under Rule 5.6.4(b) of the Rule Book of Pakistan Stock Exchange Limited, please find enclosed herewith copy of the Ordinary and Special Resolutions passed by the shareholders of TPL Corp Limited in its meeting held on October 25, 2019.

1. Resolution for confirmation of Minutes of the Annual General Meeting of the Company held on October 17, 2018.
2. Ordinary Resolution for approval of Annual Audited Financial Statements of the Company together with the Directors’ and Auditors’ Reports thereon for the year ended June 30, 2019.
3. Ordinary Resolution for appointment of External Auditors, M/s. EY Ford Rhodes, Chartered Accountants for the year ended June 30, 2020.
4. Special Resolution under Section 199 of the Companies Act, 2017 to authorized Company for necessary transection to be made in their Associated /Subsidiary Companies.
5. Special Resolution to increase the authorized share capital of the Company by PKR 500,000,000/- (Pak Rupees Five Hundred Million) from PKR 3,300,000,000/- (Pak Rupees Three Billion and Three Hundred Million) to PKR 3,800,000,000/- (Pak Rupees Three Billion and Eight Hundred Million) and in that connection to make the necessary amendments to the Memorandum and Articles of Association of the Company.

This is for your information only.

Yours sincerely,



**Danish Qazi**  
**Company Secretary**  
**0300 -8241394**

**Enclosure: As above**

**TPL Corp Ltd.**

12th Floor, Center Point Building off Shaheed-e-Millat Expressway, Adjacent KPT Interchange, Karachi Postal Code 74900  
PABX (021) 34390300 Fax: (021) -35316032 Email: info@tplcorp.com Website: www.tplcorp.com

**CERTIFIED COPY OF THE RESOLUTIONS PASSED AND ADOPTED BY THE  
SHAREHOLDERS OF THE COMPANY IN ITS ANNUAL GENERAL MEETING HELD ON  
OCTOBER 25, 2019**

**ORDINARY BUSINESS:**

**1. To approve the minutes of the Annual General Meeting held on October 17<sup>th</sup>, 2018.**

“RESOLVED THAT the minutes of Annual General Meeting of TPL Corp Limited held on October 17, 2018 at 11:00 am be and are hereby approved.”

**2. 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 June 30, 2019.**

“RESOLVED THAT the Annual Standalone and Consolidated Audited Financial Statements of TPL Corp Limited, together with the Directors’ and Auditors’ Report thereon for the year ended 30 June 2019 be and are hereby approved.”

**3. 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 Corp Limited on the basis of consent received from them, at a fee mutually agreed for the period ending June 30, 2020.”

**SPECIAL BUSINESS:**

**To consider and if thought fit, to pass with or without modification, special resolutions in terms of Section 199 of the Companies Act 2017:**

**4. To make further equity investment of Rs. 300 Million in the Subsidiary Company, TPL Life Insurance Limited.**

“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make further equity investment of Rs. 300 million in the subsidiary company i.e TPL Life Insurance Limited.”

**5. To authorize the Company for renewal of advance up to Rs. 100 million to the holding company, TPL Holdings (Private) Limited.**

“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to renew advance up to Rs.100 million to the holding company i.e. TPL Holdings (Private) Limited.”

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**6. To authorize the Company for renewal of advance up to Rs. 100 million to the associated company, TPL Properties Limited.**

“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to renew advance up to PKR. 100 Million to TPL Properties Limited.”

**7. To authorize the Company for renewal of investment of Rs 100 million in the associated company, TPL Properties Limited.**

“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to renew investment of PKR. 100 Million in TPL Properties Limited.”

**8. To authorize the Company for renewal of advance and /or investment of Rs 100 million in the associated company, TPL E-Venture (Private) Limited.**

“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for renewal of advance and /or investment of PKR. 100 Million in TPL E-Venture (Private) Limited.”

**9. To authorize the Company for investment of Rs. 100 million in the associated company, TPL Logistics (Private) Limited.**

“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to invest PKR. 100 Million in TPL Logistics (Private) Limited.”

**ANY OTHER BUSINESS:**

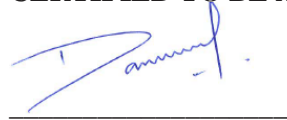
**10. To increase the authorized share capital of the Company by PKR 500,000,000/- from PKR 3,300,000,000/- to PKR 3,800,000,000/- and in that connection to make the necessary amendments to the Memorandum and Articles of Association of the Company.**

“RESOLVED THAT the Authorized Share Capital of TPL Corp Limited be and is hereby increased by PKR 500,000,000/- (Pak Rupees Five Hundred Million) from PKR 3,300,000,000/- (Pak Rupees Three Billion and Three Hundred Million) to PKR 3,800,000,000/- (Pak Rupees Three Billion and Eight Hundred Million).

**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. Adnan Khandwala, the Chief Financial 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 resolutions”

**CERTIFIED TO BE A TRUE COPY**



**Danish Qazi**  
Company Secretary

**TPL Corp Ltd.**

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