

TPL Properties Limited
Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting (“EOGM”) of TPL Properties Limited (“Company”) will be held on Friday, February 25, 2022 at 03:00 p.m. through electronic mode, to transact the following business:

ORDINARY BUSINESS:

1. To approve the minutes of the Annual General Meeting held on October 21, 2021.

***“RESOLVED THAT** the minutes of Annual General Meeting of TPL Properties Limited held on October 21, 2021 at 11:30 a.m. be and are hereby approved.”*

SPECIAL BUSINESS:

2. To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 85 of the Companies Act 2017 to authorize the Company to increase the authorized share capital of TPL Properties Limited, by PKR 2,000,000,000/- (Pak Rupees Two Billion) i.e. from PKR 4,000,000,000/- (Pak Rupees Four Billion) to PKR 6,000,000,000/- (Pak Rupees Six Billion) and to make the necessary amendments to the Memorandum and Articles of Association of the Company.

***“RESOLVED THAT** pursuant to section 85 of the Companies Act, 2017, approval of the members be and is hereby accorded to the Board of Directors of the Company, to increase the authorized share capital of TPL Properties Limited, by PKR 2,000,000,000/- (Pak Rupees Two billion) i.e. from PKR 4,000,000,000/- (Pak Rupees Four Billion) to PKR 6,000,000,000/- (Pak Rupees Six Billion).”*

***“FURTHER RESOLVED THAT** the Memorandum of Association of the Company, be and is hereby amended, subject to any modifications as may be required by the Securities and Exchange Commission of Pakistan and the fulfilment of all formalities / procedures required under the applicable law by revising the following Clause V:*

V. The authorized share capital of the Company is Rs. 6,000,000,000/- (Rupees Six Billion only) divided into 600,000,000 (Six hundred Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce, consolidate, sub-divide or otherwise reorganize the share capital of the Company in accordance with the provisions of Ordinance and subject to any permission required under the law.”

***“FURTHER RESOLVED THAT** the Article of Association of the Company, be and is hereby amended, subject to any modifications as may be required by the Securities and Exchange Commission of Pakistan and the fulfilment of all formalities / procedures required under the applicable law by revising the following Article 7:*

7. The authorized share capital of the Company is Rs. 6,000,000,000/- (Rupees Six Billion only) divided into 600,000,000 (Six hundred Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce its capital and to divide the shares in the capital for the time being into several classes.”

***“FURTHER RESOLVED THAT** the Chief Executive Officer and the Company Secretary, 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.”*

ANY OTHER BUSINESSs

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

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

Increase in the authorized share capital of TPL Properties Limited:

The Board of Directors of the Company, by passing the resolution through circulation on February 03, 2022, granted its approval to increase the authorized share capital of the Company by PKR 2,000,000,000/- (Pak Rupees Two Billion) i.e. from PKR 4,000,000,000/- (Pak Rupees Four Billion) to PKR 6,000,000,000/- (Pak Rupees Six Billion) and to make the necessary amendments to the Memorandum and Articles of Association of the Company as follows:

Existing Clause V of the Memorandum of Association of the Company	Proposed Clause V of the Memorandum of Association of the Company
<i>V. The authorized share capital of the Company is Rs. 4,000,000,000/- (Rupees Four Billion only) divided into 400,000,000 (Four hundred Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce, consolidate, sub-divide or otherwise reorganize the share capital of the Company in accordance with the provisions of Ordinance and subject to any permission required under the law.</i>	<i>V. The authorized share capital of the Company is Rs. 6,000,000,000/- (Rupees Six Billion only) divided into 600,000,000 (Six hundred Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce, consolidate, sub-divide or otherwise reorganize the share capital of the Company in accordance with the provisions of Ordinance and subject to any permission required under the law.</i>
Existing Article 7 of the Articles of Association of the Company	Proposed Article 7 of the Articles of Association of the Company
<i>7. The authorized share capital of the Company is Rs. 4,000,000,000/- (Rupees Four Billion only) divided into 400,000,000 (Four hundred Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce its capital and to divide the shares in the capital for the time being into several classes.</i>	<i>7. The authorized share capital of the Company is Rs. 6,000,000,000/- (Rupees Six Billion only) divided into 600,000,000 (Six hundred Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce its capital and to divide the shares in the capital for the time being into several classes.</i>

By Order of the Board

Danish Qazi
Company Secretary

Karachi, February 04, 2022

Notes:

1. Reason for holding EOGM through electronic mode i.e. Coronavirus Contingency Planning:

In view of the threat of pandemic outbreak and to protect the wellbeing of shareholders, the Company requests its members to attend and participate in the general meeting through video link facility only to avoid large gathering at one place.

Therefore, to attend and participate in the EOGM through video link facility, members are requested to register their particulars (Name, Folio/CDS Account Number, CNIC Number and Cell Phone Number) with the Company Secretary by emailing to company.secretary@tplholdings.com at least 24 hours before the time of EOGM.

The members can also provide comments/suggestions for the proposed agenda items of the Extraordinary General Meeting by emailing the same to company.secretary@tplholdings.com.

2. Closure of Share Transfer Books:

The Share Transfer Book of the Company will remain closed from February 18, 2022 to February 25, 2022 (both days inclusive). Share Transfers received at M/s 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 Thursday, February 17, 2022, will be treated as being in time for the purpose of above entitlement to the transferees.

3. Participation in the Meeting:

All members of the Company are entitled to attend the meeting and vote there at through Proxy. A proxy duly appointed shall have such rights as respect to the speaking and voting at the meeting as are available to a member. Duly filled and signed Proxy Form must be received at the Registrar of the Company M/s 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 Meeting.

4. For Attending the Meeting:

- 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 M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan.