

**THE CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF TPL CORP LIMITED IN THE EXTRAORDINARY GENERAL MEETING HELD ON JUNE 02, 2022 AS REQUIRED UNDER RULE 5.6.9(B) OF THE RULE BOOK OF PAKISTAN STOCK EXCHANGE LIMITED:**

**ORDINARY BUSINESS:**

1. To approve the minutes of the Annual General Meeting held on October 22, 2021.

***“RESOLVED THAT the minutes of Annual General Meeting of TPL Corp Limited held on October 22, 2021 at 12:00 pm 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 Corp Limited, by PKR 1,700,000,000/- (Pak Rupees One Billion Seven Hundred Million) i.e. from PKR 3,300,000,000/- (Pak Rupees Three Billion Three Hundred Million) to PKR 5,000,000,000/- (Pak Rupees Five 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 Corp Limited, by PKR 1,700,000,000/- (Pak Rupees One Billion Seven Hundred Million) i.e. from PKR 3,300,000,000/- (Pak Rupees Three Billion Three Hundred Million) to PKR 5,000,000,000/- (Pak Rupees Five 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 capital of the Company is Rs. 5,000,000,000/- (Rupees Five Billion only) divided into 500,000,000 ordinary shares of Rs.10/- each with the rights privileges attaching thereto as are provided by the regulations of the Company for the time being with powers to increase and reduce the Capital for the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and consolidate or subdivide the shares and issue shares of higher or lower denominations.*

***“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 5(i):***

*5(i). The authorized capital of the Company is Rs. 5,000,000,000/- (Rupees Five Billion only) divided into 500,000,000 ordinary shares of Rs.10/- (Rupees ten) each with power to increase or reduce the capital and to consolidate or sub-divide the shares, issue shares of different kinds or classes therein of higher or lower denominations and to vary, modify or abrogate any such rights or conditions in such a manner as may be authorized by the regulations of the Company and subject to applicable laws.*

***“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.”***

3. To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017 to authorize the Company to make further equity investment and/or advance of up to 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 and/or advance of up to Rs. 300 million in the subsidiary company i.e TPL Life Insurance Limited.”***

4. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for enhancement of advance from Rs. 200 million to Rs. 500 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 enhance advance from Rs. 200 million to Rs.500 million to the holding company i.e. TPL Holdings (Private) Limited.”***

5. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company to make advance and/or investment of up to Rs 500 million in the associated company, TPL Trakker Limited.

***“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make advance and/or investment of up to Rs.500 Million in TPL Trakker Limited.”***

6. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company to make advances and/or investment of up to Rs 250 million in the subsidiary company, TPL E-Venture (Private) Limited.

***“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make advance and/or investment of up to Rs. 250 Million in TPL E-Venture (Private) Limited.”***

7. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company to make advance and/or investment of up to Rs.100 Million in the associated company, TPL Security Services (Private) Limited.

***“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make advance and/or investment of up to Rs. 100 Million in TPL Security Services (Private) Limited.”***

8. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company to make advance and/or investment of up to Rs.50 Million in the associated company, TPL Tech Pakistan (Private) Limited.

***“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make advance and/or investment of up to Rs. 50 Million in TPL Tech Pakistan (Private) Limited.”***

9. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company to make advance and/or investment of up to Rs.50 Million in the associated company, TPL REIT Management Company Limited.

***“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make advance and/or investment of up to Rs. 50 Million in TPL REIT Management Company Limited.”***

10. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company to make advance and/or equity investment of up to Rs.150 Million in the subsidiary company, TPL Insurance Limited.

***“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make advance and/or equity investment of up to Rs. 150 Million in TPL Insurance Limited.”***

11. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company to make advance of up to 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 make advance of up to Rs. 100 Million in TPL Properties Limited.”***

**CERTIFIED TO BE TRUE COPY**



**Danish Qazi**  
Company Secretary

**June 02, 2022**

**TPL Corp Ltd.**

20<sup>th</sup> Floor, Sky Tower-East Wing, Dolmen City,  
HC-3, Block 4, Abdul Sattar Edhi Avenue,  
Clifton, Karachi, Pakistan.

 +92-21-34390300  
 +92-21-35316032  
 [info@tplcorp.com](mailto:info@tplcorp.com)  
 [www.tplcorp.com](http://www.tplcorp.com)