



TPL Corp Limited
Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting (“EOGM”) of TPL Corp Limited (“Company”) will be held on July 29, 2026 at 11:00 AM at Dr. Shamshad Akhtar Auditorium, Pakistan Stock Exchange, Stock Exchange Building, Exchange Road, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To approve the minutes of the Extraordinary General Meeting held on April 30, 2026.

“RESOLVED THAT the minutes of the Extraordinary General Meeting of TPL Corp Limited held on April 30, 2026 at 11:00 am 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 199 of the Companies Act 2017 to authorize the Company to make an equity investment of up to Rs. 65,252,453/- in its associated company, Abhi Microfinance Bank Limited.

“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make an equity investment of up to Rs. 65,252,453/- in its associated company, Abhi Microfinance Bank Limited.”

ANY OTHER BUSINESS

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

By Order of the Board

Shayan Mufti

Company Secretary

Karachi, July 08, 2026

Notes:

1. Registration to attend Extraordinary General Meeting through Electronic Means:

- a. 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 Extraordinary General Meeting (“EOGM”) through electronic facility organized by the Company.
- b. To attend the EOGM through electronic means, the Members are requested to register themselves by providing the following information through email at company.secretary@tplholdings.com at least forty-eight (48) hours before the EOGM.

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 EOGM.

2. Closure of Share Transfer Books:

The Share Transfer Book of the Company will remain closed from July 23, 2026 to July 29, 2026, (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 July 22, 2026, will be treated as being in time for the purpose of above entitlement to the transferees.

3. Participation in the EOGM:

All members, whose names appear in the register of members of the Company as on July 22, 2026, are entitled to attend (in person or by video link facility or through Proxy) the EOGM and vote there at. A proxy duly appointed shall have such rights as respect to the speaking and voting at the EOGM 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 EOGM.

4. For Attending the EOGM:

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.

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. 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 EOGM at places other than the town in which the EOGM 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 EOGM, the Company shall arrange video conference facility in that city, subject to availability of such facility in that city.

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@tplcorp.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 EOGM, during working hours.



b. Electronic Voting:

In accordance with Regulation 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 July 22, 2026, to members containing the web address, login details, password, and other necessary information. The facility for e-voting shall open on July 23, 2026 and shall close at 1700 hours (Pakistan Standard Time) on July 28, 2026.

c. Appointment of Scrutinizer for Special Business Item No. 2:

M/s. Junaidy Shoaib Asad, Chartered Accountants, having more than 10 years of experience, and represented by Partner Mr. Naveed Alam, Chartered Accountant, has been designated as Scrutinizer, as required under the Companies (Postal Ballot) Regulations, 2018, for the purpose of voting on special business item number 2, i.e. investment in associated companies under Section 199 of the Companies Act.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

This statement is being furnished in terms of the requirement under Section 134 (3) of the Companies Act, 2017 (“**Companies Act**”), setting out material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of TPL Corp Limited (“**Company**”) which will be held on July 29, 2026 at 11:00 AM.

SPECIAL BUSINESS:

Equity Investment of up to Rs. 65,252,453 in ABHI Microfinance Bank Limited

Company is desirous of making an equity investment of up to Rs. 65,252,453 in ABHI Microfinance Bank Limited. The same has been approved/recommended by the Board of Directors of the Company in its meeting held on June 24, 2026.

The Board of Directors of the Company have no direct or indirect interest in the Special Business, except and to the extent of their respective shareholding in the Company.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information														
i.	Name of the associated company or associated undertaking	ABHI Microfinance Bank Limited														
ii.	Basis of relationship	Associated Company														
iii.	Earnings per share for the last three years of the Associated Company	2025: Rs. 1.33, 2024: Rs. (2.76), 2023: Rs. (2.72)														
iv.	Break-up value per share, based on latest audited financial statements	2025: Rs. 0.93 per share														
v.	Financial position (main items of statement of financial position and profit and loss account on the basis of latest financial statements) of the associated company	<p>The extracts of the audited/reviewed balance sheet and profit and loss account of the associated company as at and for the period ended December 31, 2025 is as follows:</p> <table border="1"> <thead> <tr> <th>Balance Sheet</th> <th>Rupees</th> </tr> </thead> <tbody> <tr> <td>Non-current assets</td> <td>Rs. 2,212,193,375</td> </tr> <tr> <td>Other assets</td> <td>Rs. 74,853,588,534</td> </tr> <tr> <td>Total Assets</td> <td>Rs. 77,065,781,909</td> </tr> <tr> <td> </td> <td> </td> </tr> <tr> <td>Total Liabilities</td> <td>Rs. 77,463,130,204</td> </tr> <tr> <td> </td> <td> </td> </tr> </tbody> </table>	Balance Sheet	Rupees	Non-current assets	Rs. 2,212,193,375	Other assets	Rs. 74,853,588,534	Total Assets	Rs. 77,065,781,909			Total Liabilities	Rs. 77,463,130,204		
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vi	<p>In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required:</p> <p>a) a description of the project and its history since conceptualization;</p> <p>b) starting date and expected date of completion;</p> <p>c) time by which such project shall become commercially operational;</p> <p>d) expected return on total capital employed in the project; and</p> <p>e) funds invested or to be invested by the promoters distinguishing between cash and non-cash</p>	<p>Not applicable since operations have already started.</p>																												

	amounts;	
vii.	Maximum amount of investment to be made	Rs. 65,252,453
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p>Purpose: To increase shareholding and control in ABHI Microfinance Bank Limited.</p> <p>Benefit: Dividend Income and/or Capital Gains</p>
ix.	<p>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds, -</p> <p>(I) justification for investment through borrowings;</p> <p>(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(III) (III) cost benefit analysis;</p>	<p>Own source / borrowed funds.</p> <p>(i) The surviving shareholders are acquiring the exiting shareholder's stake to support the long-term strategic interests of the Company.</p> <p>(ii) Shares of group companies.</p> <p>(iii) Projected returns in shape of dividend or value appreciation is expected to be higher compared to investment.</p>
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	<p>The Agreement was executed between Abhi (Private) Limited, TPL Corp Limited and Kashf Foundation on June 08, 2026 to make an equity investment of PKR 65,252,453/- in its associated company, Abhi Microfinance Bank Limited, subject to approval of the shareholders.</p> <p>In case of any dispute between the Companies, the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940.</p>
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	<p>The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company.</p> <p>There are no common directors between Abhi Microfinance Bank Limited and the Company.</p>
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	No such investment has been made during the year.
xiii.	Any other important details necessary for the members to understand the transaction;	No other information.

xiv.	Maximum price at which securities will be acquired;	Rs. 7.5
xv.	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	The purchase price is lower than the estimated market value.
xvi.	maximum number of securities to be acquired	8,700,327 Shares
xvii.	number of securities and percentage thereof held before and after the proposed investment	Before investment – 210,619,137 shares After investment– 219,319,464 shares
xviii.	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities;	Not Applicable
xix.	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	PKR 0.93 per share