

THE KARACHI STOCK EXCHANGE (GUARANTEE) LIMITED

KSE/N-1464

NOTICE

March 22, 2012

TPL DIRECT INSURANCE LIMITED

Source: "BUSINESS RECORDER"

Dated: March 22, 2012



TPL Direct Insurance
A TPL Holdings Company

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at the Auditorium of the Institute of Chartered Accountants of Pakistan (ICAP) at Chartered Accountants Avenue, Clifton, Karachi, on Monday, 30th April, 2012 at 2:30 pm, to transact the following business:

ORDINARY BUSINESS

1. To approve the minutes of the Annual General Meeting held on 29th April, 2011.
2. To receive, consider and adopt annual audited Financial Statements of TPL Direct Insurance Limited for the year ended 31st December, 2011 together with the Directors and Auditors reports thereon.
3. To approve or recommend by Directors, payment of cash dividend @ 5% i.e. PKR 0.5 per share on the Ordinary shares of the Company for the Financial Year 2011.
4. To appoint Auditors for the year ending 31st December, 2012 and fix their remuneration.
5. To elect the Directors of the Company for a period of three years commencing from 30th April, 2012 in accordance with the provision of Section 178 of the Companies Ordinance, 1984. The Board of Directors have fixed the number of Directors to be elected as (7) Seven. Following are the names of retiring Directors, who are eligible for re-election:

Mr. Jameel Yusuf	Mr. Ali Jumeel	Mr. Saad Niszar	Syed Kazim Hasan
Mr. Mustafa Ali	Mr. Rizwan Abbas	Mr. Adil Mattheewalla	

SPECIAL BUSINESS

6. To consider and, if thought fit, pass special resolution pursuant to Section 208 of the Companies Ordinance, 1984 to authorise renewal of advance of Rs. 250 Million to the associated undertaking, TPL Tracker Limited.
7. To consider and, if thought fit, pass special resolution pursuant to Section 208 of the Companies Ordinance, 1984 to authorise conversion of advance paid against office space to the associated undertaking, TPL Properties (Pvt) Limited into Loan subject to maximum amount of Rs. 100 Million.
8. To consider and, if thought fit, pass special resolution pursuant to Section 208 of the Companies Ordinance, 1984 to authorise investment in shares of the associated undertaking, TPL Financial Consultancy (Pvt) Limited subject to maximum amount of Rs. 20 Million.
9. To consider and, if thought fit, pass a special resolution to place quarterly financial statements of the Company on its website, instead of sending the same by post to the shareholders.

(A Statement of Material Facts under Section 150(1)(b) of the Companies Ordinance 1984 relating to the aforesaid Special Business to be transacted at the said Annual General Meeting is being dispatched to the Shareholders of the Company along with the Annual Report for the year ended 31st December, 2011).

ANY OTHER BUSINESS

10. To consider any other business with the permission of Chairman.

By Order of the Board
Syed Kazim Hasan
Company Secretary

Dated 22nd March, 2012

Notes:

- 1) The Share Transfer Books of the Company will be closed from Friday, 20th April, 2012 to Monday, 30th April, 2012 (both days inclusive).
- 2) A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as proxy to attend and vote instead of him. The Proxy Form, in order to be effective, must be received at the Registrar of the Company M/s. THK Associates (Pvt.) Ltd, Ground Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi, not less than 48 hours before the Meeting.
- 3) For identification, CDC account holders should present the participant's National Identity Card, and CDC Account Number and in case of proxy must enclose an attested copy of his/her CNIC. The representatives of corporate bodies should bring attested copy of Board of Directors Resolution/ Power of Attorney, and/or all such documents as are required under Circular No. 1, dated 26th January, 2000 issued by Securities & Exchange Commission of Pakistan for this purpose.
- 4) Members are requested to immediately notify the change, if any, in their registered address/contact numbers to the Share Registrar on the following address:

THK Associates (Pvt) Limited, Ground Floor, State Life Building No.3, Dr. Ziauddin Ahmed Road, Karachi, 75330.