



TPL Trakker

A TPL Holdings Company

NOTICE OF 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 Wednesday October 28, 2015 at 10:30am, to transact the following business:

ORDINARY BUSINESS

1. To approve the minutes of the Annual General Meeting held on October 30, 2014.
2. To receive, consider and adopt Annual Audited Financial Statements of the Company together with the Directors' and Auditors' reports thereon for the year ended June 30, 2015 together with the Audited Consolidated Financial Statements of the Company and the Auditors' report thereon for the year ended June 30, 2015.
3. To appoint Auditors for the year ending June 30, 2016 and fix their remuneration.
4. To elect the directors of the Company for a period of three years commencing from 1st November, 2015 in accordance with the provisions 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:
 - 1) Mr. Jameel Yusuf
 - 2) Mr. Muhammad Ali Jameel
 - 3) Mr. Saad Nissar
 - 4) Mr. Mustafa Ali
 - 5) Mr. Bilal Alibhai
 - 6) Mr. Johan Mostert
 - 7) Mr. Mark Dean Rousseau
 - 8) Mr. Zafar-ul-Hassan Naqvi

SPECIAL BUSINESS

5. To consider and, if thought fit, pass special resolution pursuant to Section 208 of the Companies Ordinance, 1984 to authorise the renewal of advance of up to Rs.100 million to the holding company, TPL Holdings Private Limited.
6. To consider and, if thought fit, pass special resolution pursuant to Section 208 of the Companies Ordinance, 1984 to increase the advance of Rs. 200 million to Rs. 250 million to associated company, TPL Properties (Pvt) Limited.
7. To consider and, if thought fit, pass special resolution pursuant to Section 208 of the Companies Ordinance, 1984 to authorise the investment up to Rs. 200 million to the associated company, TPL Rupiya (Private) Limited.
8. To consider and, if thought fit, pass special resolution pursuant to Section 208 of the Companies Ordinance, 1984 to authorise the investment up to Rs.100 million to an associated joint venture in Qatar (name to be decided).
9. To consider and, if thought fit, pass special resolution pursuant to Section 208 of the Companies Ordinance, 1984 to authorise the investment up to Rs.100 million to an associated company in UAE (TPL International).
10. To consider and, if thought fit, pass special resolution pursuant to Section 208 of the Companies Ordinance, 1984 to authorise the investment up to Rs.100 million to an associated joint venture in Nigeria (name to be decided).
11. To consider and, if thought fit, pass special resolution pursuant to Section 208 of the Companies Ordinance, 1984 to authorise the investment up to Rs. 100 Million to an associated company to be incorporated in Pakistan which shall be engaged in the business of E-Commerce (name to be decided).

(A Statement of Material Facts under Section 160(1)(b) of the Companies Ordinance 1984 relating to the aforesaid Special Business to be transacted at the said Annual General Meeting has been dispatched to the shareholders of the Company along with the Annual Report for the year ended June 30, 2015.)

ANY OTHER BUSINESS

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

By Order of the Board

Shaharyar Siddiq
Company Secretary

Dated: October 7, 2015

Notes:

- 1) The Share Transfer Books of the Company will be closed from 14th October 2015 to 28th October 2015 (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 Forms, 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 computerised 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 26 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, 75530.