



BUSINESS RECORDER

Simultaneously published from Karachi, Lahore & Islamabad



Volume LIV, No. 263

Internet: <http://www.brecorder.com>

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Karachi, Wednesday 26 September 2018, 15 Muharram 1440



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of TPL Corp. Limited ("Company") will be held on Wednesday October 17, 2018 at 11:00 a.m. at the Auditorium of the Institute of Chartered Accountants of Pakistan (ICAP) at Chartered Accountants Avenue, Clifton, Karachi, to transact following business:

ORDINARY BUSINESS

- To approve the minutes of the Annual General Meeting held on October 10, 2017.

"RESOLVED THAT the minutes of Annual General Meeting held on October 10, 2017 at 11:00 am of the TPL Corp. Limited at the ICAP Auditorium, Clifton, Karachi be and are hereby approved."
- To receive, consider and adopt the Annual Audited Financial Statements of the Company together with the Directors', Auditors' and Chairman's Review Reports thereon for the year ended June 30, 2018.

"RESOLVED THAT the Annual Standalone and Consolidated Audited Financial Statements of TPL Corp. Limited, the Directors', Auditors' and Chairman's Review Reports thereon for the year ended 30 June 2018 be and are hereby approved."
- To appoint Auditors for the year ending June 30, 2019 and fix their remuneration. M/s. EY Ford Rhodes., Chartered Accountants, retire and being eligible have offered themselves for re-appointment.

"RESOLVED THAT M/s EY Ford Rhodes, Chartered Accountants be and are hereby appointed as Auditors of M/s. TPL Corp. Limited on the basis of consent received by them, at a fee mutually agreed for the period ending June 30, 2019.
- To elect Directors of the Company for a three year term. The Board of Directors in the meeting held on August 17, 2018, fixed the number of Directors at 08 (Eight) pursuant to the provisions of Section 159 of the Companies Act, 2017. The term of the office of the following 08 (Eight) Directors will expire on October 31, 2018.

i. Mr. Jameel Yusuf S.St.	ii. Mr. Muhammad Ali Jameel
iii. Maj Gen. (R) Syed Zafar-ul-Hasan Naqvi	iv. Mr. Mark Roussaeu
v. Mr. Nadeem Arshad Elahi	vi. Vice Admiral (F) Mohammad Shafi, HI(M)
vii. Mr. Bilal Alibhai	viii. Mr. Saad Nissar

The appointment of Directors is subject to the regulatory approval from Securities and Exchange Commission of Pakistan.

Members who wish to contest election should notify Company Secretary of their intention at least fourteen days before the AGM.

RESOLVED THAT the shareholders hereby accord their approval for the appointment of Directors on the Board of TPL Corp. Limited for a period of three years commencing from November 01, 2018 in accordance with the provisions of Section 159 of the Companies Act, 2017."

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized singly to take any and all necessary steps for the appointment of the Directors on the Board of TPL Corp. Limited and file the requisite returns/notices in the Company Registration Office and/or to the Securities and Exchange Commission of Pakistan and Pakistan Stock Exchange Limited, as the case may be.

SPECIAL BUSINESS:

- 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 renewal of advance of up to Rs. 200 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 renew advance of up to Rs. 200 million to the holding company i.e. TPL Holdings (Private) Limited.
- 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 renewal of advance up to Rs. 100 million to 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 renew advance of up to Rs. 100 million to TPL Properties Limited.
- 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 provide equity investment of Rs. 100 million to 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 equity investment up to Rs. 100 million in the associated company i.e. TPL Properties Limited.
- 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 renewal of advance up to Rs. 200 million to the subsidiary company, TPL Rupiya (Private) Limited.

RESOLVED THAT pursuant to Section 199 of the Companies Act, 2017 the Company be and is hereby authorized to renew advance up to Rs. 200 million to the subsidiary company i.e. TPL Rupiya (Private) Limited.
- 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 renewal of advance up to Rs.150 million to an associated company in UAE.

RESOLVED THAT pursuant to Section 199 of the Companies Act, 2017, the Company be and is hereby authorized to renew advance up to Rs. 150 million to an associated company in UAE.
- 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 renewal of advance up to Rs. 200 million to the associated company, TPL E-Ventures (Pvt.) Limited.

RESOLVED THAT pursuant to Section 199 of the Companies Act, 2017 the Company be and is hereby authorized to renew advance up to Rs. 200 million to the associated company i.e. TPL E-Ventures (Pvt.) Limited.
- 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 renewal of up to Rs. 100 million to an associated Company TPL Mobile (Pvt.) Limited

RESOLVED THAT pursuant to Section 199 of the Companies Act, 2017, the Company is authorized to renew advance up to Rs. 100 million to the associated company i.e. TPL Mobiles (Pvt.) Limited be and is hereby approved

(A Statement of Material Facts under Section 134(3) of the Companies Act, 2017, 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, 2018).

ANY OTHER BUSINESS

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

Danish Qazi
Company Secretary

Dated: September 26, 2018

Notes:

- The Share Transfer Books of the Company will remain closed from October 09, 2018 to October 17, 2018 (both days inclusive).
- A Member entitled to attend and vote at the AGM is entitled to appoint another person as proxy to attend and vote instead of him/her. The Proxy Forms, in order to be effective, must be received at the Registrar of the Company, M/s THK Associates (Pvt.) Ltd, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi-75400, not less than 48 hours before the Meeting.
- 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 January 26, 2000, issued by the Securities and Exchange Commission of Pakistan for this purpose.
- Members are requested to timely notify any change in their addresses and provide copies of their CNIC/NTN (if not provided earlier) to the Company's Registrar/Share Transfer Agent, M/s. THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi-75400.
- Election of Directors:**

The number of Directors to be elected at the AGM has been fixed by the Board of Directors, at 08 (Eight) at its meeting held on August 17, 2018. Any person (including a retiring Director) who seeks to contest election for directorship of the Company shall file with the Company at its registered office:

 - A Notice of his/her intention to offer himself for election 14 days before the date of the above said AGM, in terms of Section 178(3) of the Companies Act, 2017;
 - Form 28 (consent to act as Director) prescribed under the Companies Act, 2017;
 - Detailed profile along with office/residential address;
 - Declaration in respect of the eligibility criteria as set out in the Companies Act, 2017 to act as Director of the Company; and
 - Attested copy of valid CNIC and NTN.
- Procedure for Election of Directors:**

According to the Company's Articles of Association and the Companies Act, 2017, the following procedure is to be followed for nomination and election of Directors:

 - The election of 08 (Eight) Directors will be for a term of three years, commencing from November 01, 2018.
 - The Directors shall be elected from persons who offer themselves for election and are eligible as per the criteria given in the Companies Act, 2017.
 - Any person wishing to participate in the election (including a retiring Director) is required to file with the Company (not later than 14 days before the election date), a notice of his intention to participate in election, along with duly completed and signed Form 28, giving his consent to act as Director of the Company if elected, and certify that he is not ineligible to become a Director.
 - A person may withdraw his candidature any time before the election is held.
 - If the number of candidates equals the number of vacancies, no voting will take place and all the candidates will be deemed to have been elected.
 - In case of voting, a Member shall have votes equal to the number of shares held by him, multiplied by eight (i.e. the number of Directors to be elected).
 - A Member may cast vote/s in favor of a single candidate or for as many of the candidates and in such proportion as the Member may choose.
 - The person receiving the highest number of votes will be declared elected, followed by the next highest, and so on, till all the vacancies are filled.
- The Company shall provide video conference facility to its members for attending the AGM at places other than the town in which general meeting is taking place, after considering the geographical dispersal of its members; provided that if members, collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 10 days prior to the date of the meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video-link facility at least 5 days before the date of the AGM, along with complete information necessary to enable them to access the facility.

In this regard, please fill the following form and submit to the registered address of the Company 10 days before holding of the AGM:

I/We, _____ of _____ being a member of TPL Corp. Limited, holder of _____ Ordinary shares as per Register Folio No. _____ hereby opt for video conference facility at _____.

Signature of Member

- 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, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi-75400. UAN # 021-111-000-322 Direct # 021-34168270 Fax # 021-34168271

