

THE CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF TPL CORP LIMITED IN THE ANNUAL GENERAL MEETING HELD ON OCTOBER 27, 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 Extraordinary General Meeting held on June 02, 2022.

“RESOLVED THAT the minutes of Extraordinary General Meeting of TPL Corp Limited held on June 02, 2022 at 11:00 am be and are hereby approved.”

2. To receive, consider and adopt the Annual Standalone and Consolidated Audited Financial Statements of the Company together with the Directors', Auditors' and Chairman's Review Report thereon for the year ended June 30, 2022.

“RESOLVED THAT the Annual Audited Financial Statements of TPL Corp Limited, together with the Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended 30 June 2022 be and are hereby approved.”

3. To appoint Auditors for the year ending June 30, 2023 and fix their remuneration. M/s. BDO Ebrahim & Co., Chartered Accountants retire and being eligible, have offered themselves for re-appointment.

“RESOLVED THAT M/s. BDO Ebrahim & Co., Chartered Accountants be and are hereby appointed as Auditors of M/s. TPL Corp Limited on the basis of consent received from them, at a fee mutually agreed for the period ending June 30, 2023.”

SPECIAL BUSINESS:

4. 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 for renewal of the equity investment of up to Rs. 200 million and enhancement of advance from Rs. 100 million to Rs 150 million to 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 for renewal of the equity investment of up to Rs. 200 million and enhancement of advance from Rs. 100 million to Rs 150 million to the subsidiary company i.e TPL Life Insurance 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 for renewal of the advance of 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 for renewal of advance of Rs.500 million to the holding company i.e. TPL Holdings (Private) 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 for renewal of advance 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 for renewal of advance of up to Rs.500 Million in TPL Trakker 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 for renewal of 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 for renewal of advance and/or investment of up to Rs. 250 Million in TPL E-Venture (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 for enhancement of advance from Rs. 100 million to Rs. 150 million to the subsidiary, TPL Security Services (Private) Limited.

“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for for enhancement of advance from Rs. 100 million to Rs. 150 million to TPL Security Services (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 for renewal of advance 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 for renewal of advance of up to Rs. 50 Million in TPL Tech Pakistan (Private) 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 for renewal of advance 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 for renewal of advance of up to Rs. 50 Million in TPL REIT Management Company 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 for enhancement of advance from Rs. 50 Million to Rs. 200 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 for enhancement of advance from Rs. 50 Million to Rs. 200 Million in TPL Insurance Limited.”

12. 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. 100 Million to Rs.200 Million in the subsidiary company, TPL Properties Limited.

“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for enhancement of advance from Rs. 100 Million to Rs. 200 Million in TPL Properties Limited.”

13. 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.100 Million to the associated company, TPL Logistics (Private) Limited.

“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for renewal of advance of up to Rs. 100 Million to TPL Logistics (Private) Limited.”

14. To consider and if thought fit, to pass with or without modification, ordinary resolution for remuneration of the Chairman of the Board as recommended by the Board of Directors through its Human Resource & Remuneration Committee.

“RESOLVED THAT pursuant to Section 170 of the Companies Act, 2017 read along with Articles of Association of the Company, the approval of shareholders of the Company be and is hereby accorded for remuneration of the Chairman of the Board at PKR 1,200,000 per month, with effect from July 01, 2022, as recommended by the Board of the Company through its Human Resource & Remuneration Committee.”

Certified True Copy



Danish Qazi
Company Secretary



October 27, 2022