

AS REQUIRED UNDER RULE 5.6.9(B) OF THE RULE BOOK OF PAKISTAN STOCK EXCHANGE LIMITED, THE CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF TPL PROPERTIES LIMITED IN THE MEETING HELD ON FEBRUARY 25, 2022 ARE AS FOLLOWS:

ORDINARY BUSINESS:

1. To approve the minutes of the Annual General Meeting held on October 21, 2021.

“RESOLVED THAT the minutes of Annual General Meeting of TPL Properties Limited held on October 21, 2021 at 11:30 a.m. 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 85 of the Companies Act 2017 to authorize the Company to increase the authorized share capital of TPL Properties Limited, by PKR 2,000,000,000/- (Pak Rupees Two Billion) i.e. from PKR 4,000,000,000/- (Pak Rupees Four Billion) to PKR 6,000,000,000/- (Pak Rupees Six Billion) and to make the necessary amendments to the Memorandum and Articles of Association of the Company.

“RESOLVED THAT pursuant to section 85 of the Companies Act, 2017, approval of the members be and is hereby accorded to the Board of Directors of the Company, to increase the authorized share capital of TPL Properties Limited, by PKR 2,000,000,000/- (Pak Rupees Two billion) i.e. from PKR 4,000,000,000/- (Pak Rupees Four Billion) to PKR 6,000,000,000/- (Pak Rupees Six Billion).”

“FURTHER RESOLVED THAT the Memorandum of Association of the Company, be and is hereby amended, subject to any modifications as may be required by the Securities and Exchange Commission of Pakistan and the fulfilment of all formalities / procedures required under the applicable law by revising the following Clause V:

V. The authorized share capital of the Company is Rs. 6,000,000,000/- (Rupees Six Billion only) divided into 600,000,000 (Six hundred Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce, consolidate, sub-divide or otherwise reorganize the share capital of the Company in accordance with the provisions of Ordinance and subject to any permission required under the law.”

“FURTHER RESOLVED THAT the Article of Association of the Company, be and is hereby amended, subject to any modifications as may be required by the Securities and Exchange Commission of Pakistan and the fulfilment of all formalities / procedures required under the applicable law by revising the following Article 7:

7. The authorized share capital of the Company is Rs. 6,000,000,000/- (Rupees Six Billion only) divided into 600,000,000 (Six hundred Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce its capital and to divide the shares in the capital for the time being into several classes.”

“FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary, be and are hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution, as well as carry out any other act or step which may be ancillary and/or incidental to do the above and necessary to fully achieve the object of the aforesaid resolutions.”

CERTIFIED TO BE TRUE COPY



Danish Qazi
Company Secretary

February 25, 2022