

 TPL Insurance

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of TPL Insurance Limited ("Company") will be held on Friday, May 29, 2020 at 11:00 a.m. to transact the following business:

(Members are requested to attend and participate in the AGM through video link facility as there will be no venue to prevent pandemic outbreak of COVID-19 (Corona Virus))

ORDINARY BUSINESS:

- To approve the minutes of the Annual General Meeting held on April 24th, 2019.
"RESOLVED THAT the minutes of Annual General Meeting of TPL Insurance Limited held on April 24, 2019 at 11:00 am be and are hereby approved."
- To receive, consider and adopt the Annual Audited Financial Statements of the Company together with the Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended December 31, 2019.
"RESOLVED THAT the Annual Audited Financial Statements of TPL Insurance Limited, the Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended 31 December, 2019 be and are hereby approved."
To appoint Auditors for the year ending December 31, 2020 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 Insurance Limited on the basis of consent received by them, at a fee mutually agreed for the period ending December 31, 2020."

ANY OTHER BUSINESS:

- To transact any other business with the permission of the Chairman.

By Order of the Board

Danish Qazi
Company Secretary

Dated: Karachi, May 08, 2020

Notes:

- Coronavirus Contingency Planning**
In view of the pandemic outbreak of COVID-19 (Corona Virus) and directives of the Securities and Exchange Commission of Pakistan (SECP) vide Circular No. 05 of 2012 dated March 17, 2020 requiring listed companies to modify their usual planning for annual general meetings to protect the wellbeing of shareholders, the Company requests its members to attend and participate in the AGM through video link facility only to avoid large gathering at one place and prevent pandemic outbreak of COVID-19 (Corona Virus).
Therefore, to attend and participate in the AGM through video link facility, members are requested to register their particulars (Name, Folio/CDS Account Number, CNIC Number and Cell Phone Number) with the Company Secretary by emailing to company.secretary@tplholdings.com at least 24 hours before the time of AGM.
The Video link and login IDs will be shared with the Members whose emails are received by the said time and providing all required particulars.
The members can also provide comments/suggestions for the proposed agenda items of the Annual General Meeting by emailing the same to company.secretary@tplholdings.com.
- Closure of Share Transfer Books**
The Share Transfer Book of the Company will remain closed from May 22, 2020 to May 29, 2020 (both days inclusive). Share Transfers received at M/s THK Associates (Pvt.) Ltd, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400 by the close of business hours (3:00 pm) on Thursday, May 21, 2020, will be treated as being in time for the purpose of above entitlement to the transferees.
- Participation in the Meeting**
As per directives of Securities and Exchange Commission of Pakistan to convene the annual general meeting with minimum members ensuring quorum of the meeting, the members are requested to consolidate their attendance and voting at the Annual General Meeting through proxies.
All members of the Company are entitled to attend the meeting and vote there at through Proxy. A proxy duly appointed shall have such rights as respect to the speaking and voting at the meeting as are available to a member. Duly filed and signed Proxy Form must be received at the Registrar of the Company M/s THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400, not less than 48 hours before the Meeting.
- For Attending the Meeting**
 - In case of individual, the Account holder and/or Sub-account holder whose registration details are uploaded as per the CDC regulations, shall authenticate his/her identity by providing copy of his/her valid CNIC or passport along with other particulars (Name, Folio/CDS Account Number, Cell Phone Number) and in case of proxy must enclose copy of his/her CNIC or passport.
 - In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be provided.
- Change of Address**
Members are requested to immediately notify the change, if any, in their registered address to the Share Registrar M/s. THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400.
- In pursuance of Circular No. 10 of 2020 dated April 1, 2020, granting regulatory relief in order to dilute the impact of Coronavirus (COVID-19) for corporate sector, the Annual Report for the year ended December 31, 2019 shall not be dispatched to the shareholders but shall be electronically available on the portal of Pakistan Stock Exchange Limited. Soft copy of the Annual Report has been sent to members whose email addresses were available. However, Members who have not received soft copy of the Annual Report through email and wish to obtain the same are required to request to Company Secretary by emailing on company.secretary@tplholdings.com.
Furthermore, the Accounts of the Company for the year ended December 31, 2019 have been placed on the website of the Company <https://tplinsurance.com> under the Investor tab.