

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of TPL Insurance Limited ("Company") will be held on Monday, April 25, 2022 at 11:00 a.m. through electronic mode, to transact the following business:

ORDINARY BUSINESS:

1. To approve the minutes of the Annual General Meeting held on April 22, 2021.

"RESOLVED THAT the minutes of Annual General Meeting of TPL Insurance Limited held on April 22, 2021 at 11:00 am be and are hereby approved."

2. 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, 2021.

"RESOLVED THAT the Annual Audited Financial Statements of TPL Insurance Limited, together with the Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended 31 December, 2021 be and are hereby approved."

3. To appoint Auditors for the year ending December 31, 2022 and fix their remuneration. M/s EY Ford Rhodes, Chartered Accountants ("EYFR") have completed their statutory term. The Board of Directors, on recommendation of the Audit Committee, has proposed the appointment of M/s. BDO Ebrahim & Co., Chartered Accountants as auditors of the Company for the year ending 31 December 2022.

"RESOLVED THAT M/s. BDO Ebrahim & Co., Chartered Accountants be and are hereby appointed as Auditors of M/s. TPL Insurance Limited on the basis of consent received from them, at a fee mutually agreed for the period ending December 31, 2022."

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 advance of Rs. 300 to the associated company TPL Trakker Limited.

"RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to renew advance of Rs. 300 million to the associated company TPL Trakker Limited."

"FURTHER RESOLVED THAT the, Chief Executive Officer, and the Company Secretary of the Company, be and are hereby authorized singly to take all necessary steps, as may be required in respect of the aforementioned advance and all other matters incidental and / or ancillary thereto".

(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 31 December, 2021).

ANY OTHER BUSINESS:

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

By Order of the Board

Danish Qazi

Company Secretary

Dated: Karachi, April 04, 2022

Notes

1. **Reason for holding AGM through electronic mode i.e. Coronavirus Contingency Planning:**

In view of the threat of pandemic outbreak and to protect the wellbeing of shareholders, the Company requests its members to attend and participate in the general meeting through video link facility only to avoid large gathering at one place.

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 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.

2. **Closure of Share Transfer Books:**

The Share Transfer Book of the Company will remain closed from April 18, 2022 to April 25, 2022 (both days inclusive). Share Transfers received at M/s THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan by the close of business hours (3:00 PM) on April 15, 2022, will be treated as being in time for the purpose of above entitlement to the transferees.

3. **Participation in the Meeting:**

As per directives of Securities and Exchange Commission of Pakistan to convene the general meeting with minimum members ensuring quorum of the meeting, the members are requested to consolidate their attendance and voting at 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 filled and signed Proxy Form must be received at the Registrar of the Company M/s THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan, not less than 48 hours before the Meeting.

4. **For Attending the Meeting:**

i. 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) via email to aforementioned ID and in case of proxy must enclose copy of his/her CNIC or passport.

ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be provided via email to aforementioned ID.

5. **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, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan.