

NOTICE OF ANNUAL GENERAL MEETING



Notice is hereby given that the Annual General Meeting ("AGM") of TPL Insurance Limited ("Company") will be held on Thursday, April 27th, 2023 at 11:00 a.m. at PSX Auditorium, Stock Exchange Building, Exchange Road, Karachi, to transact the following business:

ORDINARY BUSINESS:

1. To approve the minutes of the Extraordinary General Meeting held on September 19, 2022.

"RESOLVED THAT the minutes of Extraordinary General Meeting of TPL Insurance Limited held on September 19, 2022 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, 2022.

"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, 2022 be and are hereby approved."

3. To appoint Auditors for the year ending December 31, 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 Insurance Limited on the basis of consent received from them, at a fee mutually agreed for the period ending December 31, 2023."

4. To ratify the interim Bonus shares (in proportion of 35 shares for every 100 shares held i.e. 35%) already issued for the quarter ended September 30, 2022.

"RESOLVED THAT the interim Bonus shares, in proportion of 35 shares for every 100 shares held i.e. 35%, already issued for the quarter ended September 30, 2022, as approved by the Board of Directors, be and is hereby ratified."

SPECIAL BUSINESS:

5. 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 million 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 for renewal of advance of Rs. 300 million to the associated company TPL Trakker Limited."

6. To consider and if thought fit to pass with or without modification(s), the following resolutions as special resolutions to offer, issue and allot shares under TPL Insurance Limited Employee Stock Option Scheme 2020 (the ESOP Scheme).



"RESOLVED THAT pursuant to section 83A of the Companies Act, 2017(the Act) read along with regulation 7 of the Companies (Further Issue of Capital) Regulations, 2020 (the regulations) and Memorandum and Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company, subject to any amendments that may be required by the Securities and Exchange Commission of Pakistan (the SECP), to issue, offer and allot to eligible employees of the Company, options exercisable into equity shares of the Company of nominal value of Rs.10 each up to 500,000 shares under TPL Insurance Limited Employee Stock Option Scheme 2020 (the ESOP scheme), at price of Rs.10 per share (exercise price) with retrospective effect from January 01, 2023."

"RESOLVED FURTHER THAT pursuant to provision under regulation 7 of the Companies (Further Issue of Capital) Regulations, 2020, the grant of options equal to or exceeding one percent of the issued or paid up capital of the company at the time of grant of options, within one year, to identified employees be and is hereby approved."

"RESOLVED FURTHER THAT pursuant to provision under regulation 7 of the Companies (Further Issue of Capital) Regulations, 2020, the grant of options to any employee of subsidiary or holding Company be and is hereby approved."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications in the Scheme including in any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the regulations, the memorandum of association and articles of association of the Company and any other applicable laws."

7. To consider and if thought fit, to pass resolution in pursuance of S.R.O. 389 (I)/2023 dated March 21, 2023 of the Securities and Exchange Commission of Pakistan ("the SECP") to authorize the Company to circulate the annual audited financial statements to its members through QR enabled code and weblink.

"RESOLVED THAT pursuant to S.R.O. 389 (I)/2023 of the SECP, the Company be and is hereby authorized to circulate the annual audited financial statements to its members through QR enabled code and weblink."

ANY OTHER BUSINESS:

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

By Order of the Board

Danish Qazi
Company Secretary

Karachi, April 06, 2023





Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the said Special Business:

Advance of amount up to Rs. 300 Million to TPL Trakker Limited:

TPL Insurance Limited (the "Company") is desirous to renew advance made to TPL Trakker Limited which was initially approved by the members in April, 2019.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S.No.	Requirement	Information																																		
i.	Name of the associated company or associated undertaking	TPL Trakker Limited																																		
ii.	Basis of relationship	Associated Company																																		
iii.	Earnings per share for the last three years of the Associated Company	Earnings per Share: 2023(HY): Rs. 0.14 2022: Rs. 1.05 2021: Rs. (0.64)																																		
iv.	Break-up value per share, based on latest audited financial statements	PKR 10.58 per share																																		
v.	Financial position of the associated company	<p>The extracts of the reviewed balance sheet and profit and loss account of the associated company as at and for the half year ended Dec 31, 2022 is as follows:</p> <table border="1"> <thead> <tr> <th>Balance Sheet</th> <th>Rupees</th> </tr> </thead> <tbody> <tr> <td>Non-current assets</td> <td>2,815,632,289</td> </tr> <tr> <td>Other assets</td> <td>3,775,897,946</td> </tr> <tr> <td>Total Assets</td> <td>6,591,530,235</td> </tr> <tr> <td>Total Liabilities</td> <td>4,150,654,131</td> </tr> <tr> <td colspan="2"><i>Represented by:</i></td> </tr> <tr> <td>Paid up capital</td> <td>1,872,630,930</td> </tr> <tr> <td>Capital Reserve</td> <td>202,650,046</td> </tr> <tr> <td>Accumulated profits</td> <td>70,576,457</td> </tr> <tr> <td>Other components of equity</td> <td>295,018,671</td> </tr> <tr> <td>Equity</td> <td>2,440,876,104</td> </tr> <tr> <td colspan="2">Profit and Loss - HY 2023</td> </tr> <tr> <td>Profit before interest and taxation</td> <td>294,057,531</td> </tr> <tr> <td>Financial charges</td> <td>-254,559,318</td> </tr> <tr> <td>Profit before taxation</td> <td>39,498,213</td> </tr> <tr> <td>Taxation</td> <td>-13,149,551</td> </tr> <tr> <td>Profit after taxation</td> <td>26,348,662</td> </tr> </tbody> </table>	Balance Sheet	Rupees	Non-current assets	2,815,632,289	Other assets	3,775,897,946	Total Assets	6,591,530,235	Total Liabilities	4,150,654,131	<i>Represented by:</i>		Paid up capital	1,872,630,930	Capital Reserve	202,650,046	Accumulated profits	70,576,457	Other components of equity	295,018,671	Equity	2,440,876,104	Profit and Loss - HY 2023		Profit before interest and taxation	294,057,531	Financial charges	-254,559,318	Profit before taxation	39,498,213	Taxation	-13,149,551	Profit after taxation	26,348,662
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S.No.	Requirement	Information
vi	<p>In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required:</p> <ul style="list-style-type: none"> a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts; 	N/A
vii.	Maximum amount of investment/ advance to be made	PKR 300 million
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To ensure continuity of supply of tracking units used in insured vehicles
ix.	<p>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-</p> <ul style="list-style-type: none"> (a) justification for investment through borrowings; (b) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (c) cost benefit analysis; 	Available cash and bank balances.
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	The advance is provided to ensure continuity of supply of tracking units. The advance carries markup at the rate of KIBOR + 3.5% with a floor of 10% per annum
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	TPL Trakker Limited is a subsidiary of TPL Corp Limited, the parent Company of TPL Insurance Limited



S.No.	Requirement	Information
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	The advance was provided in the past and carried mark-up at KIBOR + 3.5% per annum
xiii.	Any other important details necessary for the members to understand the transaction;	N/A
xiv.	Category-wise amount of investment;	Advance against supply of tracking units upto Rs. 300 million
xv.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	Current 1 year KIBOR is 21.28% per annum on 03rd March 2023
xvi.	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	The advance carries markup at the rate of 1 year KIBOR + 3.5% with a floor of 10%
xvii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The advance is unsecured
xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	Advance is not convertible
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Advance is adjustable against the invoices for rental of tracking units and monitoring fee on a monthly basis.

To offer, issue and allot shares under TPL Insurance Limited Employee Stock Option Scheme 2020 (the ESOP Scheme)

With an objective to attract, retain and motivate the best talent, the Board of Directors (the Board) of the Company has proposed to issue, offer, and allot options exercisable into equity shares of the Company of nominal value of Rs.10 each up to 500,000 shares under TPL Insurance Limited Employee Stock Option Scheme 2020 (the ESOP scheme), to the employees, duly determined by the Board and its Human Resource & Remuneration/Compensation Committee for the vesting period of 2 years at price of Rs.10 per share (exercise price) exercisable within a period of 6 months.

To circulate the annual audited financial statements to its members through QR enabled code and weblink:

In pursuance of S.R.O. 389 (I)/2023 dated March 21, 2023 of the Securities and Exchange Commission of Pakistan ("the SECP"), the members are requested to authorize the Company to circulate the annual audited financial statements to its members through QR enabled code and weblink.



Notes:

1. Video Conferencing Facility

- a. To attend the AGM through video-conferencing facility, the Members are requested to register themselves by providing the following information through email at company.secretary@tplholdings.com at least forty-eight (48) hours before the AGM.

Name of Shareholder	CNIC/NTN No.	Folio No/ CDC A/c No	Cell Number	Email Address

- b. Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email.
- c. The login facility will remain open from 10:50 a.m. till the end of AGM.

2. Closure of Share Transfer Books:

The Share Transfer Book of the Company will remain closed from April 21, 2023 to April 27, 2023 (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 (5:00 PM) on April 20, 2023, will be treated as being in time for the purpose of above entitlement to the transferees.

3. Participation in the Meeting:

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 office 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.

6. Conversion of Physical Shares into the Book Entry Form:

The SECP through its letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The shareholders of TPL Insurance Limited having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The shareholders may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc. For further information and assistance, the shareholders may contact our Share Registrar, M/s. THK Associates (Private) Limited.

7. Electronic Transmission of Annual Report 2022:

In compliance with section 223(6) of the Companies Act, 2017, the Company has electronically transmitted the Annual Report 2022 through DVD to shareholders.

Notwithstanding the above, the Company will provide hard copies of the Annual Report 2022, to any Member on their request, at their registered address, free of cost, within one (1) week of receiving such request.