

BUSINESS RECORDER

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Founded by M.A. Zuberi

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TPL Insurance

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of the members of TPL Insurance Limited ("Company") will be held on Wednesday, April 24, 2019 at 11:00 a.m., at Avari Towers Hotel, Fatima Jinnah Road, Karachi, to transact following business:

ORDINARY BUSINESS

1. To approve the minutes of the Annual General Meeting held on April 19, 2018.
2. To receive, consider and adopt Annual Audited Financial Statements of the Company together with the Chairman's Review Report, Directors' and Auditors' reports thereon for the year ended December 31, 2018.
3. To appoint Auditors for the year ending December 31, 2019 and fix their remuneration. Messrs EY Ford Rhodes., Chartered Accountants, retire and being eligible have offered themselves for re-appointment.
4. To consider and approve the interim cash dividend already paid at Rs. 2 per share i.e 20%.
5. To consider and approve the interim bonus shares already issued at 13%.

SPECIAL BUSINESS:

6. **Investment in the Associated Company**
To consider and, if thought fit, pass resolution pursuant to Section 199 of the Companies Act, 2017 for increase in amount of advance to TPL Trakker Limited to PKR. 300 Million to guarantee supply of tracking services and to pass the following resolution as Special Resolution, with or without modification:

"RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the advance of Rs. 300 Million to the Associated Company, TPL Trakker Limited be and is hereby approved."

FURTHER RESOLVED that the, Chief Executive Officer, and the Company Secretary of the Company, be and are hereby authorized to singly take all steps necessary, 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 of the Companies Act, 2017 relating to the aforementioned Special Business to be transacted at the said AGM has been dispatched to the shareholders of the Company.)

ANY OTHER BUSINESS

7. To consider any other business with the permission of Chairman.

By Order of the Board

Danish Qazi
Company Secretary

Dated: April 3, 2019

Notes:

- 1) The Share Transfer Books of the Company will be closed from April 16, 2019 to April 24, 2019 (both days inclusive).
- 2) A Member entitled to attend and vote at the AGM is entitled to appoint another person as proxy to attend and vote instead of him. The Proxy Forms, in order to be effective, must be received at the Registrar of the Company M/s THK Associates (Pvt.) Ltd, 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400., not less than 48 hours before the Meeting.
- 3) For identification, CDC account holders should present the participant's National Identity Card, and CDC Account Number and in case of proxy must enclose an attested copy of his/her CNIC. The representatives of corporate bodies should bring attested copy of Board of Directors Resolution/ Power of Attorney and/or all such documents as are required under Circular No. 1 dated 26 January 2000 issued by Securities & Exchange Commission of Pakistan for this purpose.
- 4) Members are requested to timely notify any change in their addresses and provide copies of their CNIC /NTN (if not provided earlier) to Company's Registrar / Share Transfer Agent, M/s. THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400.
- 5) The Company shall provide video conference facility to its members for attending the General Meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members: provided that if members, collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video-link facility at least 5 days before the date of the AGM along with complete information necessary to enable them to access the facility.

In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the AGM:-

I/We, _____ of _____ being a member of TPL Insurance Limited, holder of _____ Ordinary shares as per Register Folio No. _____ hereby opt for video conference facility at _____.

Signature of member

- 6) Members are requested to immediately notify the change, if any, in their registered address/contact numbers to the Share Registrar on the following address:

**THK Associates (Pvt) Limited,
1st Floor, 40-C, Block-6,
P.E.C.H.S, Karachi-75400.**