

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby issued / given that the Annual General Meeting (“AGM”) of the members of TPL Life Insurance Limited (“**Company**”) will be held on April 26, 2019 at 11:00 a.m., at the 11<sup>th</sup> Floor, Centrepoint off Shaheed-e-Millat Road, Near KPT Interchange, Karachi, to transact following business:

### **ORDINARY BUSINESS**

1. To approve the minutes of the Annual General Meeting held on March 29, 2018.
2. To receive, consider and adopt Annual Audited Financial Statements of the Company together with the 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. **M/s. EY Ford Rhodes** Chartered Accountants, retire and being eligible have offered themselves for re-appointment.

### **SPECIAL BUSINESS:**

#### **1. Revision in Remuneration of Chief Executive Officer**

To consider and if deem fit obtain consent of the shareholders for the revision of remuneration of the Chief Executive Officer and to pass the following resolution as Special Resolution, with or without modification:

*“RESOLVED THAT, as recommended by the Board of Directors, the shareholders have been granted approval regarding the revised remuneration of Chief Executive Officer.”*

#### **2. Increase of Authorized Capital and Alteration of Memorandum of Association and Articles of Association:**

To consider and, if thought fit, with or without modification pass the special resolution to increase the authorized share capital of the Company by PKR 700,000,000 (Pak Rupees Seven hundred million) from PKR 1200,000,000 (Pak Rupees Twelve hundred million) to PKR 1900,000,000 (Pak Rupees Nineteen hundred million ) and in that connection to make the necessary amendments to the Memorandum and Articles of Association of the Company.

*“RESOLVED THAT the Authorized Share Capital of TPL Life Insurance Limited be and is hereby increased by PKR 700,000,000/ (Pak Rupees Seven hundred million) from*

PKR 1200,000,00/- (Pak Rupees Twelve hundred million) to PKR 1900,000,000/- (Pak Rupees Nineteen hundred million).

***FURTHER RESOLVED THAT*** the necessary amendments to the Memorandum and Articles of Association of the Company be and is hereby approved in order to increase authorized capital.

***FURTHER RESOLVED THAT*** Mr. Faisal Shahzad Abbasi, the Chief Executive Officer, Mr. Hashim Sadiq Ali, the Chief Financial Officer and Mr. Danish Qazi, Company Secretary of the Company 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 resolution.”

### **3. Alteration in the Memorandum and Articles of Association of the Company**

To consider and, if thought fit, with or without modification pass the special resolution to make suitable alteration in the Memorandum and Articles of Association of the Company in order to align the same as per the new Companies Act 2017.

***“RESOLVED` THAT*** the approval of shareholders be and is hereby accorded for making suitable alteration in the Memorandum and Articles of Association of TPL Life Insurance Limited in order to align the same as per the new Companies Act 2017.

***FURTHER RESOLVED THAT*** Mr. Faisal Shahzad Abbasi, the Chief Executive Officer, Mr. Hashim Sadiq Ali, the Chief Financial Officer and Mr. Danish Qazi, Company Secretary of the Company 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 resolution.”

(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**

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

By Order of the Board

A handwritten signature in blue ink, appearing to read "Danish Qazi".

**Danish Qazi**  
**Company Secretary**

**Dated: April 5, 2019**

**Notes:**

- 1) The Share Transfer Books of the Company will be closed from April 19, 2019 to April 26, 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 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:-

<p>I/We, _____ of _____ being a member of TPL Life Insurance Limited, holder of _____ Ordinary shares as per Register Folio No. _____ hereby opt for video conference facility at _____.</p> <p style="text-align: right;">_____ Signature of member</p>
--

- 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.**

**STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE  
COMPANIES ACT, 2017 REGARDING SPECIAL BUSINESS**

**Agenda Item 1**

**Revision in Remuneration of Chief Executive Officer**

The Board of Directors during its meeting held on dated 22<sup>nd</sup> February, 2019 decided to revise the remuneration of Chief Executive Officer and therefore the same is being presented before the shareholders of the Company for their subsequent approval.

**Agenda Item 2**

**Increase of Authorized Capital and Alteration of Memorandum of Association and Articles of Association:**

The Board of Directors of the Company, during their meeting held on February 22, 2019 granted their approval to the Company to increase its authorized share capital by PKR 700,000,000 (Pak Rupees *Seven hundred million*) from PKR 1200,000,000 (Pak Rupees *Twelve hundred million*) to PKR 1900,000,000 (Pak Rupees *Nineteen hundred million*) and to make the necessary amendments to the Memorandum and Articles of Association of the Company.

**Agenda Item 3**

**Alteration in the Memorandum and Articles of Association of TPL Life Insurance Limited**

The Board of Directors of the Company has decided vide its meeting dated February 22, 2019 to make suitable alteration in the Memorandum and Articles of Association of the Company. Subject to sections 38 and 41 of the Companies Act 2017, the Company hereby notifies the shareholders that the Memorandum and Articles of Association of the Company is being altered as per the prescribed format mentioned therein.

The alterations in the Memorandum and Articles of Association of the Company are being proposed to bring in line with the requirements of various S.R.Os/ Regulations/ Directions issued by the SECP and enactment of the Companies Act, 2017 to replace the Companies Ordinance, 1984.