

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 March 29, 2021 at 11:00 a.m., at the 11th 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 April 23, 2020.
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, 2020.
3. To appoint Auditors for the year ending December 31, 2021 and fix their remuneration. **M/s. EY Ford Rhodes** Chartered Accountants, retire and being eligible have offered themselves for re-appointment.
4. To elect directors of the Company for a three-year term. The Board of the directors in their meeting held on February 22, 2021, fixed the number of directors at Seven (7). The term of the following Seven (7) directors, in pursuance to the Section 158 of the Companies Act, 2017, will expire on March 29, 2021:
 1. Mr. Jameel Yusuf S.St
 2. Mr. Muhammad Ali Jameel
 3. Mr. Andrew Borda
 4. Mr. Muhammad Riaz
 5. Mr. Asif Reza Sana
 6. Mr. Muhammad Aminuddin
 7. Mr. Farrukh Shauket Ansari

ANY OTHER BUSINESS

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

By Order of the Board


Danish Qazi
Company Secretary



Dated: March 8, 2021

Notes:

- 1) The Share Transfer Books of the Company will be closed from March 26, 2021 to March 29, 2021 (both days inclusive).
- 2) The shareholders can also attend the meeting through video-link facility and can make a request for the same by emailing on company.secretary@tplholdings.com.

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

5) For Election of Directors:

In accordance with Section 159(1) of the Companies Act, 2017, the number of directors to be elected has been fixed at Seven (7) by the Board of Directors of the Company.

In terms of section 159 (3) of the Companies Act, 2017, any person who seeks to contest election to the office of a director, whether he is a retiring director or otherwise, shall file with the Company at its Registered Office, not later than fourteen (14) days before the date of this meeting, the following documents:

- a. Notice of his/her intention to offer himself/ herself for election as a Director. Provided that any such person may, at any time before the holding of election, withdraw such notice.
- b. Consent to act as a Director u/s 167 of the Companies Act, 2017.
- c. A detailed profile along with office address.
- d. A Declaration confirming that:
 - i. He/ she is aware of the duties of directors under the Companies Act, 2017, the Memorandum and Article of Association.
 - ii. He/ she does not violate any of the provisions or conditions prescribed by SECP for holding such office and further that such person shall fully comply with all the SECP directives issued or to be issued by the SECP in the form of circulars, notifications, directions, letters, instructions, and other orders.
 - iii. He/ she is not ineligible to become a director of the Company under any applicable laws and regulations.
 - iv. He/ she is not serving as a director of more than seven listed companies including this Company and excluding directorships in listed subsidiaries of listed holding companies.