

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 25, 2022 at 11:30 a.m., at 20 Floor, Sky Tower-East Wing, Dolmen City, HC-3, Block 4, Abdul Sattar Edhi Avenue, Clifton, Karachi., to transact following business:

ORDINARY BUSINESS

1. To approve the minutes of the Annual General Meeting held on March 29, 2021.
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, 2021.
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.

SPECIAL BUSINESS:

1. **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 500,000,000 (Pak Rupees Five hundred million) from PKR 1,900,000,000 (Pak Rupees One billion Nine hundred million) to PKR 2,400,000,000 (Pak Rupees Two billion Four 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 500,000,000/- (Pak Rupees Five Hundred Million) from PKR 1,900,000,000/- (Pak Rupees One Billion, Nine Hundred Million) to PKR 2,400,000,000/- (Pak Rupees Two Billion, Four 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. Ali Jameel, the Director and/or 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.”

ANY OTHER BUSINESS

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

By Order of the Board



Danish Qazi
Company Secretary

Dated: April 04, 2022

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

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 21, 2022 granted their approval to the Company to increase its authorized share capital by PKR 500,000,000 (Pak Rupees Five hundred million) from PKR 1900,000,000 (Pak Rupees Nineteen hundred million) to PKR 2400,000,000 (Pak Rupees Twenty-Four hundred million) and to make the necessary amendments to the Memorandum and Articles of Association of the Company.

Notes:

- 1) The Share Transfer Books of the Company will be closed from April 19, 2022 to April 25, 2022 (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.