



## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at the Registered Office, Karachi, on Wednesday, 4th October, 2017 at 12:00 noon, to transact the following business:

### **ORDINARY BUSINESS**

1. To approve the minutes of the Extraordinary General Meeting held on 4th May, 2017.
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 30th June, 2017, together with the Audited Consolidated Financial Statements of the Company and the Auditors' report thereon for the year ended 30th June, 2017.
3. To appoint Auditors for the year ending 30th June, 2018 and fix their remuneration. Messrs. EY Ford Rhodes, Chartered Accountants, being eligible have offered themselves for re-appointment.

### **SPECIAL BUSINESS**

4. To consider and, if thought fit, pass special resolution pursuant to Section 199 of the Companies Act, 2017, to authorize the Company to provide advance of up to Rs. 1.5 billion to the Associated Company i.e. M/s HKC Limited.

(A Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the aforesaid Special Business to be transacted at the said Annual General Meeting, has been dispatched to the shareholders of the Company along with the Annual Report for the year ended 30th June, 2017.)

### **ANY OTHER BUSINESS**

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

By Order of the Board

**Danish Qazi**  
Company Secretary

**Dated: 13th September, 2017**

### **Notes:**

- 1) The Share Transfer Books of the Company will be closed from 25th September, 2017 to 4th October, 2017 (both days inclusive).
- 2) A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as proxy to attend and vote instead of him/her. The Proxy Forms, in order to be effective, must be received by 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) The Company shall provide video conference facility to its members for attending the Annual General Meeting, at places other than the town in which the Annual 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 Annual General Meeting along with complete information necessary to enable them to access the facility.

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

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

\_\_\_\_\_  
Signature of Member

- 4) For identification, CDC account holders should present the participant's Computerized 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 26th January, 2000 issued by Securities & Exchange Commission of Pakistan for this purpose.

- 5) SECP through its Notification SRO 787 (I)/2014 dated 8th September, 2014 has allowed the circulation of Audited Financial Statements along with Notice of Annual General Meeting to the members of the Company through e-mail. Therefore, all members of the Company who desire to receive soft copy of