

# TPL REIT MANAGEMENT COMPANY LIMITED

## TPL REIT MANGEMENT COMPANY LIMITED NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of TPL REIT MANAGEMENT COMPANY LIMITED (the “**Company**”) will be held at the registered office of the Company, being 12<sup>th</sup> Floor, Centrepont, off Shaheed-e-Millat Expressway, adjacent to KPT Interchange Flyover, Qayyumabad, Karachi, Pakistan on March 19, 2021 at 11:00 AM to consider and transact the following business:

### ORDINARY BUSINESS:

1. To approve the minutes of the Annual General Meeting held on October 27, 2020.

### SPECIAL BUSINESS:

2. To consider and if thought fit, approve the increase in the authorised share capital of the Company in accordance with Section 85 of the Companies Act, 2017 (the “**Act**”) read with the Companies (General Forms and Provisions) Regulations, 2018 and the Companies (Further Issue of Shares) Regulations, 2020 (together the “**Applicable Laws**”) and subsequent amendments in the Memorandum and Articles of Associations of the Company and to pass the following resolutions:

**RESOLVED AS AND BY WAY OF SPECIAL RESOLUTION THAT** pursuant to Section 85 of the Companies Act, 2017 (the “**Act**”), and subject to all compliance required under the Act read with the Companies (Further Issue of Shares) Regulations, 2020 and the Companies (General Provisions and Forms) Regulations, 2018 (the “**Applicable Laws**”) increase in the authorised share capital of the Company from PKR 200,000,000/- (Pakistan Rupees Two Hundred Million) divided into 20,000,000 ordinary shares having a par value of PKR 10/- (Pakistan Rupees Ten) each to PKR 500,000,000/- (Pakistan Rupees Five Hundred Million) divided into 50,000,000 ordinary shares having a par value of PKR 10/- (Pakistan Rupees Ten) each, be and is hereby approved.

**RESOLVED AS AND BY WAY OF SPECIAL RESOLUTION THAT** pursuant to Section 85 of the Act, and subject to compliance with all requirements under the Applicable Laws and approval of the shareholders, the authorised share capital stated in clause 5 of the Memorandum of Association of the Company and Article 5 of the Articles of Association of the Company be and are hereby altered to read as follows:

*“The authorised share capital of the Company is PKR 500,000,000/- (Pakistan Rupees Five Hundred Million) divided into 50,000,000 ordinary shares of PKR 10/- (Pakistan Rupees Ten) each.”*

**FURTHER RESOLVED THAT** Mr. Ali Asgher (Chief Executive Officer), be and is hereby authorised (the “**Authorised Person**”) to fulfil all requirements of the Applicable Laws in respect of the increase in the authorised share capital of the Company, including but not limited to obtaining all requisite regulatory approvals, preparation and circulation of the notice of the Extraordinary General Meeting, preparing the resolution to be passed at the

## **TPL REIT MANAGEMENT COMPANY LIMITED**

Extraordinary General Meeting; consequent amendments to the Memorandum and Articles of Association; filing the amended Memorandum and Articles of Association, declarations, forms, documents, circulars and papers with the Securities and Exchange Commission of Pakistan, where necessary, to place the Common Seal of the Company on such documents.

**FURTHER RESOLVED THAT** all acts and deeds done and actions taken by the Authorised Person pursuant to the above resolution for and on behalf of and in the name of the Company shall be binding acts, deeds and things done by the Company.

**FURTHER RESOLVED THAT** the Authorised Person be and is hereby authorised singly to present a certified true copy of the resolutions in the present or modified form to such persons which require a copy of the same.

### **ANY OTHER BUSINESS**

3. To transact any other business with the permission of the Chairman.

**Date: February 26, 2021  
Karachi, Pakistan**

**By Order of the Board  
Mr. Ali Asgher  
Chief Executive Officer**

### **Notes:**

1. A statement under Section 134(3) of the Companies Act, 2017 stating the material facts regarding the special resolutions to be transacted is being provided with this notice (**Annexure A**).
2. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote in his/her place. Proxies, complete in every respect, in order to be effective, must be received at the Registered Office of the Company not less than forty-eight (48) hours before the time of the meeting.
3. Any change of address of members should be notified immediately to the Company.

# **TPL REIT MANAGEMENT COMPANY LIMITED**

## **Annexure- A**

### **Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the said Special Business:**

Increase of Authorized Capital and Alteration of Memorandum of Association and Articles of Association:  
The Company is desirous to increase the authorized share capital of the Company from PKR 200,000,000/- to PKR 500,000,000/- and in that connection to make the necessary amendments to the Memorandum and Articles of Association of the Company. The same has been approved by the Board of Directors of the Company in their meeting held on February 25, 2021.