



**TRG PAKISTAN LTD.**

24<sup>th</sup> FLOOR, SKY TOWER WEST WING  
DOLMEN, HC-3, BLOCK-4, MARINE DRIVE,  
CLIFTON, KARACHI – 75600, PAKISTAN

UAN #: +92-21-111-874-874

FAX NO. +92-21-35184042

WEBSITE <http://trgpcorp.com>

**TRG Pakistan Limited**  
**Addendum-1 to Notice of Annual General Meeting**

Dear Shareholders,

The following further agenda items will be considered in the Annual General Meeting to be held on October 25, 2022:

**Ordinary Business**

**Agenda Item No. 3 To appoint the Auditors for the ensuing year ending June 30, 2023 and fix their remuneration.**

In accordance with Section 246(3) of the Companies Act, 2017, Mr. Muhammad Ziaullah Khan Chishti, a substantial shareholder of the Company, has proposed the name of M/s. Grant Thornton Anjum Rahman, Chartered Accountants to be considered for appointment as the statutory auditors of the Company, for the year ending June 30, 2023 in the Annual General Meeting of the Company to be held on October 25, 2022.

**Special Business**

**Agenda Item No. 4 Appointment of Shares Registrar**

In accordance with Section 140(2) of the Companies Act, 2017, Mr. Muhammad Ziaullah Khan Chishti, a substantial shareholder of the Company, has proposed the following resolution for consideration by the Shareholders:

**“RESOLVED THAT** the CDC Share Registrar Services Limited be, and is hereby, appointed as the Independent Registrar / Transfer Agent in place of the THK Associates (Private) Limited, with effect from December 01, 2022.”

A Statement of Material Facts under Section 134(3) of the Companies Act, 2017 pertaining to the Special Business to be transacted at the said Annual General Meeting as presented by Mr. Muhammad Ziaullah Khan Chishti is attached to this notice.

By Order of the Board

**Rahat Lateef**  
Company Secretary

Karachi, October 18, 2022



### **A Statement of Material Facts under Section 134(3) of the Companies Act, 2017**

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General meeting. The purpose of the Statement is to set forth the material facts and proposed resolution concerning the Special Business.

1. Messrs. Central Depository Company of Pakistan Limited (“CDC Pakistan”) is a renowned central depository company in Pakistan and also provides state of the art share registrar / transfer agent services through its subsidiary, viz: CDC Share Registrar Services Limited (“CDCSRSL”).
2. CDCSRSL has the most adequate internal controls and legal compliances required for the performance of share registrar services.
3. CDCSRSL, due to being a subsidiary of CDC Pakistan, has an added advantage of 100% compatibility with CDC Pakistan – the only central depository company of Pakistan.

In view of the above, following resolution is proposed to be passed as Special Resolution:

**“RESOLVED THAT** the CDC Share Registrar Services Limited be, and is hereby, appointed as the Independent Registrar / Transfer Agent in place of the THK Associates (Private) Limited, with effect from December 01, 2022.”

Dated: October 14, 2022

**The Company Secretary**

TRG Pakistan Limited  
24th floor, Sky Tower West Wing,  
Dolmen, HC-3, Block 4,  
Marine Drive, Clifton,  
**Karachi-75600**

**Subject: Notice of Resolution in terms of Section 140(2) of The Companies Act, 2017**

Dear Sir,

I, Muhammad Ziaullah Khan Chishti, am a shareholder of TRG Pakistan Limited ("**the Company**"), having 88,015,789 shares of the Company which represents over 5% voting power in the Company.

With reference to your notice dated October 04, 2022, of Annual General Meeting of the Company to be held on October 25, 2022, I hereby serve notice under Section 140(2) of the Companies Act 2017, for inclusion of the below mentioned resolution in the aforementioned meeting:

*"RESOLVED THAT the CDC Share Registrar Services Limited be, and is hereby, appointed as the Independent Registrar / Transfer Agent in place of the THK Associates (Private) Limited, with effect from December 01, 2022."*

In view of the above and as required under Section 140(2)(b) of the Companies Act, 2017, you are hereby called upon to immediately circulate this resolution to all the members of the Company.

Also attached to this Notice is a statement of material facts to the aforesaid Special Business, as required under Section 134(3) of the Companies Act, 2017.

Yours Sincerely,



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Muhammad Ziaullah Khan Chishti  
Folio Number 005264007737

**Copy to:**

**The Executive Director**  
Corporate Supervision Department  
Securities and Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue,  
Islamabad

**The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

## STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General meeting. The purpose of the Statement is to set forth the material facts and proposed resolution concerning the Special Business.

1. Messrs. Central Depository Company of Pakistan Limited (“**CDC Pakistan**”) is a renowned central depository company in Pakistan and also provides state of the art share registrar / transfer agent services through its subsidiary, viz: CDC Share Registrar Services Limited (“**CDCSRSL**”).
2. CDCSRSL has the most adequate internal controls and legal compliances required for the performance of share registrar services.
3. CDCSRSL, due to being a subsidiary of CDC Pakistan, has an added advantage of 100% compatibility with CDC Pakistan – the only central depository company of Pakistan.

In view of the above, following resolution is proposed to be passed as Ordinary Resolution:

**“RESOLVED THAT** the CDC Share Registrar Services Limited be, and is hereby, appointed as the Independent Registrar / Transfer Agent in place of the THK Associates (Private) Limited, with effect from December 01, 2022.”

Dated: October 14, 2022

**The Company Secretary**

TRG Pakistan Limited  
24th floor, Sky Tower West Wing,  
Dolmen, HC-3, Block 4,  
Marine Drive, Clifton,  
**Karachi-75600**

**Subject: Appointment of M/s Grant Thornton Anjum Rahman, Chartered Accountants as Statutory Auditors of TRG Pakistan Limited for the year ending June 30, 2023**

Dear Sir,

I, Muhammad Ziaullah Khan Chishti, am a shareholder of TRG Pakistan Limited ("**the Company**"), having 88,015,789 shares of the Company which represents over 10% voting power in the Company.

With reference to your notice dated October 04, 2022, of Annual General Meeting of the Company to be held on October 25, 2022, and in exercise of the powers vested under Section 246(3) of the Companies Act, 2017, I propose the name of M/s Grant Thornton Anjum Rahman, Chartered Accountants to be appointed as the statutory auditors of the Company, for the year ending June 30, 2023, in the Annual General Meeting of the Company to be held on October 25, 2022.

Consent Letter from M/s Grant Thornton Anjum Rahman, Chartered Accountants, for acting as statutory auditors of the Company, is enclosed for your necessary action.

In this regard, you are requested to make compliance of the applicable provisions of Companies Act, 2017.

Yours Sincerely,



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Muhammad Ziaullah Khan Chishti  
Folio Number 005264007737

**Copy to:**

**The Executive Director**  
Corporate Supervision Department  
Securities and Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue,  
Islamabad

**The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

BAS/C681/22/1011

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**Grant Thornton Anjum  
Rahman**

1st & 3rd Floor,  
Modern Motors House,  
Beaumont Road,  
Karachi, Pakistan.

T +92 21 35672951-56

11 October 2022

The Board of Directors  
TRG Pakistan Limited (the Company)  
Karachi

Dear Board Members

**CONSENT TO ACT AS STATUTORY AUDITORS**

We are pleased to confirm our willingness to act as the statutory auditors of the Company for the year ending 30 June 2023.

Yours sincerely

