



**THE CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF TPL TRAKKER LIMITED IN THE EXTRA ORDINARY GENERAL MEETING HELD ON JUNE 21, 2024 AS REQUIRED UNDER RULE 5.6.9(B) OF THE RULE BOOK OF PAKISTAN STOCK EXCHANGE LIMITED:**

**ORDINARY BUSINESS:**

1. To approve the minutes of the Annual General Meeting held on October 23, 2023.  
*“RESOLVED THAT the minutes of Annual General Meeting of TPL Trakker Limited held on October 23, 2023 at 11:30A.M be and are hereby approved.”*

**SPECIAL BUSINESS:**

2. To consider and if thought fit, to pass with or without modification, special resolution for revision of remuneration of non- executive directors, as determined by the Board of Directors of the Company, from PKR 100,000/- to PKR 120,000/- per meeting (including sub-committee meetings).

*“RESOLVED THAT pursuant to Section 170 of the Companies Act, 2017 read along with Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company, for the revision of remuneration of non-executive directors of the Company from PKR 100,000/- to PKR 120,000/- per meeting (including sub-committee meetings).”*

3. To consider and, if deemed fit, to pass with or without modification, the following resolutions, as special resolutions, in accordance with Section 199 of the Companies Act, 2017 (the “Act”), in order to amend/supplement the loan agreement / arrangement entered into by the Company with its subsidiary company, Trakker Middle East L.L.C. (“TME”), regarding the advance/loan extended by the Company to TME, to the extent of including conversion features, as well as to authorize the Company to convert the outstanding loan, including the principal amount, accrued interest, and any other related party liabilities, amounting up to Rs. 661,094,368/-, into equity / shares of TME i.e. up to 8,727 shares of AED 1,000/- each.

*“RESOLVED THAT, in accordance with Section 199 of the Companies Act, 2017 (the "Act"), the shareholders of the Company be and hereby approve the amendments and/or supplementation of the loan agreement entered into by the Company with its subsidiary, Trakker Middle East L.L.C. (“TME”), regarding the advance/loan extended by the Company to TME, specifically to include conversion features in accordance with the statement of material facts annexed to this notice.”*

*“FURTHER RESOLVED THAT, subject to obtaining any regulatory approvals, the Company is hereby authorized to convert the outstanding loan, including the principal amount, accrued interest, and any other related party liabilities, amounting up to Rs. 661,094,368/- into equity / shares of TME i.e. up to 8,727 shares of AED 1,000/- each.*

*“FURTHER RESOLVED THAT, in pursuance of the above, the Company be and is hereby authorized to make equity investments of up to Rs. 661,094,368/-, in its associated company i.e. TME via conversion, in pursuance of Section 199 of the Companies Act, 2017, in one or more tranches as determined by the Board of Directors.”*



***"FURTHER RESOLVED THAT the Chief Executive Office, Chief Financial Officer and the Company Secretary, be and are hereby authorized, singly, to negotiate, finalize, and execute any and all agreements, documents, and instruments necessary or appropriate to effectuate the conversion of the loan and other amounts into equity shares of TME."***

***"FURTHER RESOLVED THAT the Chief Executive Office, Chief Financial Officer and the Company Secretary be and are hereby authorized, singly, to perform all acts and deeds necessary to implement and give effect to above resolutions including, but not limited to, signing and executing any documents or agreements required for the conversion, submitting necessary filings, applications etc. with regulatory authorities, and taking all other steps, actions, deeds etc. as may be required."***

*Shayan Mufti*

**Shayan Mufti  
Company Secretary**



Date: June 21, 2024

**TPL Trakker Ltd.**

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