

Date: December 20, 2024

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Subject: **Notice of Extra Ordinary General Meeting of Treet Battery Limited**

Dear Sir,

This is to announce that an extra ordinary general meeting of shareholders of Treet Battery Limited (“**Company**”) shall be held on Friday, January 10, 2025 at 10:30 A.M. at Ali Auditorium, Ferozpur Road, Shahrah-e-Roomi, Lahore. Notice of the Meeting is attached for information. Share transfer book of the Company will remain closed from January 4, 2025 to January 10, 2025 (both days inclusive).

You may please inform TRE certificate holders of the exchange accordingly.

For **Treet Battery Limited**



Taimoor Vakil Malik
Company Secretary



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an extra ordinary general meeting (“**EOGM**”) of shareholders of Treet Battery Limited (“**Company**”) shall be held on Friday, January 10, 2025 at 10:30 A.M. at Ali Auditorium, Ferozpur Road, Shahrah-e-Roomi, Lahore to transact the following business: -

ORDINARY BUSINESS:

1. To confirm the minutes of the Annual General Meeting of the Company held on October 28, 2024.

SPECIAL BUSINESS:

2. **To consider and if thought fit, alter the authorised capital of the Company by passing the following special resolution under Section 85 of the Companies Act, 2017, with or without modification(s), addition(s) and/or deletion(s):**

RESOLVED THAT, the authorised capital of the Company be and is hereby increased from Rs. 10,010,000,000 (Rupees Ten Billion and Ten Million) divided into 1,001,000,000 (One Billion and One Million) ordinary shares of Rs. 10/- (Rupees Ten) each to Rs. 11,000,000,000 (Rupees Eleven Billion) divided into 1,100,000,000 (One Billion and One Hundred Million) ordinary shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT, the Chief Executive Officer, Chief Financial Officer and Company Secretary be and are hereby severally authorized to take any and all necessary steps and actions for implementing the aforementioned resolution, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary applications, documents, statutory returns, declarations and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with the aforementioned resolution and to sign, issue and dispatch all such documents and notices and to do all acts, deeds and things, as may be necessary for carrying out the aforesaid purposes and giving full effect to the aforementioned resolutions.

RESOLVED FURTHER THAT, the aforementioned resolution(s) shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the shareholders of the Company, the Securities and Exchange Commission of Pakistan and / or any other regulatory authority exercising competent jurisdiction, which suggestion, direction and advice shall be deemed to be part of the aforementioned resolution(s) without the need for the shareholders of the Company to pass afresh the aforementioned resolutions(s).

3. **To consider and if thought fit, alter the Memorandum of Association of the Company by passing the following special resolution under Section 32 read with Section 85 of the Companies Act, 2017, with or without modification(s), addition(s) and/or deletion(s):**

RESOLVED THAT, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby amended to read as follows:

“The Authorized Capital of the Company is Rs. 11,000,000,000 (Rupees Eleven Billion) divided into 1,100,000,000 (One Billion and One Hundred Million) ordinary shares of Rs. 10/- (Rupees Ten) each, with power for the Company, to increase or reduce the capital and to consolidate or sub-divide the shares and issue shares of different kinds or classes therein of higher or lower denomination(s) and to vary, modify or abrogate any such rights or conditions in such manner as may for the time being be provided by the Company in such manner as may be authorized by the regulations of the Company and subject to applicable laws.”

RESOLVED FURTHER THAT, the Chief Executive Officer, Chief Financial Officer and Company Secretary be and are hereby severally authorized to take any and all necessary steps and actions for implementing the aforementioned resolutions, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary applications, documents, statutory returns, declarations and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with the aforementioned resolutions and to sign, issue and dispatch all such documents and notices and to do all acts, deeds and things, as may be necessary for carrying out the aforesaid purposes and giving full effect to the aforementioned resolutions.

RESOLVED FURTHER THAT, the aforementioned resolution(s) shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the shareholders of the Company, the Securities and Exchange Commission of Pakistan and / or any other regulatory authority exercising competent jurisdiction, which suggestion, direction and advice shall be deemed to be part of the aforementioned resolution(s) without the need for the shareholders of the Company to pass afresh the aforementioned resolutions(s).

- 4. To consider and if thought fit, approve the conversion of loan extended by Treet Corporation Limited to the Company into equity through further issue of shares of the Company by way of other than right offer, under Section 83(1)(b) of the Companies Act, 2017 subject to approval of the Securities and Exchange Commission of Pakistan, by passing the following special resolutions with or without modification(s), addition(s) and/or deletion(s):**

RESOLVED THAT, subject to (i) increase in authorized capital of the Company; (ii) approval of the Securities and Exchange Commission of Pakistan under Section 83(1)(b) of the Companies Act, 2017 (“Act”) and compliance with all applicable legal requirements; and (iii) TCL exercising such right to convert the loan along with accrued interest thereon extended to the Company pursuant to loan agreement dated November 28, 2022 executed between TCL and the Company into equity of the Company, the Company be and is hereby authorized to convert the loan along with interest accrued thereon extended by TCL to the Company amounting to PKR 2,003,166,300 (“Loan”) (Pakistani Rupees Two Billion and Three Million One Hundred and Sixty-Six Thousand Three Hundred) consisting of a principal loan amount of PKR 1,276,390,372 (Pakistani Rupees One Billion and Two Hundred and Seventy-Six Million Three Hundred and Ninety Thousand Three Hundred and Seventy-Two) and accrued interest thereon amounting to PKR 726,775,928 (Pakistani Rupees Seven Hundred and Twenty-Six Million and Seven Hundred and Seventy-Five Thousand and Nine Hundred and Twenty-Eight) into ordinary shares of the Company through issuance and allotment of 200,316,630 (Two Hundred Million and Three Hundred and Sixteen Thousand and Six Hundred and Thirty) ordinary shares (“Issued Shares”) of the Company at the rate of PKR 10/- (Pakistani Rupees Ten) per share, i.e.

at par value, to TCL through further issue of shares of the Company to TCL by way of other than right offer.

RESOLVED FURTHER THAT, the Issued Shares shall from the date of their allotment to TCL, rank *pari passu* in all respects with the existing fully paid-up ordinary shares of the Company and the recipient of the Issue Shares shall, subject to applicable laws, enjoy similar rights and entitlements in respect of the Issued Shares as in respect of ordinary shares of the Company held by TCL prior to the date of allotment of Issued Shares.

RESOLVED FURTHER THAT, the Chief Executive Officer, Chief Financial Officer and Company Secretary be and are hereby severally authorized to take any and all necessary steps and actions for implementing the aforementioned resolutions, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary applications (including the application under Section 83(1)(b) of the Act), documents, statutory returns, declarations and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with the aforementioned resolutions and to sign, issue and dispatch all such documents and notices and to do all acts, deeds and things, as may be necessary for carrying out the aforesaid purposes and giving full effect to the aforementioned resolutions.

RESOLVED FURTHER THAT, the aforementioned resolution(s) shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the shareholders of the Company, the Securities and Exchange Commission of Pakistan and / or any other regulatory authority exercising competent jurisdiction, which suggestion, direction and advice shall be deemed to be part of the aforementioned resolution(s) without the need for the shareholders of the Company to pass afresh the aforementioned resolutions(s).

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

A statement of material facts prescribed by Section 134(3) of Companies Act, 2017 pertaining to special business to be transacted at the EOGM is appended along with this notice.

By Order of the Board



(Taimoor Vakil Malik)
Company Secretary

Date: December 20, 2024

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

This statement is annexed as an integral part of notice of extra ordinary general meeting of shareholders of Treet Battery Limited (“**Company**”) to be held on Friday, January 10, 2025 at 10:30 A.M. at Ali Auditorium, Ferozpur Road, Shahrah-e-Roomi, Lahore, and sets out material facts concerning special business to be transacted at the meeting.

1. Agenda Item No. 2 – Approval for increase in authorised capital of the Company:

Information Required pursuant to S.R.O. 423 (I)/2018 dated April 3, 2018 of the Securities and Exchange Commission of Pakistan		
Sr. No.	Subject	Description
1.	Reasons for alteration in authorised share capital	The authorized share capital of the Company is being increased so that the Company can issue shares to its parent company, Treet Corporation Limited (“ TCL ”), provided that TCL exercises its right to convert the loan extended to the Company pursuant to loan agreement dated November 28, 2022 executed between TCL and the Company, amounting to PKR 2,003,166,300 (Pakistani Rupees Two Billion and Three Million One Hundred and Sixty-Six Thousand Three Hundred) consisting of a principal loan amount of PKR 1,276,390,372 (Pakistani Rupees One Billion and Two Hundred and Seventy-Six Million Three Hundred and Ninety Thousand Three Hundred and Seventy-Two) and accrued and compounded interest thereon amounting to PKR 726,775,928 (Pakistani Rupees Seven Hundred and Twenty-Six Million and Seven Hundred and Seventy-Five Thousand and Nine Hundred and Twenty-Eight) into 200,316,630 (Two Hundred Million and Three Hundred and Sixteen Thousand and Six Hundred and Thirty) ordinary shares of the Company through further issue of shares of the Company to TCL by way of other than right offer.
2.	Existing authorised share capital	Rs. 10,010,000,000 (Rupees Ten Billion and Ten Million) divided into 1,001,000,000 (One Billion and One Million) ordinary shares having face value of Rs. 10/- (Rupees Ten) each
3.	Amount with which authorised share capital is intended to be increase	Rs. 11,000,000,000 (Rupees Eleven Billion) divided into 1,100,000,000 (One Billion and One Hundred Million) ordinary shares having face value of Rs. 10/- (Rupees Ten) each

2. Agenda Item No. 3 – Approval for alteration of Memorandum of Association of the Company:

Information Required pursuant to S.R.O. 423 (I)/2018 dated April 3, 2018 of the Securities and Exchange Commission of Pakistan			
Sr. No.	Subject	Description	
1.	Comparative analysis of existing clause with the proposed alteration along with the reasons and justification of the proposed change	Original Clause	Amended Clause (amendments are in bold format and are underlined)
		5. The Authorized Capital of the Company is Rs. 10,010,000,000 (Rupees Ten Billion and Ten Million) divided into 1,001,000,000 (One Billion and One Million) shares of Rs. 10/- each, with power for the Company, to increase or reduce the capital and to consolidate or sub-divided the shares and issue shares of different kinds or Classes therein of higher or lower denominations and to vary, modify or abrogate any such rights or conditions in such manner as may for the time being be provided by the Company in such manner as may be authorized by the regulations of the Company and subject to applicable laws.	5. The Authorized Capital of the Company is <u>Rs. 11,000,000,000 (Rupees Eleven Billion)</u> divided into <u>1,100,000,000 (One Billion and One Hundred Million)</u> ordinary shares of Rs. 10/- (Rupees Ten) each, with power for the Company, to increase or reduce the capital and to consolidate or sub-divide the shares and issue shares of different kinds or classes therein of higher or lower denomination(s) and to <u>vary</u> , modify or abrogate any such rights or conditions in such manner as may for the time being be provided by the Company in such manner as may be authorized by the regulations of the Company and subject to applicable laws.
		The authorized share capital of the Company is being increased so that the Company can issue shares to its parent company, Treet Corporation Limited (“TCL”), provided that TCL exercises its right to convert the loan extended to the Company, pursuant to loan agreement dated November 28, 2022 executed between TCL and the Company, amounting to PKR 2,003,166,300 (Pakistani Rupees Two Billion and Three Million One Hundred and Sixty-Six Thousand Three Hundred) consisting of a principal loan amount of PKR 1,276,390,372 (Pakistani Rupees One Billion and Two Hundred and Seventy-Six Million Three Hundred and Ninety Thousand Three Hundred and Seventy-Two) and accrued and compounded interest thereon amounting to PKR 726,775,928 (Pakistani Rupees Seven Hundred and Twenty-Six Million and Seven Hundred and Seventy-Five Thousand and Nine Hundred and Twenty-Eight), into 200,316,630 (Two Hundred Million and Three Hundred and Sixteen Thousand and Six Hundred and Thirty) ordinary shares of the Company through further issue of shares of the Company to TCL by way of other than right offer. This change is intended to reduce the borrowing cost of the Company and enhance profitability.	
2.	Reasons of change or alteration in	The authorized share capital of the Company is being increased so that the Company can issue shares to its parent company, Treet Corporation Limited (“TCL”), provided that TCL exercises its right to convert the loan extended	

	the memorandum of association of the company	to the Company, pursuant to loan agreement dated November 28, 2022 executed between TCL and the Company, amounting to PKR 2,003,166,300 (Pakistani Rupees Two Billion and Three Million One Hundred and Sixty-Six Thousand Three Hundred) consisting of a principal loan amount of PKR 1,276,390,372 (Pakistani Rupees One Billion and Two Hundred and Seventy-Six Million Three Hundred and Ninety Thousand Three Hundred and Seventy-Two) and accrued and compounded interest thereon amounting to PKR 726,775,928 (Pakistani Rupees Seven Hundred and Twenty-Six Million and Seven Hundred and Seventy-Five Thousand and Nine Hundred and Twenty-Eight) into 200,316,630 (Two Hundred Million and Three Hundred and Sixteen Thousand and Six Hundred and Thirty) ordinary shares of the Company through further issue of shares of the Company to TCL by way of other than right offer. The existing authorized capital is required to be increased to give effect to the aforementioned conversion of loan into equity of the Company.
3.	A statement by the board that the proposed alterations are in line with the applicable provisions of the law and regulatory framework	The Board of the Company confirms that the proposed alterations to Clause 5 of the Memorandum of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

3. Agenda Item No. 4 – Approval for conversion of loan extended by Treet Corporation Limited into equity of the Company by further issue of shares of the Company by way of other than right offer:

<p>Information Required pursuant to Regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020</p>
<p style="text-align: center;"><u>PROPOSAL OF THE BOARD</u></p> <p>The Board of Directors of the Company, during their meeting held on December 19, 2024 have proposed and, subject to approval of shareholders of the Company and the Securities and Exchange Commission of Pakistan (“SECP”) have, approved that from the loan extended by Treet Corporation Limited (“TCL”) to the Company, pursuant to loan agreement dated November 28, 2022 executed between TCL and the Company, an amount of PKR 2,003,166,300 (Pakistani Rupees Two Billion and Three Million One Hundred and Sixty-Six Thousand Three Hundred) (“Loan”) consisting of a principal loan amount of PKR 1,276,390,372 (Pakistani Rupees One Billion and Two Hundred and Seventy-Six Million Three Hundred and Ninety Thousand Three Hundred and Seventy-Two) and accrued and compounded interest thereon amounting to PKR 726,775,928 (Pakistani Rupees Seven Hundred and Twenty-Six Million and Seven Hundred and Seventy-Five Thousand and Nine Hundred and Twenty-Eight) be converted into ordinary shares of the Company through issuance and allotment of 200,316,630 (Two Hundred Million and Three Hundred and Sixteen Thousand and Six Hundred and Thirty) ordinary shares (“Issued Shares”) of the Company at the rate of PKR 10/- (Pakistani Rupees Ten) per share, i.e. at par value, to TCL through further issue of share of the Company to TCL by way of other than right offer.</p>

It is clarified that, the proposed further issue and allotment of Issues Shares of the Company to TCL is subject to approval of shareholders of the Company and the SECP.

Sr. No.	Subject	Description
1.	Quantum of the issue both in terms of the number of shares and percentage of paid-up capital before and after the issue	<p>Quantum of the Issue: 200,316,630 ordinary shares</p> <p>Percentage of the paid-up share capital before further issue of shares (i.e. 882,276,543 ordinary shares): 22.7%</p> <p>Percentage of the paid-up share capital after further issue of shares (i.e. 1,082,593,173 ordinary shares): 18.5%</p>
2.	Issue price per share and justification for the same	PKR 10 each. The shares shall be issued at par value of PKR 10 per share, without provision of a share premium or a discount.
3.	Consideration against which shares are proposed to be issued i.e. cash or other than cash	The amount has already been paid by TCL to the Company in the form of the loan including principal – accrued and compounded interest.
4.	Name of person(s), their brief profile, existing shareholding, if any, in the company, to whom the shares are proposed to be issued	<p>Treet Corporation Limited.</p> <p>Is engaged in the manufacturing, marketing and sale of blades and razors and is the parent company of the Company. TCL's shareholding in the Company as of the date of this notice of extra-ordinary general meeting amounts to 756,660,454 ordinary shares of the Company representing approximately 85.76% of its existing paid-up capital.</p>
5.	Purpose of the issue	This conversion is expected to reduce the Company's borrowing levels and financing costs.
6.	Justification for issue of the shares by way of other than right	The Company has limited capacity to settle the loan granted by TCL through its operating cash flow. The conversion of the Loan into the Issued Shares shall strengthen the capital structure, overall balance sheet composition of the Company and the proposed conversion shall safeguard the investment made by TCL and its shareholders by way of the Loan advanced to the Company.
7.	Benefits of the issue to the company, its members and capital markets	These measures underscore the Company's commitment to enhance its financial structure and deliver sustained value to its shareholders.
8.	Breakup value per share as per the latest available audited and reviewed accounts	PKR 2.53 per share
9.	Benefits of the issue to the company and its members	To reduce existing short-term loan liabilities of the Company and resultantly, improvement of profitability.
10.	Consent of the person(s) to whom the shares are to be issued is(are) obtained	TCL has provided its consent in writing for conversion of the Loan into equity of the Company and allotment of the Issue Shares by the Company to TCL, subject to approval of shareholders of TCL and the SECP.
11.	The proposed new shares shall rank pari passu in all respects with the existing	The proposed Issues Shares shall rank <i>pari passu</i> in all respects with the existing ordinary shares of the Company.

	ordinary shares of the company. In case the proposed new shares are different from the issued ordinary shares in any respect, then the board's decision must state the differences in detail	
12.	Average market price of the share, in case of a listed company, during the last three months preceding the board's decision as well as the latest available market price	Average Market Price during previous three months: Rs. 15.01 Market Price as on the date of Board Approval: Rs. 15.26
13.	Where shares are proposed to be issued for consideration other than in cash, the value of non-cash assets or services or intangible assets shall be determined by a valuer:	Not applicable

Notes:

1. CLOSURE OF SHARE TRANSFER BOOKS

The share transfer books of the Company will remain closed from January 4, 2025 to January 10, 2025 (both days inclusive) for the purpose of attending the extra ordinary general meeting. Transfers received in order at the office of our share registrar M/s Corplink (Private) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore at the close of business on January 3, 2025 will be treated in time for attending the extra ordinary general meeting.

2. Participation in the extra ordinary general meeting

- a. Physical participation in the meeting: All members entitled to attend and vote at this Meeting may appoint another person as his/her proxy to attend and vote for him/her. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. CDC Account Holders will further have to follow the guidelines as laid down in circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan. Proxy form is available at the Company's website i.e. <https://treetbattery.com/regulatory-information/>
- b. Online participation in the meeting: In the light of relevant guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) from time to time, including vide letter No. SMD/SE/2/(20)/2021/117 date December 15, 2021, members are encouraged to participate in the extra ordinary general Meeting through electronic facility organized by the Company.

In order to attend the Meeting through electronic means the members are hereby requested to get themselves registered by sending their particulars at the designated email address corporate@treetbattery.com, giving particulars as per below table not later than 48 hours before the commencement of the meeting, by providing the following details:

Name of shareholder / proxy holder	CNIC No. / NTN No.	Folio No. / CDC Account No.	*Mobile No.	*Email address

*Shareholders are requested to provide their active mobile numbers and email address to ensure timely communication.

The login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after identification process. Registered members / proxies will be able to login and participate in the Meeting proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

3. For attending the meeting

- (a) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration detail is uploaded as per the Regulations, shall authenticate their identity by showing his/her original National Identity Card (“CNIC”) or original passport at the time of attending the meeting.
- (b) In case of corporate entity, Board of Directors’ resolution/power of attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.

4. For appointing proxies

- (a) In case of individuals, the account holder or sub-account holder is and/or the person whose securities are in group account and their registration detail is uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
- (b) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (c) Attested copies of the CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (d) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- (e) In case of corporate entities, board of directors’ resolution/power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to the Company.

(f) The Form of Proxy is enclosed herewith.

5. Intimation of change in Shareholders Addresses & Other Particulars

Members holding shares in physical form are requested to promptly notify Shares Registrar of the Company of any change in their addresses or any other particulars. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service. Further, to comply with requirements of section 119 of the Companies Act, 2017, all CDC and non-CDC shareholders are requested to have their email address and cell phone numbers incorporated / updated in their physical folio or CDC account.

6. Conversion of Physical Share into Book Entry Form:

As per Section 72(2) of the Companies Act, 2017, every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, within a period not exceeding four (4) years from the commencement of the Act, i.e., May 30, 2017. Those Shareholders having physical shareholding are encouraged to open a CDC Sub - Account with any Broker or Investor Account directly with CDC to place their physical shares into scrip less form. This will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

7. E Voting & Postal Ballot

Members of the Company will be allowed to exercise their right to vote through e-voting facility or voting by post in its forthcoming extra ordinary general meeting to be held on Friday, January 10, 2025 at 10:30 A.M. in accordance with the conditions mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting:

i. E-voting Procedure

a. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company within due course.

b. The web address, login details, will be communicated to members via email.

c. Identity of the members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.

d. E-Voting lines will start from January 7, 2025, 09:00 a.m. and shall close on January 9, 2025 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote is cast by a member, he / she shall not be allowed to change it subsequently.

ii. Postal Ballot

For Voting through Postal Ballot Members may exercise their right to vote as per provisions of the Companies (Postal Ballot) Regulations, 2018. Further details in this regard will be communicated to the shareholders within legal time frame as stipulated under these said Regulations, if required.

The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's Registered Office at 72-B, Quaid-e-Azam Industrial Estate, Lahore, or email at corporate@treetbattery.com one day before the extra ordinary general meeting i.e. on January 9, 2025, during working hours. The signature on the ballot paper shall match with the signature on CNIC. Ballot paper for voting through post is attached herewith.

8. Consent for Video Link Facility

In terms of SECP's Circular No. 10 of 2014 dated May 21, 2014 read with the provisions contained under section 134(1)(b) of the Act, if the Company receives request / demand from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city, subject to availability of such facility in that city. Members are requested to timely notify any change in their addresses.

In this regard, please fill the following form and submit to the Company at its registered address 10 days before holding of the EOGM. After receiving the request / demand of members having 10% or more shareholding in aggregate, the Company will intimate members regarding venue of video conference facility at least five (5) days before the date of EOGM along with complete information necessary to enable them to access such facility.

REQUEST FOR VIDEO CONFERENCE FACILITY

I / We / Messrs. _____ of _____ being Member(s) of Treet Battery Limited, holder of _____ ordinary share(s) as per Folio # _____ and / or CDC Participant ID & Sub- Account No. _____, hereby, opt for video conference facility at _____ city.
_____.

9. Placement of extra ordinary general meeting Notice on the Website

The notice of the Meeting, along with proxy form and ballot paper has been placed on the Company's website www.treetbattery.com

Form of Proxy

I/We, _____ of _____ being a member of Treet Battery Limited, holder of _____ Ordinary shares as per Register Folio No. _____.

For beneficial owners as per CDC List

CDC Participant I.D No. -----

Sub Account No. -----

CNIC No

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Passport No. -----

Hereby Appoint Mr. /Mrs. /Miss _____ of _____ person or failing him / her Miss / Mrs / Mr. _____ of _____ another person on my / our proxy to attend and vote for me / us and my / our behalf at extra ordinary general meeting of the Company to be held on Friday, January 10, 2025 at 10:30 A.M. at Ali Auditorium, Ferozepur Road Shahrah-E-Roomi, Lahore, and at every adjournment thereof, if any

Please affix Rupees
Fifty Revenue Stamp

(Signature should agree with specimen
Signature registered with the Company)

Signed this ____ day of _____, 202_

Signature of Shareholder _____

Signature of Proxy _____

<p>1. WITNESS Signature: _____ Name: _____ Address: _____ _____</p> <p>CNIC # <table border="1"><tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr></table></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<p>2. WITNESS Signature: _____ Name: _____ Address: _____ _____</p> <p>CNIC # <table border="1"><tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr></table></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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1. This proxy form, duly completed and signed, must be received at the Registered Office of the Company, not less than 48 hours before the time of holding the meeting.
2. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
3. For CDC Account Holders / Corporate Entities In addition to the above the following requirements have to be met
 - i. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy forms.
 - ii. The proxy shall produce his original CNIC or original passport at the time of the meeting.
 - iii. In case of a corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

Treet Battery Limited
BALLOT PAPER FOR VOTING THROUGH POST

For poll at the Extra-Ordinary General Meeting of Treet Battery Limited to be held on Friday, January 10, 2025 at 10:30 A.M. at Ali Auditorium, Shahrah-e-Roomi, Ferozpur Road, Lahore

Designated email address of the Chairman at which the duly filled in ballot paper may be sent:

corporate@treetbattery.com

Name of shareholder/joint shareholders	
Registered Address	
Folio No. / CDC Participant / Investor ID with sub-account No	
Number of shares held	
CNIC, NICOP/Passport No. (in case of foreigner) (Copy to be attached)	
<u>Additional Information and enclosures</u> (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - (Copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate):

<p>Special Resolutions</p> <p>2. To consider and if thought fit, alter the authorised capital of the Company by passing the following special resolution under Section 85 of the Companies Act, 2017, with or without modification(s), addition(s) and/or deletion(s):</p> <p>RESOLVED THAT, the authorised capital of the Company be and is hereby increased from Rs. 10,010,000,000 (Rupees Ten Billion and Ten Million) divided into 1,001,000,000 (One Billion and One Million) ordinary shares of Rs. 10/- (Rupees Ten) each to Rs. 11,000,000,000 (Rupees Eleven Billion) divided into 1,100,000,000 (One Billion and One Hundred Million) ordinary shares of Rs. 10/- (Rupees Ten) each.</p> <p>RESOLVED FURTHER THAT, the Chief Executive Officer, Chief Financial Officer and Company Secretary be and are hereby severally authorized to take any and all necessary steps and actions for implementing the aforementioned resolution, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary applications, documents, statutory returns, declarations and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with the aforementioned resolution and to sign, issue and dispatch all such documents and notices and to do all acts, deeds and things, as may be necessary for carrying out the aforesaid purposes and giving full effect to the aforementioned resolutions.</p> <p>RESOLVED FURTHER THAT, the aforementioned resolution(s) shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the shareholders of the</p>
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Company, the Securities and Exchange Commission of Pakistan and / or any other regulatory authority exercising competent jurisdiction, which suggestion, direction and advice shall be deemed to be part of the aforementioned resolution(s) without the need for the shareholders of the Company to pass afresh the aforementioned resolutions(s).

3. To consider and if thought fit, alter the Memorandum of Association of the Company by passing the following special resolution under Section 32 read with Section 85 of the Companies Act, 2017, with or without modification(s), addition(s) and/or deletion(s):

RESOLVED THAT, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby amended to read as follows:

“The Authorized Capital of the Company is Rs. 11,000,000,000 (Rupees Eleven Billion) divided into 1,100,000,000 (One Billion and One Hundred Million) ordinary shares of Rs. 10/- (Rupees Ten) each, with power for the Company, to increase or reduce the capital and to consolidate or sub-divide the shares and issue shares of different kinds or classes therein of higher or lower denomination(s) and to vary, modify or abrogate any such rights or conditions in such manner as may for the time being be provided by the Company in such manner as may be authorized by the regulations of the Company and subject to applicable laws.”

RESOLVED FURTHER THAT, the Chief Executive Officer, Chief Financial Officer and Company Secretary be and are hereby severally authorized to take any and all necessary steps and actions for implementing the aforementioned resolutions, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary applications, documents, statutory returns, declarations and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with the aforementioned resolutions and to sign, issue and dispatch all such documents and notices and to do all acts, deeds and things, as may be necessary for carrying out the aforesaid purposes and giving full effect to the aforementioned resolutions.

RESOLVED FURTHER THAT, the aforementioned resolution(s) shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the shareholders of the Company, the Securities and Exchange Commission of Pakistan and / or any other regulatory authority exercising competent jurisdiction, which suggestion, direction and advice shall be deemed to be part of the aforementioned resolution(s) without the need for the shareholders of the Company to pass afresh the aforementioned resolutions(s).

4. To consider and if thought fit, approve the conversion of loan extended by Treet Corporation Limited to the Company into equity through further issue of shares of the Company by way of other than right offer, under Section 83(1)(b) of the Companies Act, 2017 subject to approval of the Securities and Exchange Commission of Pakistan, by passing the following special resolutions with or without modification(s), addition(s) and/or deletion(s):

RESOLVED THAT, subject to (i) increase in authorized capital of the Company; (ii) approval of the Securities and Exchange Commission of Pakistan under Section 83(1)(b) of the Companies Act, 2017 (“**Act**”) and compliance with all applicable legal requirements; and (iii) TCL exercising such right to convert the loan along with accrued interest thereon extended to the Company pursuant to loan agreement dated November 28, 2022 executed between TCL and the Company into equity of the Company, the Company be and is hereby authorized to convert the loan along with interest accrued thereon extended by TCL to the Company amounting to PKR 2,003,166,300 (“**Loan**”) (Pakistani Rupees Two Billion and Three Million One Hundred and Sixty-Six Thousand Three Hundred) consisting of a principal loan amount of PKR 1,276,390,372 (Pakistani Rupees One Billion and Two Hundred and Seventy-Six Million Three Hundred and Ninety Thousand Three Hundred

and Seventy-Two) and accrued interest thereon amounting to PKR 726,775,928 (Pakistani Rupees Seven Hundred and Twenty-Six Million and Seven Hundred and Seventy-Five Thousand and Nine Hundred and Twenty-Eight) into ordinary shares of the Company through issuance and allotment of 200,316,630 (Two Hundred Million and Three Hundred and Sixteen Thousand and Six Hundred and Thirty) ordinary shares (“**Issued Shares**”) of the Company at the rate of PKR 10/- (Pakistani Rupees Ten) per share, i.e. at par value, to TCL through further issue of shares of the Company to TCL by way of other than right offer.

RESOLVED FURTHER, that the Issued Shares shall from the date of their allotment to TCL, rank *pari passu* in all respects with the existing fully paid-up ordinary shares of the Company and the recipient of the Issue Shares shall, subject to applicable laws, enjoy similar rights and entitlements in respect of the Issued Shares as in respect of ordinary shares of the Company held by TCL prior to the date of allotment of Issue Shares.

RESOLVED FURTHER THAT, the Chief Executive Officer, Chief Financial Officer and Company Secretary be and are hereby severally authorized to take any and all necessary steps and actions for implementing the aforementioned resolutions, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary applications (including the application under Section 83(1)(b) of the Act), documents, statutory returns, declarations and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with the aforementioned resolutions and to sign, issue and dispatch all such documents and notices and to do all acts, deeds and things, as may be necessary for carrying out the aforesaid purposes and giving full effect to the aforementioned resolutions.

RESOLVED FURTHER THAT, the aforementioned resolution(s) shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the shareholders of the Company, the Securities and Exchange Commission of Pakistan and / or any other regulatory authority exercising competent jurisdiction, which suggestion, direction and advice shall be deemed to be part of the aforementioned resolution(s) without the need for the shareholders of the Company to pass afresh the aforementioned resolutions(s).

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	Special Resolutions as per Agenda # 2 (as given above)			
2	Special Resolutions as per Agenda # 3 (as given above)			
3.	Special Resolutions as per Agenda # 4 (as given above)			

 Signature of shareholder(s)
 Place: _____
 Date: _____

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

1. Duly filled postal ballot should be sent to the Chairman, if sent via courier to 72-B, Industrial Area, Kot Lakhpat, Lahore, and if sent via email to corporate@treetbattery.com .
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach the Chairman of the meeting on or before January 9, 2025, during working hours. Any postal ballot received after this date will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated or over written ballot paper will be rejected.
6. Ballot Paper has also been placed at the website of the Company www.treetbattery.com Members may download the ballot paper from the website or use original/photocopy published in newspapers.

