

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of the members of M/s Secure Logistics – Trax Group Limited ("Company") will be held on:

**Day & Date:** January 29<sup>th</sup>, 2026

**Time:** 3 pm

**Venue:** 55-B, ISE Tower, Blue Area, Islamabad

**Zoom Link:**

**Join Zoom Meeting**

<https://us02web.zoom.us/j/86328204809?pwd=J6aS2fUeIPy9RsQPDVdo3SAMTO2sla.1>

Meeting ID: 863 2820 4809

Passcode: 136558

To transact the following Special Business:

### Item No. 1

#### Issuance of Shares Otherwise Than by Way of Rights

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

*RESOLVED THAT pursuant to Section 83 of the Companies Act, 2017, Regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020, and subject to applicable regulatory approvals, the consent of the members of the Company be and is hereby accorded to issue 7,938,679 ordinary shares of the Company at an issue price of PKR 21.20 per share, otherwise than by way of rights, to CAPNEXA (Private) Limited, a company incorporated under the Companies Act, 2017 having its registered address at Daftarkhwan, One (DHA), Room 301, 3rd Floor, Sector G, Phase 5, DHA, Lahore Corporate Unique Identification No. 0320293, in consideration of acquisition of a software asset, as valued by a registered valuer, on such terms and conditions as approved by the Board of Directors.*

*RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize the terms of issuance, execute all agreements and documents, make filings with the Securities and Exchange Commission of Pakistan (SECP) and disclosures to the Pakistan Stock Exchange (PSX), and to take all actions necessary to give effect to this resolution.*

*RESOLVED FURTHER THAT the issuance of shares otherwise than by way of rights shall be made strictly in accordance with applicable laws and regulations and shall not be effected unless and until all statutory and regulatory requirements have been duly complied with.*

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#### Registered Office

LogiServe Office, 10th Floor,  
New State Life Tower, F7/4, Blue Area,  
Islamabad  
Ph: +92 (0) 51 8779224-5-6 (100)

#### Head Office:

Plot No 105, Sector 7-A, Mehran Town,  
Korangi, Karachi.  
Ph +92-21-38772222

## NOTES

### 1. **Special Resolution**

The resolution proposed under Item No. 1 is a special resolution, requiring approval by not less than three-fourths ( $\frac{3}{4}$ ) of the members present and voting.

### 2. **Right to Attend and Vote**

A member entitled to attend and vote at the EOGM is entitled to appoint another member as his/her proxy to attend, speak, and vote on his/her behalf. Proxies must be lodged at the registered office of the Company at least 48 hours before the time of the meeting.

### 3. **CDC Shareholders**

Members whose shares are held in the Central Depository System are requested to bring their CNIC, CDC participant ID, and account number for identification.

### 4. **Availability of Documents**

The following documents shall be available for inspection at the registered office of the Company during business hours up to the date of the EGM:

- Certified copy of the Board Resolution approving the proposed issuance
- Relevant statutory approvals (if any)

### 5. **Participation Through Electronic Means**

If applicable, members wishing to attend the meeting through electronic means may do so in accordance with applicable laws and instructions provided on the Company's website.

### 6. **Dispatch and Publication**

This Notice along with the Explanatory Statement (under Section 166 of the Companies Act, 2017) is being dispatched to members, uploaded on the Company's website, and circulated in compliance with applicable provisions of the Companies Act, 2017 and Pakistan Stock Exchange Regulations.

### 7. **Explanatory Statement (Pursuant to Section 134(3) of the Companies Act, 2017)**

The statement setting out all material facts concerning the special business to be transacted at the EOGM, including details required under Regulation 5 of the

Companies (Further Issue of Shares) Regulations, 2020, is annexed hereto and forms part of this Notice.

By Order of the Board



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Company Secretary  
M/s Secure Logistics - Trax Group Limited





#### Notes:

1. The share transfer books of the Company will remain closed from January 23, 2026 to January 29, 2026 (both days inclusive). Transfers received in order at the office of the Company's share registrar, namely F.D. Registrar Services (Private) Limited, located at 17<sup>th</sup> Floor, Trade Centre, I. I. Chundrigar Road, Karachi, by the close of business on January 22, 2026 will be treated in time for the determination of entitlement of members to attend and vote at the EOGM.
2. A member of the Company entitled to attend, speak and vote at the EOGM may appoint another member as his / her proxy to attend, speak and vote in place of the member. Proxies, in order to be effective, must be received at the Company's registered office, situated at **10<sup>th</sup> Floor, New State Life Tower, Blue Area, Islamabad**, at least 48 hours before the time of holding the EOGM and no account shall be taken of any part of the day that is not a working day. A member shall not be entitled to appoint more than one proxy.
3. Any Individual Beneficial Owner of CDC, entitled to attend and vote at the EOGM, must bring his / her original Computerized National Identity Card (CNIC) to prove identity, and in case of proxy, a copy of the member's attested CNIC must be attached with the proxy form. Representatives of corporate members should bring the usual documents required for such purpose (and as detailed below).

**CDC Account Holders** will also be required to follow the under mentioned guidelines, as laid down in Circular 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP):

#### For Attending the EOGM

- 3.1 In case of individuals, the account holder or sub-account holder and /or the person, whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall authenticate identity by showing his / her original CNIC or original passport at the time of attending the EOGM.
- 3.2 Members registered on CDC are also requested to bring their particulars, I. D. Numbers and account numbers in CDS.
- 3.3 In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the EOGM.

### **For Appointing Proxies**

- 3.4 In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
- 3.5 The proxy form shall be witnessed by the person whose name, address and CNIC number shall be mentioned on the form.
- 3.6 Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- 3.7 The proxy shall produce his / her original CNIC or original passport at the time of the EOGM.
- 3.8 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.

### **4. Postal Ballot / E-Voting**

Members are hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018, read with Sections 143-144 of the Companies Act, 2017, and SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business in accordance with the conditions mentioned therein. The following options are being provided to members for voting:

#### **4.1 E-Voting Procedure**

- (i) 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 by the close of business on January 22, 2026.
- (ii) The web address, login details and password will be communicated to members via email. The security codes will be communicated to members through SMS and email from web portal of the e-voting service provider.
- (iii) Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- (iv) E-voting lines will start from January 25, 2026 9:A.M. and shall close on January 28, 2026 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

#### 4.2 Postal Ballot

- (i) Members may alternatively opt for voting through postal ballot. Ballot paper shall also be available for download from the website of the Company at [www.slgtrax.com](http://www.slgtrax.com) or members may use the same as annexed to this Notice and published in newspapers.
- (ii) Members shall ensure that duly filled and signed ballot paper, along with copy of CNIC/Passport should reach the Chairman of the meeting through post at **10<sup>th</sup> Floor, New State Life Tower, Blue Area, Islamabad**, Karachi OR through the registered email address of the member at [investorrelation@slgtrax.com](mailto:investorrelation@slgtrax.com) with subject of 'Postal Ballot for EOGM Dated January 29, 2026 before or on January 28, 2026 5:00 p.m. The signature on the ballot paper shall match with the signature on CNIC/Passport. A postal ballot received after this time / date shall not be considered for voting.
- (iii) Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman of the meeting shall be the deciding authority.

#### 5. Provision of Information by Members

To comply with various statutory requirements, and to avoid any non-compliance of law or any inconvenience in future, all members are hereby advised to coordinate / update their records with their respective Participant / CDC Investor Account Services / the Company's Share Registrar in connection with the following:

- Submission of copies of their valid / updated CNIC / NTN Certificate / Zakat Declaration (Exemption) Form / Tax Exemption Certificate.
- Provision of relevant details including valid bank account details / IBAN in order to enable the Company to pay any unclaimed / future cash dividends, if any.
- In case of a joint account, provision of shareholding proportions between principal shareholder and joint holder(s).
- Convert their physical shares into scrip less form, which will also facilitate the members having physical shares in many ways, including safe custody, efficient trading and convenience in other corporate actions.
- Provision of mandatory registration details in terms of Section 119 of the Companies Act, 2017 and other applicable laws, including mobile number / landline number and email address (if available).
- Promptly notify any change in mailing address, email address and mobile number by writing to the office of the Company's Share Registrar.

#### 6. No gifts will be distributed at the EOGM.



## EXPLANATORY STATEMENT

*(Pursuant to Section 134(3) of the Companies Act, 2017)*

This Explanatory Statement is annexed to the Notice of Extraordinary General Meeting of M/s Secure Logistics – Trax Group Limited (“Company”) to be held on January 29, 2026, for the purpose of transacting the special business set out in the Notice.

### 1. Purpose of the Special Business

The Company proposes to issue ordinary shares otherwise than by way of rights, in consideration of acquisition of a software asset, in accordance with Section 83 of the Companies Act, 2017 and Regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020. The proposed software asset is intended to support and enhance the Company’s operational efficiency, digital capabilities, and long-term business strategy.

### 2. Reason for Issuance Otherwise Than by Rights

The issuance of shares otherwise than by way of rights is being proposed as the consideration for acquisition of the software asset from CAPNEXA (Private) Limited. The Board of Directors is of the view that this structure is in the best interest of the Company and its members, as it enables acquisition of a strategic asset without immediate cash outflow.

### 3. Details of the Proposed Issuance:

- **Number of shares to be issued:** 7,938,679 ordinary shares
- **Issue price:** PKR 21.20 per share
- **Mode of issue:** Otherwise than by way of rights
- **Consideration:** Non-cash consideration – acquisition of a software asset
- **Allottee:** CAPNEXA (Private) Limited
- **Purpose:** Acquisition of software for operational and business use

### 4. Valuation of Non-Cash Consideration

The software asset proposed to be acquired has been valued at PKR 168,300,000 by the Company, a registered valuer, in accordance with applicable laws and regulations. The valuation report is not older than six months and has been reviewed and approved by the Board of Directors.

### 5. Shareholding Impact

The issuance of shares will result in the following shareholding position:

- **Paid-up capital before issuance:** 421,794,036 shares
- **Paid-up capital after issuance:** 429,732,715 shares

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#### Registered Office

LogiServe Office, 10th Floor,  
New State Life Tower, F7/4, Blue Area,  
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Ph: +92 (0) 51 8779224-5-6 (100)

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Plot No 105, Sector 7-A, Mehran Town,  
Korangi, Karachi.  
Ph +92-21-38772222

The shareholding of existing members will be diluted to the extent of the new issuance.

#### 6. Directors' Interest

None of the directors of the Company has any direct or indirect interest in the proposed special resolution, except to the extent of their shareholding in the Company, if any.

#### 7. Approval Required

The proposed issuance of shares otherwise than by way of rights requires approval of the members of the Company by way of a special resolution under Section 83 of the Companies Act, 2017 and Regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020. The Board of Directors recommends the resolution set out in the Notice for approval by the members.

#### 8. Documents Available for Inspection

The following documents shall be available for inspection at the registered office of the Company during business hours up to the date of the Extraordinary General Meeting:

- Copy of the Board Resolution approving the proposed issuance
- Relevant Statutory Approvals

By Order of the Board



Company Secretary  
M/s Secure Logistics - Trax Group Limited





**Secure Logistics -Trax Group Limited**  
**FORM OF PROXY**  
**EXTRA ORDINARY GENERAL MEETING**

I/We, \_\_\_\_\_ of \_\_\_\_\_, holding Computerized National Identity Card (CNIC)/Passport No. \_\_\_\_\_ and being a member of Secure Logistics Trax Group Limited, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ holding CNIC/Passport No. \_\_\_\_\_, or failing him/her hereby appoint \_\_\_\_\_ of \_\_\_\_\_, holding CNIC/Passport No. \_\_\_\_\_, as my/our proxy to vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the January 29, 2026 and at any adjournment thereof.

As witness my/our hand/seal this \_\_\_\_\_ day of \_\_\_\_\_, 2026

WITNESSES:

1. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
CNIC No. \_\_\_\_\_

2. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
CNIC No. \_\_\_\_\_

Folio / CDC Account No. \_\_\_\_\_ Revenue Stamp of  
Rs. 5/- To be signed by the shareholder

Notes:

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. A proxy must be a member of the Company.
2. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

3. Attested copies of CNIC of the appointer and the proxy-holder shall be furnished with the Proxy Form.

4. The proxy-holder shall produce his/her original CNIC at the time of the meeting.

5. In case of corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature shall be submitted along with Proxy Form.

**Secure Logistics -Trax Group Limited**  
**Registered Office: 10<sup>th</sup> Floor, New State Life Tower, Blue Area, Islamabad**

**BALLOT PAPER FOR VOTING THROUGH POST**

**Ballot paper for voting through post to be held on January 29, 2026, at 03.00 noon at the registered office of the Company 10<sup>th</sup> Floor, New State Life Tower, Blue Area, Islamabad, as well as through video link.**

Contact Details and email address of the Company Secretary at which the duly filled in ballot paper may be sent to the Chairman - Secure Logistics - Tax Group Ltd.

Name of shareholder/joint shareholders	
Registered Address	
Number of Ordinary Shares held	
Folio Number/CDC Account Number	
CNIC No./Passport No. (in case of foreigner) (copy to be attached)	
Additional Information and enclosures (in case of representative of body corporate, corporation and Federal Government.)	

**Election of Directors:** I/we hereby cast my/our votes in favor of following candidates as indicated below:

S. No.	Nature of Description of Special Resolution	No. of ordinary shares for which votes casted	I/We assent to the Special Resolution (FOR)	I/We assent to the Special Resolution (AGAINST)
2.	<i>RESOLVED THAT pursuant to Section 83 of the Companies Act, 2017, Regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020, and subject to applicable regulatory approvals, the consent of the members of the Company be and is hereby accorded to issue 7,938,679 ordinary shares of the Company at an issue price of PKR 21.20 per share, otherwise than by way of rights, to CAPNEXA</i>			



<p>(Private) Limited, a company incorporated under the Companies Act, 2017 having its registered address at Daftarkhavan, One (DHA), Room 301, 3rd Floor, Sector G, Phase 5, DHA, Lahore Corporate Unique Identification No. 0320293, in consideration of acquisition of a software asset, as valued by a registered valuer, on such terms and conditions as approved by the Board of Directors.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors be and is hereby authorized to finalize the terms of issuance, execute all agreements and documents, make filings with the Securities and Exchange Commission of Pakistan (SECP) and disclosures to the Pakistan Stock Exchange (PSX), and to take all actions necessary to give effect to this resolution.</p> <p><b>RESOLVED FURTHER THAT</b> the issuance of shares otherwise than by way of rights shall be made strictly in accordance with applicable laws and regulations and shall not be effected unless and until all statutory and regulatory requirements have been duly complied with.</p>			
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**Signature of shareholder(s) Place: Date: NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:**

1. Dully filled postal ballot should be sent to Chairman- Secure Logistics – Tax Group Ltd
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before January 28, 2026 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, over written ballot paper will be rejected.
6. Ballot Paper has also been placed at the website of the Company [www.slgtrax.com](http://www.slgtrax.com) Members may download the ballot paper from the website or use original/photocopy published in newspapers.