TPL Trakker Limited
Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("**AGM**") of TPL Trakker Limited ("**Company**") will be held on Friday, November 27, 2026 at 10.30 a.m. at the Dr. Shamshad Akhtar Auditorium, Stock Exchange Building, Exchange Road, Karachi, to transact the following business:

ORDINARY BUSINESS:

1. To approve the minutes of the Annual General Meeting held on November 27, 2025.

   *"**RESOLVED THAT** the minutes of Annual General Meeting of TPL Trakker Limited held on November 27, 2025 at 11:30 am be and are hereby approved."*

2. To receive, consider and adopt the Annual Standalone and Consolidated Audited Financial Statements of the Company together with the Directors', Auditors' and Chairman's Review Report thereon for the year ended June 30, 2026.

   *"**RESOLVED THAT** the Annual Audited Financial Statements of TPL Trakker Limited, together with the Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended 30 June 2026 be and are hereby approved."*

3. To appoint auditors for the year ending June 30, 2027, and to fix their remuneration. M/s. Grant Thornton Anjum Rahman, Chartered Accountants, have retired and, being eligible, have offered themselves for reappointment. The Board of Directors, on the recommendation of the Audit Committee, proposes their reappointment as auditors of the Company for the said year.

   *"**RESOLVED THAT** M/s. Grant Thornton Anjum Rahman, Chartered Accountants be and are hereby re-appointed as Auditors of TPL Trakker Limited on the basis of consent received from them, at a fee mutually agreed for the period ending June 30, 2027."*

SPECIAL BUSINESS:

4. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for renewal of advance up to Rs.700 million to the ultimate parent company, TPL Holdings (Pvt.) Limited.

   *"**RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to renew advance up to Rs.700 million to TPL Holdings (Pvt.) Limited."*

5. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for renewal of advance up to Rs.30 million to the associated company, TPL Properties Limited.

   *"**RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to renew advance up to Rs.30 million to TPL Properties Limited."*

6. To consider and, if thought fit, to pass, with or without modification, the following special resolution in terms of Section 199 of the Companies Act, 2017, to authorize the equity investment of up to PKR 800 million and an advance of up to PKR 50 million in the subsidiary company, Astra Location Services (Pvt.) Limited.

   *"**RESOLVED THAT** pursuant to Section 199 of the Companies Act, 2017, the Company be and is hereby authorized to make equity investment of up to PKR 800 million and advance of up to PKR 50 million in its subsidiary company, Astra Location Services (Private) Limited."*

7. To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017 to authorize the Company for advance up to Rs.15 million to the associated company, TPL Life insurance Limited.

***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to for an advance up to Rs.15 Million to the associated company, TPL Life Insurance Limited."*

8. To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017 to authorize the Company for advance up to Rs.100 million to the parent company, TPL Corp Limited.

***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to for an advance up to Rs.100 Million to the parent company, TPL Corp Limited."*

ANY OTHER BUSINESS

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

By Order of the Board

Hasnain Wasim Ursani
Company Secretary

Karachi, November 06, 2026

Notes:

1. **Registration to attend Annual General Meeting through Electronic Means:**

a. 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 Annual General Meeting ("AGM") through electronic facility organized by the Company.

b. To attend the AGM through electronic means, the Members are requested to register themselves by providing the following information through email at company.secretary@tplholdings.com at least forty-eight (48) hours before the AGM.

Name of Shareholder	CNIC/NTN No.	Folio No/CDC A/c No.	Cell Number	Email Address

c. Members will be registered, after necessary verification as per the above requirement, and will be provided a video-link by the Company via email.

d. The login facility will remain open from 10:30 a.m. till the end of AGM.

2. **Closure of Share Transfer Books:**

The Share Transfer Book of the Company will remain closed from November 20, 2026 to November 27, 2026 (both days inclusive). Share Transfers received at THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan by the close of business hours (5:00 PM) on November 19, 2026 , will be treated as being in time for the purpose of above entitlement to the transferees.

3. **Participation in the AGM:**

All members, whose names appear in the register of members of the Company as on November 19, 2026, are entitled to attend (in person or by video link facility or through Proxy) the AGM and vote there at. A proxy duly appointed shall have such rights as respect to the speaking and voting at the AGM as are available to a member. Duly filled and signed Proxy Form must be received at the Registrar of the Company, THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan, not less than 48 hours before the AGM.

4. **For Attending the AGM:**

i. In case of individual, the Account holder and/or Sub-account holder whose registration details are uploaded as per the CDC regulations, shall authenticate his/her identity by providing copy of his/her valid CNIC or passport along with other particulars (Name, Folio/CDS Account Number, Cell Phone Number) via email to aforementioned ID and in case of proxy must enclose copy of his/her CNIC or passport.

ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be provided via email to aforementioned ID.

5. **Change of Address:**

Members are requested to immediately notify the change, if any, in their registered address to the Share Registrar, THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan.

6. **Conversion of Physical Shares into the Book Entry Form:**

The SECP through its letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The shareholders of the Company having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The shareholders may contact their Broker, CDC Participant or CDC Investor

Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc. For further information and assistance, the shareholders may contact our Share Registrar, THK Associates (Private) Limited.

7. Video Conferencing Facility

The Company shall provide video conference facility to its members for attending the AGM at places other than the town in which the AGM is taking place, provided that if members, collectively holding 10% (ten percent) or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 7 days prior to date of the AGM, the Company shall arrange video conference facility in that city, subject to availability of such facility in that city.

In this regard, please fill the enclosed form and submit the same to the registered address of the Company 7 days before holding of the AGM. The Company will, if such facility is available, intimate members regarding venue of video conference facility at least 5 days before the date of AGM along with complete information necessary to enable them to access such facility.

8. For Voting for Special Agenda Items:

a. Voting through Ballot Paper:

In accordance with regulation 8(2) of the Companies (Postal Ballot) Regulations, 2018, Members have the option to cast their votes using the enclosed ballot paper, a copy of which is also accessible on the Company's website. The duly filled in ballot paper should reach the chairman of the meeting through email at chairman@tpltrakker.com or through post to 20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Block 4, Abdul Sattar Edhi Avenue, Clifton, Karachi, no later than one day prior to the AGM, during working hours.

b. Electronic Voting:

In accordance with Regulation 4(4) of the Companies (Postal Ballot) Regulations, 2018, Members also have the option to cast their votes through e-voting. To facilitate this, THK Associates (Private) Limited, the e-voting service provider, will send an email on November 20, 2025, to members containing the web address, login details, password, and other necessary information. The facility for e-voting shall open on November 20, 2025 and shall close at 1700 hours (Pakistan Standard Time) on November 26, 2025.

c. Appointment of Scrutinizer for the above Business Item No. 4 to 8:

M/s. S.M. Suhail & Co. Chartered Accountants, established since 1983, has been designated as Scrutinizer, as required under the Companies (Postal Ballot) Regulations, 2018, for the purpose of voting on the said business items.

9. Intimation of No Gift Distribution

Members are hereby informed that no gifts will be distributed at the meeting.

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

Agenda Items No. [04]

Renewal of advance of PKR 700 Million to TPL Holdings (Pvt.) Limited:

The Company is desirous to renew advances to TPL Holdings (Pvt.) Limited. The renewal of advance of up to Rs. 700 million has been recommended by the Board of Directors of the Company in its meeting held on November 2, 2026.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information
i.	Name of the associated company or associated undertaking	TPL Holdings (Pvt.) Limited
ii.	Basis of relationship	Ultimate holding company
iii.	Earnings per share for the last three years of the Associated Company	FY2024-25: PKR. (55.42) per share FY2023-24: PKR. (42.18) per share FY2022-23: PKR. 6.19 per share
iv.	Break-up value per share, based on latest audited financial statements	As at June 30, 2025: PKR. 143.36 per Share
v.	Financial position of the associated company	The extracts of the reviewed balance sheet and profit and loss account of the ultimate parent company as at and for the period ended June 30, 2025 is as follows:

Balance Sheet	**PKR in '000**
Non-current assets	1,675,881
Other assets	5,633,326
Total Assets	7,309,207
Total Liabilities	5,531,278
Represented by:	
Paid up capital	60,744
Share Premium Reserve	232,300
Revenue reserve	(16,312)
Other component of equity	1,501,197
Equity	1,777,929
Profit and Loss	
Profit before interest and taxation	257,023
Financial charges	(593,690)
Loss before taxation	(336,668)
Taxation	-
Profit after taxation	(336,668)

vi	In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	TPL Holdings (Private) Limited has already commenced its operations, accordingly this section is not applicable.
vii.	Maximum amount of investment to be made	PKR 700 Million
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	**Purpose:** To meet its operational / investment requirements **Benefits:** Markup at the rate of 3 month KIBOR + 3% per annum
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds, - (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Own source and / or borrowed: (I) To bridge the funding requirement gap / timing difference for operational requirements. (II) Letter of comfort. (III) Quarterly Payments / on demand payments.
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	The Agreement was executed between TPL Trakker Limited and TPL Holdings (Private) Limited on November 02, 2026 for the renewal of advance of PKR 700 Million as per the rate given at serial No. XV, repayable as per repayment schedule given at serial No. XXIII of this material fact. The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties. In case of any dispute the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940.
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company. Following are the common directors of TPLH and the Company: Name of Director | Shareholding in TPLT | Shareholding in TPLH Mr. Jameel Yusuf | 1 | 388,570
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	Advance balance as on June 30, 2025: PKR. 154.942 Million Please refer to serial No. V of the statement of Material Facts. No impairment or write off was undertaken during the year.
xiii.	Any other important details necessary for the members to understand the transaction;	No other information

xiv.	Category-wise amount of investment;	Advances: PKR. 700 Million
xv.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	The average estimated borrowing cost of the Company is 3 month KIBOR + 3%.
xvi	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Markup to be charged at the rate of 3 month KIBOR + 3%. Cost.
xvii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of comfort.
xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	The said investment does not carry conversion feature
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The advance and mark-up thereon is to be paid as per availability / on demand by the investing company and to be adjusted against reimbursable expenses incurred periodically by TPL Holdings (Pvt.) Limited on behalf of the Company.
xx.	Sources of funds from where loans or advances will be given	Own and/or borrowed funds
	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a. To bridge the funding requirement gap / timing difference for operational requirements. b. Letter of comfort. c. Quarterly Payments / on demand payments.
xxi.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of comfort
xxii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	The said investment does not carry conversion feature
xxiii.	Repayment schedule and terms of loans or advances to be given to the investee company	The advance and mark-up thereon is to be paid as per availability / on demand by the investing company and to be adjusted against reimbursable expenses incurred periodically by TPL Holdings (Pvt.) Limited on behalf of the Company.

Agenda Items No. [05]

Renewal of advance of PKR 30 Million to TPL Properties Limited:

The Company is desirous to renew advances to TPL Properties Limited. The renewal of advance of upto Rs. 30 Million has been recommended by the Board of Directors of the Company in its meeting held on November 02, 2026.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

<table>
<tr><th>S. No.</th><th>Requirement</th><th>Information</th></tr>
<tr><td>i.</td><td>Name of the associated company or associated undertaking</td><td>TPL Properties Limited</td></tr>
<tr><td>ii.</td><td>Basis of relationship</td><td>Associated Company</td></tr>
<tr><td>iii.</td><td>Earnings per share for the last three years of the Associated Company</td><td>FY2024-25: PKR. (2.29) per share
FY2023-24: PKR. (6.47) per share
FY2022-23: PKR (7.5) per share</td></tr>
<tr><td>iv.</td><td>Break-up value per share, based on latest audited financial statements</td><td>As at June 30, 2024: PKR. 15.5 per Share</td></tr>
<tr><td>v.</td><td>a. Financial position of the associated company</td><td>The extracts of the reviewed balance sheet and profit and loss account of the associated company as at and for the period ended June 30, 2025 is as follows:
<table>
<tr><th>Balance Sheet</th><th>PKR in ‘000</th></tr>
<tr><td>Non-current assets</td><td>10,725,897</td></tr>
<tr><td>Current assets</td><td>1,371,140</td></tr>
<tr><td>Total Assets</td><td>12,097,037</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>3,401,002</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by:</td><td></td></tr>
<tr><td>Paid up capital</td><td>5,610,869</td></tr>
<tr><td>Capital Reserve</td><td>(225,869)</td></tr>
<tr><td>Accumulated profit</td><td>3,311,035</td></tr>
<tr><td>Equity</td><td>8,696,035</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>Loss before interest and taxation</td><td>(756,731)</td></tr>
<tr><td>Financial charges</td><td>(507,735)</td></tr>
<tr><td>Loss before taxation</td><td>(1,264,466)</td></tr>
<tr><td>Taxation</td><td>(22,871)</td></tr>
<tr><td>Loss after taxation</td><td>(1,287,336)</td></tr>
</table></td></tr>
<tr><td>vi</td><td>In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required:
a) a description of the project and its history since conceptualization;
b) starting date and expected date of completion; c) time by which such project shall become commercially operational;
d) expected return on total capital employed in the project; and
e) funds invested or to be invested by</td><td>TPL Properties has already commenced its operations, accordingly this section is not applicable.</td></tr>
</table>

	the promoters distinguishing between cash and non-cash amounts;	
vii.	Maximum amount of investment to be made	PKR 30 Million
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	The purpose of the investment was to TPL Properties Limited to meet its operational requirements.
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds, - (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Own source and / or borrowed: (I) To bridge the funding requirement gap / timing difference for operational requirements. (II) Letter of comfort. (III) Quarterly Payments / on demand payments.
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	The Agreement was executed between TPL Trakker Limited and TPL Properties Limited on November 02, 2026 for the renewal of advance of PKR 30 Million as per the rate given at serial No. XV, repayable as per repayment schedule given at serial No. XXIII of this material fact. The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties. In case of any dispute the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940.
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company. Following are the common directors of TPLP and the Company: Name of Director | Shareholding in TPLT | Shareholding in TPLP Mr. Jameel Yusuf | 1 | 3,035,775
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	Advance balance as on June 30th 2025: PKR. 17.07 Million Please refer to serial No. V of the Statement of Material Facts. No impairment or write-off was undertaken during the year.
xiii.	Any other important details necessary for the members to understand the transaction;	No additional information
xiv.	Category-wise amount of investment;	Advance: PKR. 30 Million
xv.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	06 months KIBOR (including the 1st working day of the calendar quarter) plus a minimum of 3% per annum..
xvi	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	06 months KIBOR (including the 1st working day of the calendar quarter) plus a minimum of 3% per annum.
xvii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of comfort

xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	The said investment does not carry conversion feature
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The advance and mark-up thereon is to be paid as per availability / on demand by the investing company and to be adjusted against reimbursable expenses incurred periodically by TPL Properties Limited on behalf of the Company.
xx.	Sources of funds from where loans or advances will be given	Own and/or borrowed funds
	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a) To bridge the funding requirement gap / timing difference for operational requirements. b) Letter of comfort. c) Quarterly Payments / on demand payments.
xxi.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The Advance is unsecured.
xxii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	The said investment does not carry conversion feature
xxiii.	Repayment schedule and terms of loans or advances to be given to the investee company	The advance and mark-up thereon is to be paid as per availability / on demand by the investing company and to be adjusted against reimbursable expenses incurred periodically by TPL Properties Limited on behalf of the Company.

Agenda No. [06]

Equity Investment of up to PKR 800 Million and Advance of up to PKR 50 Million to Astra Location Services (Private) Limited:

The Company is desirous to make an equity investment and to extend the advances to Astra Location Services (Private) Limited. The equity investment of up to PKR 800 Million and advance of up to PKR 50 Million has been recommended by the Board of Directors of the Company in its meeting held on November 02, 2026.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information
i.	Name of the associated company or associated undertaking	Astra Location Services (Private) Limited
ii.	Basis of relationship	Subsidiary Company
iii.	Earnings per share for the last three years of the Associated Company	FY-2024-25: PKR. (1,140.23) per share FY-2023-24: PKR. (469.60) per share FY-2022-23: PKR. (610.27) per share
iv.	Break-up value per share, based on latest audited financial statements	As at June 30, 2025: PKR. (280.07) per share

<table>
<tr>
<td>v.</td>
<td>Financial position (main items of statement of financial position and profit and loss account on the basis of latest financial statements) of the associated company</td>
<td>The extracts of the audited/reviewed balance sheet and profit and loss account of the associated company as at and for the period ended June 30, 2025 is as follows:
<table>
<tr><td>Balance Sheet</td><td>Rupees</td></tr>
<tr><td>Non-current assets</td><td>1,089,177</td></tr>
<tr><td>Other assets</td><td>47,233</td></tr>
<tr><td>Total Assets</td><td>1,136,409</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>1,164,417</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by :Paid up capital</td><td>1,000</td></tr>
<tr><td>Capital Reserve</td><td>193,003</td></tr>
<tr><td>Accumulated (loss)</td><td>(222,010)</td></tr>
<tr><td>Equity</td><td>(28,007)</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>Loss before interest and taxation</td><td>(112,100)</td></tr>
<tr><td>Financial charges</td><td>(5,865)</td></tr>
<tr><td>Loss before taxation</td><td>(117,965)</td></tr>
<tr><td>Taxation</td><td>3,942</td></tr>
<tr><td>Loss after taxation</td><td>(114,023)</td></tr>
</table>
</td>
</tr>
<tr>
<td>vi</td>
<td>In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required:
a) a description of the project and its history since conceptualization;
b) starting date and expected date of completion;
c) time by which such project shall become commercially operational;
d) expected return on total capital employed in the project; and
e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;</td>
<td>Astra Location Services has already commenced its operations, accordingly this section is not applicable.</td>
</tr>
<tr>
<td>vii.</td>
<td>Maximum amount of investment to be made</td>
<td>PKR 800 Million and PKR 50 Million as loan/advance to meet working capital needs</td>
</tr>
<tr>
<td>viii.</td>
<td>Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</td>
<td>Purpose: To convert long-term advances to Astra Location Services (Private) Limited into equity. Also, loan/advance to meet the working capital requirements.
Benefits: Value appreciation of the investment.</td>
</tr>
</table>

ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds, - (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) (III) cost benefit analysis;	Own source
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	The Agreement was executed between TPL Trakker Limited and Astra Location Services (Private) Limited on November 02, 2026 for the equity investment of PKR 850 as per the rate given at serial No. XV, repayable as per repayment schedule given at serial No. XXIII of this material fact. The validity of the Agreement is one year. In case of any dispute the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940.
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company. Mr. Nader Bashir Nawaz is the Executive Director of Astra Location Services and the Company.
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	**Advances balance as at June 30, 2025** PKR 772.91 Million Please refer to serial No. V of the Statement of Material Facts. No impairment or write-off was undertaken during the year.
xiii.	Any other important details necessary for the members to understand the transaction;	The board approved the de merger of mapping segment of TPL Trakker Limited and accordingly Astra Location Services was established as a wholly own subsidiary of TPL Trakker Limited.
xiv.	maximum price at which securities will be acquired;	At Par value.
xv.	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	At Par value
xvi.	maximum number of securities to be acquired	100%
xvii.	number of securities and percentage thereof held before and after the proposed investment	Before investment – Nil After investment–80,000,000 shares (99.87%)
xviii.	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities;	Not Applicable as the investment/advance is proposed in an unlisted company
xix.	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	The Company has calculated the fair value of its investment based on market comparable valuation.

Agenda Items No. [07]:

Advance of up to PKR 15 Million to TPL Life Insurance Limited:

The Company is desirous to extend an advance to TPL Life Insurance Limited. The advance of up to Rs. 15 Million has been recommended by the Board of Directors of the Company in its meeting held on November 2, 2026.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information
i.	Name of the associated company or associated undertaking	TPL Life Insurance Limited
ii.	Basis of relationship	Associated Company
iii.	Earnings per share for the last three years of the Associated Company	FY2024-25: PKR. (0.93) per share FY2023-24: PKR. (1.54) per share FY2022-23: PKR. (1.24) per share
iv.	Break-up value per share, based on latest audited financial statements	As at December 31, 2025: PKR. 1.17 per Share
v.	Financial position of the associated company	The extracts of the reviewed balance sheet and profit and loss account of the ultimate parent company at and for the year ended December 31, 2025 is as follows:
vi	In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also	TPL Life Insurance Limited has already commenced its operations, accordingly this section is not applicable.

Balance Sheet	**PKR '000**
Non-current assets	269,910
Other assets	1,190,806
Total Assets	1,460,716
Total Liabilities	1,198,128
Represented by:	
Paid up capital	2,245,000
Accumulated loss	(2,462,412)
Other component of equity	480,000
Equity	262,588
Profit and Loss	
Profit before interest and taxation	(189,608)
Financial charges	(10,183)
Profit before taxation	(199,791)
Taxation	(8,405)
lOSS after taxation	(208,196)

	required: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	
vii.	Maximum amount of investment to be made	PKR 15 Million
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	**Purpose:** To meet its operational / investment requirements **Benefits:**
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds, - (III) justification for investment through borrowings; (IV) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Own source and / or borrowed: (IV) To bridge the funding requirement gap / timing difference for operational requirements. (V) Letter of comfort. (VI) Quarterly Payments / on demand payments.
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	The Agreement was executed between TPL Trakker Limited and TPL Life Insurance Limited on November 02, 2026 for the renewal of advance of PKR 15 Million as per the rate given at serial No. XV, repayable as per repayment schedule given at serial No. XXIII of this material fact. The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties. In case of any dispute the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940.
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company. Following are the common directors of TPLL and the Company: Name of Director | Shareholding in TPLT | Shareholding in TPL Mr. Jameel Yusuf | 1 | 0
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	Advance balance as on June 30, 2025: PKR. 13.307 Million Please refer to serial No. V of the statement of Material Facts. No impairment or write off was undertaken during the year.
xiii.	Any other important details necessary for the members to understand the transaction;	No other information
xiv.	Category-wise amount of investment;	Advances: PKR. 15 Million

xv.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	The average estimated borrowing cost of the Company is 3 month KIBOR + 3%.
xvi	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Markup to be charged at the rate of 3 month KIBOR + 3%
xvii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of comfort.
xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	The said investment does not carry conversion feature
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The advance and mark-up thereon is to be paid as per availability / on demand by the investing company and to be adjusted against reimbursable expenses incurred periodically by TPL Life Insurance Limited on behalf of the Company.
xx.	Sources of funds from where loans or advances will be given	Own and/or borrowed funds
	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a) To bridge the funding requirement gap / timing difference for operational requirements. b) Letter of comfort. c) Quarterly Payments / on demand payments.
xxi.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of comfort
xxii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	The said investment does not carry conversion feature
xxiii.	Repayment schedule and terms of loans or advances to be given to the investee company	The advance and mark-up thereon is to be paid as per availability / on demand by the investing company and to be adjusted against reimbursable expenses incurred periodically by TPL Life Insurance Limited on behalf of the Company.

Agenda No. [08]

Advance of up to PKR 100 Million to TPL Corp Limited:

The Company is desirous to extend an advance to TPL Corp Limited. The advance of up to PKR 100 Million has been recommended by the Board of Directors of the Company in its meeting held on November 02, 2026.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information
i.	Name of the associated company or associated undertaking	TPL Corp Limited
ii.	Basis of relationship	Ultimate Parent Company

<table>
<tr><td>iii.</td><td>Earnings per share for the last three years of the Associated Company</td><td>FY2024-25: PKR. (4.00) per share
FY2023-24: PKR. (5.23) per share
FY2022-23: PKR (3.23) per share</td></tr>
<tr><td>iv.</td><td>Break-up value per share, based on latest audited financial statements</td><td>As at June 30, 2026: PKR. (2.74) per Share</td></tr>
<tr><td>v.</td><td>b. Financial position of the associated company</td><td>The extracts of the reviewed balance sheet and profit and loss account of the associated company as at and for the period ended June 30, 2025 is as follows:
<table>
<tr><th>Balance Sheet</th><th>PKR '000</th></tr>
<tr><td>Non-current assets</td><td>7,895,397</td></tr>
<tr><td>Current assets</td><td>401,827</td></tr>
<tr><td>Total Assets</td><td>8,297,224</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>9,029,286</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by:</td><td></td></tr>
<tr><td>Paid up capital</td><td>2,672,978</td></tr>
<tr><td>Capital Reserve</td><td>837,876</td></tr>
<tr><td>Accumulated loss</td><td>(4,242,916)</td></tr>
<tr><td>Equity</td><td>(732,063)</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>Loss before interest and taxation</td><td>(104,232</td></tr>
<tr><td>Financial charges</td><td>(958,016)</td></tr>
<tr><td>Loss before taxation</td><td>(1,062,248)</td></tr>
<tr><td>Taxation</td><td>(8,265)</td></tr>
<tr><td>Loss after taxation</td><td>(1,070,513)</td></tr>
</table></td></tr>
<tr><td>vi</td><td>In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required:
a) a description of the project and its history since conceptualization;
b) starting date and expected date of completion; c) time by which such project shall become commercially operational;
d) expected return on total capital employed in the project; and
e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;</td><td>TPL Corp Limited has already commenced its operations, accordingly this section is not applicable.</td></tr>
<tr><td>vii.</td><td>Maximum amount of investment to be made</td><td>PKR 100 Million</td></tr>
<tr><td>viii.</td><td>Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</td><td>The purpose of the investment was to TPL Corp Limited to meet its operational requirements.</td></tr>
<tr><td>ix.</td><td>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds, -
(III) justification for investment through borrowings;
(IV) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and
(III) cost benefit analysis;</td><td>Own source and / or borrowed:

(IV) To bridge the funding requirement gap / timing difference for operational requirements.
(V) Letter of comfort.
(VI) Quarterly Payments / on demand payments.</td></tr>
</table>

<table>
<tr><td>x.</td><td>Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</td><td>The Agreement was executed between TPL Trakker Limited and TPL Corp Limited on November 02, 2026 for the renewal of advance of PKR 20 Million as per the rate given at serial No. XV, repayable as per repayment schedule given at serial No. XXIII of this material fact.

The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties.

In case of any dispute the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940.</td></tr>
<tr><td>xi.</td><td>Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration</td><td>The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company.

Following are the common directors of TPLP and the Company:<table><tr><td>Name of Director</td><td>Shareholding in TPLT</td><td>Shareholding in TPL</td></tr><tr><td>Mr. Jameel Yusuf</td><td>1</td><td>0</td></tr></table></td></tr>
<tr><td>xii.</td><td>In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and</td><td>Advance balance as on June 30th 2025: PKR. 17.07 Million

Please refer to serial No. V of the Statement of Material Facts. No impairment or write-off was undertaken during the year.</td></tr>
<tr><td>xiii.</td><td>Any other important details necessary for the members to understand the transaction;</td><td>No additional information</td></tr>
<tr><td>xiv.</td><td>Category-wise amount of investment;</td><td>Advance: PKR. 100 Million</td></tr>
<tr><td>xv.</td><td>Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period</td><td>03 months KIBOR (including the 1st working day of the calendar quarter) plus a minimum of 3% per annum.</td></tr>
<tr><td>xvi</td><td>Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;</td><td>03 months KIBOR (including the 1st working day of the calendar quarter) plus a minimum of 3% per annum.</td></tr>
<tr><td>xvii.</td><td>Particulars of collateral or security to be obtained in relation to the proposed investment;</td><td>Letter of comfort</td></tr>
<tr><td>xviii.</td><td>If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and</td><td>The said investment does not carry conversion feature</td></tr>
<tr><td>xix.</td><td>Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.</td><td>The advance and mark-up thereon is to be paid as per availability / on demand by the investing company and to be adjusted against reimbursable expenses incurred periodically by TPL Properties Limited on behalf of the Company.</td></tr>
<tr><td>xx.</td><td>Sources of funds from where loans or advances will be given</td><td>Own and/or borrowed funds</td></tr>
</table>

	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	d) To bridge the funding requirement gap / timing difference for operational requirements. e) Letter of comfort. f) Quarterly Payments / on demand payments.
xxi.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The Advance is unsecured.
xxii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	The said investment does not carry conversion feature
xxiii.	Repayment schedule and terms of loans or advances to be given to the investee company	The advance and mark-up thereon is to be paid as per availability / on demand by the investing company and to be adjusted against reimbursable expenses incurred periodically by TPL Properties Limited on behalf of the Company.

Postal Ballot Paper

Postal Ballot Paper for Special Business Items to be transacted at the Annual General Meeting ("AGM") of TPL Trakker Limited ("Company") to be held on Friday, November 27, 2026 at 10:30 A.M. at Dr. Shamshad Akhter Auditorium, Stock Exchange Building, Exchange Road, Karachi

This is in accordance with regulation 8(2) of the Companies (Postal Ballot) Regulations, 2018. Members have the option to cast their votes using the ballot paper, a copy of which is also accessible on the Company's website. The duly filled in ballot paper should reach the chairman of the meeting through email at chairman@tplproperties.com or through post to 20 Floor, Sky Tower-East Wing, Dolmen City, HC-3, Block 4, Abdul Sattar Edhi Avenue, Clifton, Karachi, no later than one day prior to the AGM, during working hours.

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

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 resolutions by placing tick (√) mark in the appropriate box below (delete as appropriate):

Sr. No.	Nature and Description of resolution	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for renewal of advance up to Rs.700 million to the ultimate parent company, TPL Holdings (Pvt.) Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to renew advance up to Rs.700 million to TPL Holdings (Pvt.) Limited."*			
2.	To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for renewal of advance up to Rs.30 million to the associated company, TPL Properties Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to renew advance up to Rs.30 million to TPL Properties Limited.*			
3.	To consider and, if thought fit, to pass, with or without modification, the following special resolution in terms of Section 199 of the Companies Act, 2017, to authorize the equity investment of up to PKR 800 million and an advance of up to PKR 50 million in the subsidiary company, Astra Location Services (Pvt.) Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act, 2017, the Company be and is hereby authorized to make equity investment of up to PKR 800 million and advance of up to PKR 50 million in its subsidiary company, Astra Location Services (Private) Limited."*			

4.	To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017 to authorize the Company for advance up to Rs.15 million to the associated company, TPL Life insurance Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to for an advance up to Rs.15 Million to the associated company, TPL Life Insurance Limited.*			
5	To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017 to authorize the Company for advance up to Rs.100 million to the parent company, TPL Corp Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to for an advance up to Rs.100 Million to the parent company, TPL Corp Limited."*			

_____
Signature of shareholder(s)

Place: _____

Date: _____

Notes:

1. Duly filled postal ballot should be sent to chairman at chairman@tplproperties.com or through post to Mr. Jameel Yusuf, TPL Properties Limited, 20 Floor, Sky Tower-East Wing, Dolmen City, HC-3, Block Abdul Sattar Edhi Avenue, Clifton, Karachi.
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot form should reach chairman of the meeting on or before November 26, 2026. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

Form of Proxy
Annual General Meeting of TPL Trakker Limited

I/We _____ S/o / D/o / W/o _____ resident of (full address) _____ being a member(s) of **TPL Trakker Limited (the "Company"),** holding _____ ordinary shares, hereby appoint _____ S/o / D/o / W/o _____ resident of (full address)_____ or failing him / her _____ S/o / D/o / W/o _____ resident of (full address)_____ as my / our proxy in my / our absence to attend and vote for me / us on my / our behalf at Annual General Meeting of the Company to be held on **Friday, 27 November, 2026** and/or adjournment thereof.

As witness my / our hand (s) seal this on the _____ day of _____ 2026.

Signed by the said:

Folio No. / CDC Account No.

	Signature on Revenue Stamp of Appropriate Value.

The signature should agree with the specimen registered with the Company

In presence of:

1. Signature: _____
   Name: _____
   Address: _____
   CNIC or Passport No:

2. Signature: _____
   Name: _____
   Address: _____
   CNIC or Passport No: _____

Important Instructions:

1. The Proxy form, duly completed and signed, must be received at the Registrar's Office of the Company not less than forty-eight (48) hours before the time of holding the meeting.
2. If a member appoints more than one proxy and more than one instrument of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
3. In case of a proxy for an individual CDC shareholder, attested copies of CNIC or the passport, account and participant's ID number of the beneficial owner and along with the proxy is required to be furnished with the proxy form.
4. In case of a corporate entity, the Board of Directors' resolution / power of attorney with the specimen signature shall be submitted (unless it has been provided earlier) along with the proxy form of the Company.

Video Conferencing Facility Request Form for Annual General Meeting of TPL Trakker Limited

I/We _____S/o / D/o / W/o _____ resident of (full address) _____ being a member(s) of TPL Trakker Limited (the "**Company**"), holding _____ ordinary shares, hereby opt for video conference facility at _____ to attend the Annual General Meeting of the Company to be held on **Friday, 27 November, 2026** and/or adjournment thereof.

Folio No. / CDC Account No.

Signature on Revenue Stamp of Appropriate Value.

The signature should agree with the specimen registered with the Company.

TPL Trakker Ltd.
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