

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 Thursday, November 27, 2025 at 11.30 a.m. at the PSX Auditorium, Stock Exchange Building, Exchange Road, Karachi, to transact the following business:

ORDINARY BUSINESS:

1. To approve the minutes of the Extra Ordinary General Meeting held on June 13, 2025.

"RESOLVED THAT the minutes of Extra Ordinary General Meeting of TPL Trakker Limited held on June 13, 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, 2025.

"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 2025 be and are hereby approved."

3. To appoint auditors for the year ending June 30, 2026, 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, 2026."

4. To elect directors of the Company for a three-year term. The Board of Directors, in its meeting, has fixed the number of directors at seven (7). The term of the following directors, in pursuance of Section 158 of the Companies Act, 2017, has expired:

1. Mr. Jameel Yusuf Ahmed S.St
2. Ms. Nausheen Amjad
3. Mr. Muhammad Riaz
4. Mr. Amjad Waqar
5. Mr. Imran Husain
6. Brigadier (R) Muhammad Tahir Chaudhary

SPECIAL BUSINESS:

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.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."

6. 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.20 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.20 million to TPL Properties 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 to make an equity investment of up to Rs. 971.572 Million and to extend advances of up to 28.428 Million in associated company, Astra Location Services (Private) Limited.

"RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make an equity investment of up to Rs. 971.572 Million and to extend advances of up to 28.428 Million in associated company, Astra Location Services (Private) Limited."

ANY OTHER BUSINESS

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

By Order of the Board

Shayan Mufti
Company Secretary

Karachi, November 06, 2025

TPL Trakker Ltd.

Plot No. 1, Sector # 24, near Shan Chowrangi,
Korangi Industrial Area, Karachi - 74900

 +92-21-34390300-5

 info@trakker.com.pk

 www.tpltrakker.com

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 11:15 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, 2025 to November 27, 2025 (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, 2025, 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, 2025, 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) and in case of proxy must provide 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 7:

M/s. Junaidy Shoaib Asad, Chartered Accountants, having more than 10 years of experience, and represented by Partner Mr. Naveed Alam, Chartered Accountant, 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.

10. For Election of Directors:

In accordance with Section 159(1) of the Companies Act, 2017, the number of directors to be elected has been fixed at seven (7) by the Board of Directors of the Company. In terms of Section 159(3) of the Companies Act, 2017, any person who seeks to contest election to the office of a director, whether he/she is a retiring director or otherwise, shall file with the Company, at its registered office, not later than fourteen (14) days before the date of this meeting, the following documents:

- a. Notice of his/her intention to offer himself/herself for election as a Director. Provided that any such person may, at any time before the holding of the election, withdraw such notice.
- b. Consent to act as a Director under Section 167 of the Companies Act, 2017, along with a copy of valid CNIC/Passport and Taxpayer Registration Certificate.
- c. A detailed profile along with office address.
- d. A declaration confirming that:
 - i. He/she is aware of the duties of directors under the Companies Act, 2017, the Memorandum and Articles of Association, and all applicable laws and regulations.
 - ii. He/she does not violate any provisions or conditions prescribed by SECP for holding such office and shall comply with all SECP directives, circulars, notifications, and other applicable orders.
 - iii. He/she is not ineligible to become a director of the Company under any applicable laws and regulations.
 - iv. He/she is not serving as a director of more than seven listed companies, including this Company, but excluding directorships in listed subsidiaries of listed holding companies.

No director have any direct or indirect interest in the above said business other than as a shareholder of the Company, and they are eligible to contest the election for directorship.

Pursuant to Regulation 4 of the Companies (Postal Ballot) Regulations, 2018, the right to vote through electronic voting facility and voting by post in respect of the Election of Directors shall be provided to the members if the number of persons who offer themselves to be elected is more than the number of directors fixed by the Board of Directors of the Company.

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

Agenda Items No. 04 to 07:

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 has been recommended by the Board of Directors of the Company in its meeting held on October 21, 2025.

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 parent company																																		
iii.	Earnings per share for the last three years of the Associated Company	FY2023-24: PKR. (42.18) per share FY2022-23: PKR. 5.24 per share FY2021-22: PKR. (7.21) per share																																		
iv.	Break-up value per share, based on latest audited financial statements	As at June 30, 2024: PKR. 101.18 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, 2024 is as follows: <table><tr><th>Balance Sheet</th><th>Rupees</th></tr><tr><td>Non-current assets</td><td>1,585,434,777</td></tr><tr><td>Other assets</td><td>3,296,397,361</td></tr><tr><td>Total Assets</td><td>4,881,832,138</td></tr><tr><td></td><td></td></tr><tr><td>Total Liabilities</td><td>4,267,235,207</td></tr><tr><td></td><td></td></tr><tr><td>Represented by:</td><td></td></tr><tr><td>Paid up capital</td><td>60,744,000</td></tr><tr><td>Capital Reserve</td><td>14,432,608</td></tr><tr><td>Accumulated Profit</td><td>321,552,931</td></tr><tr><td>Other component of equity</td><td>232,300,000</td></tr><tr><td>Equity</td><td>614,596,931</td></tr><tr><td></td><td></td></tr><tr><td>Profit and Loss</td><td></td></tr><tr><td>Profit before interest and taxation</td><td>443,666,415</td></tr><tr><td>Financial charges</td><td>(699,211,902)</td></tr></table>	Balance Sheet	Rupees	Non-current assets	1,585,434,777	Other assets	3,296,397,361	Total Assets	4,881,832,138			Total Liabilities	4,267,235,207			Represented by:		Paid up capital	60,744,000	Capital Reserve	14,432,608	Accumulated Profit	321,552,931	Other component of equity	232,300,000	Equity	614,596,931			Profit and Loss		Profit before interest and taxation	443,666,415	Financial charges	(699,211,902)
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		(Loss) before taxation	(255,545,487)	
		Taxation	(654,352)	
		(Loss) after taxation	(256,199,839)	
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 October 21, 2025 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: <table> <tr> <th>Name of Director</th><th>Shareholding in TPLT</th><th>Shareholding in TPLH</th></tr> <tr> <td>Mr. Jameel Yusuf</td><td>1</td><td>388,570</td></tr> </table>	Name of Director	Shareholding in TPLT	Shareholding in TPLH	Mr. Jameel Yusuf	1	388,570
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 30th 2025: PKR. 154.94 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% per anum						
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% per anum						
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 quarterly basis / 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 quarterly basis / 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.

Renewal of advance of PKR 20 Million to TPL Properties Limited:

The Company is desirous to renew advances to TPL Properties Limited. The renewal of advance has been recommended by the Board of Directors of the Company in its meeting held on October 21, 2025.

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 Properties Limited																						
ii.	Basis of relationship	Associated Company																						
iii.	Earnings per share for the last three years of the Associated Company	FY2023-24: PKR (6.47) per share FY2022-23: PKR. (7.5) per share FY2021-22: PKR. 8.87 per share																						
iv.	Break-up value per share, based on latest audited financial statements	As at June 30, 2024: PKR. 17.79 per Share																						
v.	a. Financial position of the associated company	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, 2024 is as follows: <table><tr><th>Balance Sheet</th><th>Rupees</th></tr><tr><td>Non-current assets</td><td>11,629,592,022</td></tr><tr><td>Other assets</td><td>2,419,291,892</td></tr><tr><td>Total Assets</td><td>14,048,883,914</td></tr><tr><td></td><td></td></tr><tr><td>Total Liabilities</td><td>4,065,512,822</td></tr><tr><td></td><td></td></tr><tr><td><i>Represented by:</i></td><td></td></tr><tr><td>Paid up capital</td><td>5,610,868,792</td></tr><tr><td>Capital Reserve</td><td>(225,868,846)</td></tr><tr><td>Accumulated profit</td><td>4,598,371,146</td></tr></table>	Balance Sheet	Rupees	Non-current assets	11,629,592,022	Other assets	2,419,291,892	Total Assets	14,048,883,914			Total Liabilities	4,065,512,822			<i>Represented by:</i>		Paid up capital	5,610,868,792	Capital Reserve	(225,868,846)	Accumulated profit	4,598,371,146
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		<table><tr><td>Equity</td><td>9,983,371,092</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>(3,026,951,752)</td></tr><tr><td>Financial charges</td><td>(603,201,363)</td></tr><tr><td>Loss before taxation</td><td>(3,630,153,115)</td></tr><tr><td>Taxation</td><td>-</td></tr><tr><td>Loss after taxation</td><td>(3,630,153,115)</td></tr></table>	Equity	9,983,371,092			Profit and Loss		Loss before interest and taxation	(3,026,951,752)	Financial charges	(603,201,363)	Loss before taxation	(3,630,153,115)	Taxation	-	Loss after taxation	(3,630,153,115)
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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 Properties has already commenced its operations, accordingly this section is not applicable.																
vii.	Maximum amount of investment to be made	PKR 20 million																
viii.	Purpose, benefits are 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 October 21, 2025, 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.						
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: <table border="1"> <tr> <th>Name of Director</th><th>Shareholding in TPLT</th><th>Shareholding in TPLP</th></tr> <tr> <td>Mr. Jameel Yusuf</td><td>1</td><td>3,035,775</td></tr> </table>	Name of Director	Shareholding in TPLT	Shareholding in TPLP	Mr. Jameel Yusuf	1	3,035,775
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. 20 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 6 months KIBOR + 3% per annum						
xvi.	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	6 month KIBOR + 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 quarterly basis / on demand by the investing company and to be adjusted against reimbursable expenses incurred periodically by TPL Properties Limited on behalf of the Company.

Investment of PKR 1,000 million in Astra Location Services (Private) Limited:

The Company has entered into a tri-party agreement for the issuance of shares and advance for PKR 1,000 million. The investment has been recommended by the Board of Directors of the Company in its meeting held on October 21, 2025.

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. (1,140.00) 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. (860.16) per share
v.	Financial position (main items of statement of financial position and profit and loss account based on latest financial statements) of the associated company	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:

		Balance Sheet	Rupees
		Non-current assets	1,089,176,583
		Other assets	47,232,735
		Total Assets	1,136,409,318
		Total Liabilities	1,164,416,539
		<i>Represented by</i> :Paid up capital	1,000,000
		Advance against right shares	-
		Capital Reserve	193,003,027
		Accumulated (loss)	(222,010,248)
		Surplus on Revaluation of Fixed Assets	-
		Equity	(28,007,221)
		Profit and Loss	
		Loss before interest and taxation	(108,881,316)
		Financial charges	(5,864,762)
		Loss before taxation	(114,746,078)
		Taxation	723,153
		Loss after taxation	(114,022,925)
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	Astra Location Services has already commenced its operations; accordingly, this section is not applicable.	

	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;	
vii.	Maximum amount of investment to be made	PKR 1,000 million (conversion of long-term and short-term advances into equity)
viii.	Purpose, benefits are likely to accrue to the investing company and its members from such investment and period of investment;	Purpose: To convert long-term advances (PKR772.909 million) and short-term advances (PKR 198.663 million) to Astra Location Services (Private) Limited into equity. Benefits: Value appreciation of the investment
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 October 21, 2025, for the equity investment of PKR 971.572 million through conversion of advances and PKR 28.428 million as advances as per the rate given at serial No. XV, and advance will be repayable on demand / quarterly basis. 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. Following are the common directors of Astra Location Services and the Company: <table border="1"> <tr> <th>Name of Director</th><th>Shareholding in TPLT</th><th>Shareholding in Astra Location</th></tr> <tr> <td>Amjad Waqar</td><td>Nil</td><td>Nil</td></tr> </table>	Name of Director	Shareholding in TPLT	Shareholding in Astra Location	Amjad Waqar	Nil	Nil
Name of Director	Shareholding in TPLT	Shareholding in Astra Location						
Amjad Waqar	Nil	Nil						
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	Long-term advance as on June 30, 2025, PKR 772.909 million (to be converted into equity investment) Short-term advance as on June 30, 2025, PKR 198.663 million (to be converted into equity investment) Please refer to serial No. V of the statement of material facts. The impairment of PKR 32.642 million was recognized during FY 2024-25 as mentioned in Serial No. XIX of this material facts.						
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. Astra Location Services (Pvt) Limited and Astra Location Services (Singapore) Pte. Ltd. Are the wholly owned subsidiaries of the Company						
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	Before investment –100% shareholding						

	proposed investment	After investment – 100% shareholding
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.



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