

**Postal Ballot Paper**

**Postal Ballot Paper for a Special Business Item to be transacted at the Extraordinary General Meeting (“EOGM”) of TPL Trakker Limited (“Company”) to be held on Friday, June 21<sup>st</sup>, 2024 at 11:30 A.M. at PSX 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@tpltrakker.com](mailto:chairman@tpltrakker.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 EOGM, 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 resolution through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (√) mark in the appropriate box below (delete as appropriate):

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.	<p>To consider and if thought fit, to pass with or without modification, special resolution for revision of remuneration of non-executive directors, as determined by the Board of Directors of the Company, from PKR 100,000/- to PKR 120,000/- per meeting (including sub-committee meetings).</p> <p><b>“RESOLVED THAT</b> pursuant to Section 170 of the Companies Act, 2017 read along with Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company, for the revision of remuneration of non-executive directors of the Company from PKR 100,000/- to PKR 120,000/- per meeting (including sub-committee meetings).”</p>			
2.	<p>To consider and, if deemed fit, to pass with or without modification, the following resolutions, as special resolutions, in accordance with Section 199 of the Companies Act, 2017 (the “Act”), in order to amend/supplement the loan agreement / arrangement entered into by the Company with its subsidiary company, Trakker Middle East L.L.C. (“TME”), regarding the advance/loan extended by the Company to TME, to the extent of including conversion features, as well as to authorize the Company to convert the outstanding loan, including the principal amount, accrued interest, and any other related party liabilities, amounting up to Rs. 661,094,368/-, into equity / shares of TME i.e. up to 8,727 shares of AED 1,000/- each.</p> <p><b>“RESOLVED THAT,</b> in accordance with Section 199 of the Companies Act, 2017 (the “Act”), the shareholders of the Company be and hereby approve the amendments and/or supplementation of the loan agreement entered into by the Company with its</p>			

<p><i>subsidiary, Trakker Middle East L.L.C. (“TME”), regarding the advance/loan extended by the Company to TME, specifically to include conversion features in accordance with the statement of material facts annexed to this notice.”</i></p> <p><b>“FURTHER RESOLVED THAT,</b> <i>subject to obtaining any regulatory approvals, the Company is hereby authorized to convert the outstanding loan, including the principal amount, accrued interest, and any other related party liabilities, amounting up to Rs. 661,094,368/- into equity / shares of TME i.e. up to 8,727 shares of AED 1,000/- each.</i></p> <p><b>“FURTHER RESOLVED THAT,</b> <i>in pursuance of the above, the Company be and is hereby authorized to make equity investments of up to Rs. 661,094,368/-, in its associated company i.e. TME via conversion, in pursuance of Section 199 of the Companies Act, 2017, in one or more tranches as determined by the Board of Directors.”</i></p> <p><b>“FURTHER RESOLVED THAT</b> <i>the Chief Executive Office, Chief Financial Officer and the Company Secretary, be and are hereby authorized, singly, to negotiate, finalize, and execute any and all agreements, documents, and instruments necessary or appropriate to effectuate the conversion of the loan and other amounts into equity shares of TME.”</i></p> <p><b>“FURTHER RESOLVED THAT</b> <i>the Chief Executive Office, Chief Financial Officer and the Company Secretary be and are hereby authorized, singly, to perform all acts and deeds necessary to implement and give effect to above resolutions including, but not limited to, signing and executing any documents or agreements required for the conversion, submitting necessary filings, applications etc. with regulatory authorities, and taking all other steps, actions, deeds etc. as may be required.”</i></p>	
--	--

\_\_\_\_\_  
Signature of shareholder(s)

Place: \_\_\_\_\_

Date: \_\_\_\_\_

**NOTES:**

1. Dully filled postal ballot should be sent to chairman at [chairman@tpltrakker.com](mailto:chairman@tpltrakker.com) or through post to Mr. Jameel Yusuf, TPL Trakker 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 forms should reach chairman of the meeting on or before June 20, 2024. 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.