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# BUSINESS RECORDER

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Founded by M.A. Zuberi

Karachi, Tuesday 19 September 2017, 27 Zilqaj 1438

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## TPLTrakker

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of TPL Trakker Limited ("Company") will be held at the Auditorium of the Institute of Chartered Accountants of Pakistan (ICAP) at Chartered Accountants Avenue, Clifton, Block – 8, Karachi, on Tuesday, October 10, 2017, at 12:00 pm, to transact following business:

#### ORDINARY BUSINESS

- To approve the minutes of the Extraordinary General Meeting held on April 14, 2017.
- To receive, consider and adopt Annual Audited Standalone Financial Statements of the Company together with the Directors' and Auditors' Reports thereon for the year ended 30 June 2017, together with the Audited Consolidated Financial Statements of the Company and the Auditors' Report thereon for the year ended 30 June, 2017.
- To appoint Auditors and fix their remuneration for the financial year ending 30 June, 2018. The present auditors M/s EY Ford Rhodes, Chartered Accountants, being eligible have offered themselves for reappointment. The Audit Committee and Board of Directors have also recommended EY Ford Rhodes, Chartered Accountants for reappointment.
- To approve and declare final cash dividend. The Directors have recommended a final cash dividend of Rs. 0.25 per ordinary share i.e. (2.5%) for the financial year ended 30 June, 2017.

#### SPECIAL BUSINESS

- 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 renewal of advance up to Rs.100 million to the holding company, TPL Holdings (Private) Limited.

**RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company is authorized to renew advance up to Rs.100 million to the holding company, i.e TPL Holdings (Private) Limited be and is hereby approved.

- 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 renewal of advance to a reduced amount of Rs. 100 million from Rs. 250 million to the associated company, TPL Properties Limited.

**RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company is authorized to renew a reduced amount of advance of Rs. 100 million from Rs. 250 million to the associated company, i.e. TPL Properties Limited be and is hereby approved.

- 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 Investment of Rs. 100 million in the associated company, TPL Properties Limited.

**RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company is authorized investment up to Rs. 100 million to the associated company, i.e TPL Properties Limited be and is hereby approved.

- 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 advance and / or invest Rs 200 million to the subsidiary company, TPL Rupiya (Private) Limited.

**RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017 the Company may authorize advance up to Rs. 200 million to the subsidiary company, i.e TPL Rupiya (Private) Limited be and is hereby approved.

- 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 advance and / or invest Rs.100 million to an associated company in UAE (TPL International Ltd).

**RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company is authorized to give advance up to Rs. 100 million to the associated company in UAE, i.e TPL International Limited be and is hereby approved.

- 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 advance and / or invest Rs. 200 million to the subsidiary company in Pakistan for E-Commerce (Proposed name to be "TPL E-Ventures" subject to relevant approvals).

**RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017 the Company is authorized to give advance and / or invest up to Rs. 200 million to the subsidiary company in Pakistan for E-Commerce, i.e. TPL E-Ventures subject to relevant approval be and is hereby approved.

- 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 advance and / or invest Rs. 200 million to an associated company including as a part of a joint venture arrangement. (Proposed name to be "TPL Mobile" subject to relevant approvals)

**RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company is authorized to give advance up to Rs. 200 million to the associated company i.e. TPL Mobile subject to relevant approval be and is hereby approved.

- 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 advance and / or invest Rs. 200 million to an associated company to be incorporated in Pakistan involving business of SIM Manufacturing including as a part of a joint venture arrangement. (Proposed name to be decided)

**RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company is authorized to give advance up to Rs. 200 million to the associated company to be incorporated in Pakistan involving business of SIM Manufacturing including as a part of a joint venture arrangement. (Proposed name to be decided) be and is hereby approved.

- 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 further equity investment of Rs. 20 million to the subsidiary Company, TPL Life Insurance Limited and advance to TPL Life Insurance Limited of Rs. 50 million for meeting its working capital requirements.

**RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company is authorized to invest further equity investment of Rs. 20 million in the subsidiary Company, TPL Life Insurance Limited and advance to TPL Life Insurance Limited of Rs. 50 million for meeting its working capital requirements be and is hereby approved.

(A Statement of Material Facts under Section 134(3) of the Companies Act 2017, relating to the aforesaid Special Business to be transacted at Meeting said Annual General Meeting has been dispatched to the shareholders of the Company along with the Annual Report for the year ended 30 June, 2017).

#### ANY OTHER BUSINESS

- To consider any other business with the permission of Chairman.

By Order of the Board

Company Secretary

Dated: September 19, 2017

#### Notes:

- The Share Transfer Books of the Company will be closed from October 01, 2017 to October 10, 2017 (both days inclusive).
- A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as proxy to attend and vote instead of him. The Proxy Forms, in order to be effective, must be received at the Registrar of the Company THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400, not less than 48 hours before the Meeting.
- The Company shall provide video conference facility to its members for attending the Annual General Meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members: provided that if members, collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video-link facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access the facility.

In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the Annual General Meeting:-

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of TPL Trakker Limited, holder of \_\_\_\_\_ Ordinary shares as per Register Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

Signature of member

- For identification, CDC account holders should present the participant's National Identity Card, and CDC Account Number and in case of proxy must enclose an attested copy of his/her CNIC. The representatives of corporate bodies should bring attested copy of Board of Directors Resolution / Power of Attorney and/or all such documents as are required under Circular No. 1 dated 26 January 2000 issued by Securities & Exchange Commission of Pakistan for this purpose.
- SECP through its notification SRO 470 (I)2016 dated 31 May, 2016 has allowed the circulation of Audited Financial Statement along with the notice of Annual General Meeting to the members of the company through CD/DVD/USB. Therefore, the members of the company who desire to obtain hard copy of Annual Report are requested to fill in the form available on the website of the Company.
- Members are requested to immediately notify the change, if any, in their registered address/contact numbers to the Share Registrar on the following address:

THK Associates (Private) Limited,  
1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400.  
UAN 021-111-000-322, Direct # 021- 34168270, Fax # 021- 34168271  
Email: [secretariat@thk.com.pk](mailto:secretariat@thk.com.pk)

- Members are advised that pursuant to the orders of the Securities & Exchange Commission of Pakistan (SECP) inter alia SRO 831 (I)2012 dated July 05, 2012 and SRO No. 19(I)2014 dated January 10, 2014, CNIC numbers of shareholders are mandatorily required to be mentioned on dividend warrants, Members Register and other statutory returns. Shareholders are therefore requested to submit a copy of their CNIC (if not already provided) to the Shares Registrar. In case of non-receipt of the copy of a valid CNIC, the Company would be unable to comply with and therefore will be constrained to withhold the dispatch of dividend warrants of such shareholders. The shareholders while sending CNIC must quote their respective folio number and name of the Company.

- Under the provisions of Section 242 of the Companies Act, 2017 and Circular No. 18 /2017, it is mandatory for a listed Company to pay cash dividend to its shareholders ONLY through electronic mode directly into bank account designated by the entitled shareholders.

- In order to receive dividends directly into their bank account, shareholders are requested to fill in Electronic Credit Mandate Form available on Company's website and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400 in case of physical shares.

In case shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/participant/CDC account services.

- Pursuant to the provisions of the Finance Act 2017 effective from July 1, 2017, the rates of deduction of income tax from dividend payments under the Income Tax Ordinance, 2001 have been revised as follows:

- For filer of income tax return 15%
- For non-filers of income tax return 20%

To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 20%, shareholders whose names are not entered in the Active Taxpayers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered in ATL before the first day of book closure, otherwise tax on their cash dividend will be deducted @ 20% instead of 15%.

- Withholding Tax exemption from the dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400., by the first day of Book Closure.

Further, according to clarification received from Federal Board of Revenue (FBR), with-holding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint holder based on their shareholding proportions, in case of joint accounts.

In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them (only if not already provided) to our Shares Registrar, in writing as follows:

| Company Name | Folio/CDS Account # | Total Shares | Principal Shareholder |   | Joint Shareholder |   |
|--------------|---------------------|--------------|-----------------------|---|-------------------|---|
|              |                     |              | Name and CNIC #       | Shareholding Proportion (No. of Shares) | Name and CNIC #   | Shareholding Proportion (No. of Shares) |

The required information must reach our Shares Registrar within 10 days of this notice, otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

- For any query/problem/information, the investors may contact the Company or M/s THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400.

- Corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, where as corporate physical shareholders should send a copy of their NTN certificate to M/s THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400. Shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers. Without the NTN company would not be in a position to check filer status on the ATL and hence higher tax of 20% may be applied in such cases.