

26<sup>th</sup> December, 2016

**The General Manager**  
**Pakistan Stock Exchange Limited**  
Stock Exchange Building  
Stock Exchange Road  
Karachi

**Subject: Disclosure of Material Information**

Dear Sirs,

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.19.13(c) of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following:

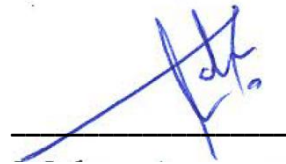
At a meeting of the Board of Directors of TPL Trakker Limited (hereinafter referred to as the “**Company**”) held at 11:00 a.m. on December 26, 2016 at the registered office of the Company, the Board of Directors approved the draft Scheme of Arrangement under Sections 284 to 288 of the Companies Ordinance, 1984 laid before the Board of Directors of the Company (“**Scheme**”) pertaining to the corporate restructuring of certain TPL group companies, subject to obtaining all necessary shareholders’, creditors’ and regulatory approvals and the sanction of the Scheme by the High Court along with fulfillment of related legal formalities. In terms of the Scheme, *inter alia*, the Maps undertaking and Trakker undertaking of the Company shall be demerged from the Company and merged with and into two separate wholly owned subsidiaries of the Company being incorporated i.e. TPL Maps (Private) Limited (“**TPLM**”) and TPL Vehicle Tracking (Private) Limited (“**TPLV**”) respectively, against which 204,612,292 (two hundred four million, six hundred twelve thousand, two hundred ninety-two) ordinary shares of TPLM and 1,102,532,837 (one billion, one hundred two million, five hundred thirty-two thousand, eight hundred thirty-seven) ordinary shares of TPLV shall be issued in favour of the Company, based on the valuations / calculations carried out by Ernst & Young, Ford Rhodes Sidat Hyder in terms of their letter dated December 24<sup>th</sup>,2016. Furthermore, the undertaking of TPL Holdings (Private) Limited (“**TPLH**”) to the extent of its shareholding in TPL Properties Limited (“**TPLP**”) shall be demerged from TPLH and stand merged with and into the Company, in consideration of which 20,048,800 (twenty million, forty-eight

thousand, eight hundred) ordinary shares of the Company shall be issued in favour of TPLH, based on a swap ratio of 0.95 shares of the Company for every [1 (one)] share of TPLP, in light of the calculations / recommendation of KPMG Taseer Hadi & Co. in terms of their letter dated December 23<sup>rd</sup>, 2016. Additionally, the name of the Company shall be changed to TPL Corp Limited upon consummation of the merger contemplated in terms of the Scheme. The Board of Directors approved the draft of the Scheme, subject to finalization thereof and any changes and modifications as may be required by the shareholders of the Company or the Honourable High Court of Sindh and such amendments as may be considered necessary without affecting the substance thereof.

The Scheme will be circulated to the Stock Exchange and the shareholders in due course subject to directions / order of the High Court of Sindh.

A disclosure form as required under S.R.O. 143(1)/2012 dated December 5, 2012 read with Section 131 of the Securities Act, 2015 is also enclosed as **Annexure A**.

Yours faithfully,



**Company Secretary**

**Mehar Ameer**

**Cc:**  
**The Commissioner,**  
**Company Law Division,**  
**The Securities and Exchange Commission of Pakistan**  
4<sup>th</sup> Floor, State Life Building No. 2,  
Wallace Road, Karachi.

**ANNEXURE A**

**DISCLOSURE FORM**

**IN TERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT, 2015**

Name of Company:	TPL Trakker Limited  12 <sup>th</sup> Floor, Centrepoint, Off Shaheed-e-Millat Expressway, Near KPT Interchange Flyover, Karachi
Date of Report:	December 26 <sup>th</sup> , 2016
Contact Information:	Mehar Ameer  Company Secretary  12 <sup>th</sup> Floor, Centrepoint, Off Shaheed-e-Millat Expressway, Near KPT Interchange Flyover, Karachi  Telephone Number: + (0213) 439 0300  Fax Number: +92.21.35316032

Please mark the appropriate box below (see General Instruction A.1 below before filing the details).

**Disclosure of price sensitive / inside information by listed company.**

Public disclosure of price sensitive / inside information, which directly concerns the listed securities.

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restructuring of certain TPL group companies, subject to obtaining all necessary shareholders', creditors' and regulatory approvals and the sanction of the Scheme by the High Court along with fulfillment of related legal formalities. In terms of the Scheme, *inter alia*, the Maps undertaking and Trakker undertaking of the Company shall be demerged from the Company and merged with and into two separate wholly owned subsidiaries of the Company being incorporated i.e. TPL Maps (Private) Limited ("TPLM") and TPL Vehicle Tracking (Private) Limited ("TPLV") respectively, against which 204,612,292 (two hundred four million, six hundred twelve thousand, two hundred ninety-two) ordinary shares of TPLM and 1,102,532,837 (one billion, one hundred two million, five hundred thirty-two thousand, eight hundred thirty-seven) ordinary shares of TPLV shall be issued in favour of the Company, based on the valuations / calculations carried out by Ernst & Young, Ford Rhodes Sidat Hyder in terms of their letter dated December 24<sup>th</sup>, 2016. Furthermore, the undertaking of TPL Holdings (Private) Limited ("TPLH") to the extent of its shareholding in TPL Properties Limited ("TPLP") shall be demerged from TPLH and stand merged with and into the Company, in consideration of which 20,048,800 (twenty million, forty-eight thousand, eight hundred) ordinary shares of the Company shall be issued in favour of TPLH, based on a swap ratio of 0.95 shares of the Company for every [1 (one)] share of TPLP, in light of the calculations / recommendation of KPMG Taseer Hadi & Co. in terms of their letter dated December 23<sup>rd</sup>, 2016. Additionally, the name of the Company shall be changed to TPL Corp Limited upon consummation of the merger contemplated in terms of the Scheme. The Board of Directors approved the draft of the Scheme, subject to finalization thereof and any changes and modifications as may be required by the shareholders of the Company or the Honourable High Court of Sindh and such amendments as may be considered necessary without affecting the substance thereof. The Scheme will be circulated to the Stock Exchange and the shareholders in due course subject to directions / order of the High Court of Sindh.

The company has duly caused this form / statement to be signed / on its behalf by the undersigned hereunto duly authorized.



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Mehar Ameer  
Company Secretary

Dated: December 26<sup>th</sup>, 2016