



PAKISTAN STOCK EXCHANGE LIMITED

Stock Exchange Building, Stock Exchange Road, Karachi-74000

UAN: 111-001-122

PSX/N-165

NOTICE

February 4, 2020

**Seeking Public Comments on
Draft Prospectus of TPL Trakker Limited**

It is hereby informed to all concerned that **TPL Trakker Limited** has applied for Listing on the Exchange and has submitted the Draft Prospectus for issue of shares through the Fixed Price Method.

The Draft Prospectus of the Company is hereby placed on the Website of the Exchange under caption "**Public Comments on Draft Prospectus of TPL Trakker Limited**" for seeking public comments as required under PSX Regulation No. 5.2.1(e) and Regulation 3 (11) of the Public Offering Regulations, 2017.

All concerned are requested to provide their written comments on the Draft Prospectus, if any, to the Listing Department by emailing at comments.draftprospectus@psx.com.pk latest by **February 14, 2020**.

Asmaa Saleem Malik
Asmaa Saleem Malik

General Manager – Listing Department

Copy to:

Joint Director / HOD, PMADD, SMD - SECP

ADVICE FOR INVESTORS

INVESTORS ARE STRONGLY ADVISED IN THEIR OWN INTEREST TO CAREFULLY READ THE CONTENTS OF THIS PROSPECTUS, ESPECIALLY THE RISK FACTORS GIVEN AT SECTION 5 BEFORE MAKING ANY INVESTMENT DECISION.

SUBMISSION OF FALSE AND FICTITIOUS APPLICATIONS IS PROHIBITED AND SUCH APPLICATIONS' MONEY MAY BE FORFEITED UNDER SECTION 87(8) OF THE SECURITIES ACT, 2015.

Investment in equity securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision, investors must rely on the examination of the issuer and the offer including the risks involved as disclosed in section 5 of this prospectus



TPL TRAKKER LIMITED (Formerly "TPL VEHICLE TRACKING (PVT.) LTD.") PROSPECTUS

Incorporated in Karachi on December 27, 2016 | Incorporation number: 0104503 | Registered office: 12th Floor, Centrepont, Off Shaheed-e-Millat Expressway, Adjacent KPT Interchange, Karachi | Website: <https://tpltrakker.com/> | Contact Number: +92 21 111 000 300 | Contact person: Mr. Danish Qazi; E-mail: danish.qazi@tplcorp.com | Contact person: Mr. Sarwar Ali Khan; E-mail: sarwar.ali@tplholdings.com

For the Issue of 83,400,000 Ordinary Shares (representing 40.91% of the total post-IPO paid up capital of TPL Trakker Limited) of face value of PKR 10/- each to the General Public with a Green Shoe Option of up to an additional 32,319,500 Ordinary Shares at an **Issue Price of PKR 12.00/- per share** (including premium of PKR 2.00/- per share). (Justification of premium is given under "Valuation Section" in section 4A)

The Issue is being made through the Fixed Price process at an Issue Price of PKR 12.00/- per share (including a premium of PKR 2.00/- per share)

As per the PO Regulations and PSX's Listing of Companies and Securities Regulations, the Draft Prospectus was placed on PSX's website for seeking public comments starting from [.] 2020 to [.] 2020. The Comments received have been duly incorporated / responded by the Consultant to the Issue

DATE OF PUBLIC SUBSCRIPTION: From [.] /2020 to [.] /2020 (both days inclusive) **From: 9:00 am to 5:00 pm**

CONSULTANT TO THE ISSUE



BANKERS TO THE ISSUE:

Habib Bank Limited	Meezan Bank Limited	Habib Metropolitan Bank Limited	Bank Al-Habib Limited	Allied Bank Limited
MCB Bank Limited				

* In order to facilitate investors, Habib Bank Limited ("HBL"), Meezan Bank Limited ("MEBL") and Bank Al-Habib Limited ("BAHL") are offering electronic submission of application (e-IPO) to their account holders. HBL account holders can use HBL Net Banking to submit their application via link <https://www.hblbank.com.pk/Login>. MEBL account holders can use MEBL Net Banking to submit their application via link <https://www.meezanbank.com/eipo>. BAHL account holders can use BAHL Net Banking to submit their applications via link www.bankalhabib.com. Furthermore, **please note that online applications can be submitted 24 hours a day during the subscription period which will close at midnight on [.] /2020.**

The Central Depository Company of Pakistan ("CDC") in collaboration with 1 Link (G) Limited (1 Link) has developed a Centralized e-IPO System ("CES") through which applications for subscription of securities offered through IPOs can be made electronically. CES has been made available in this IPO which can be accessed through the web link www.cdceipo.com. Payment of subscription money can be made through 1 Link's member banks available for CES, list of which is available on CDC's above mentioned web link.

For making application through CES, investors must be registered with CES. Registration with CES is one time, free of cost and a self-registration process by filling the CES registration form, which is available 24/7 all around the year at CDC's above mentioned web link.

Investors who have valid Computerized National Identity Card (CNIC), bank account with any of the commercial bank, email address, mobile phone number and CDS Account (Investor Account or sub Account) may register themselves with CES.

Investors who do not have CDS account may visit www.cdcpakistan.com for information and details. For further guidance and queries regarding CES and opening of CDS account, investors may contact CDC at phone Number: 0800 – 23275 (CDCPL) and e-mail: info@cdcpak.com. CES is connected to a number of banks through 1 Link for payment of the subscription money. For further details on CES, please refer section 12.9.2 of this Prospectus or contact **Mr. Farooq Ahmed Butt** at Phone 021-34326030 and email: farooq_butt@cdcpak.com.

PUBLIC ISSUE UNDERWRITTEN BY

[.]

	For investor education please visit www.jamapunji.pk and read the IPO Investor Guide placed at web link https://www.secp.gov.pk/document/initial-public-offering-ipo-a-concise-guide-for-investors/?wpdmdl=29584 Jama Punji is an investor education initiative of SECP
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Date of Publication of this Prospectus: [.] 2020

Prospectus and Subscription Forms can be downloaded from the following websites: <https://tpltrakker.com/>, <http://www.arifhabibltd.com> & www.cdceipo.com

For further queries you may contact

TPL Trakker Limited: Mr. Malik Sheheryar; Phone: +92 21 37130 227; E-mail: malik.sheheryar@tplcorp.com and Mr. Danish Qazi; Phone: +92 21 37130227 E-mail: danish.qazi@tplcorp.com

Arif Habib Limited: Mr. Syed Ali Ahmed; Phone: +92 21 3246 5891; E-mail: ali.ahmed@arifhabibltd.com and Mr. Faaiz Ahmed Siddiqui; Phone: +92 21 3243 3542; Email: faaiz.ahmed@arifhabibltd.com

The Issue is proposed to be listed at the Pakistan Stock Exchange ("PSX")

UNDERTAKING BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

[.]

WE, SARWAR ALI KHAN, THE CHIEF EXECUTIVE OFFICER AND MALIK SHEHERYAR, THE CHIEF FINANCIAL OFFICER OF TPL TRAKKER LIMITED CERTIFY THAT:

1. THE PROSPECTUS CONTAINS ALL INFORMATION WITH REGARD TO THE ISSUER AND THE ISSUE, WHICH IS MATERIAL IN THE CONTEXT OF THE ISSUE AND NOTHING HAS BEEN CONCEALED IN THIS RESPECT;
2. THE INFORMATION CONTAINED IN THIS PROSPECTUS IS TRUE AND CORRECT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF;
3. THE OPINIONS AND INTENTIONS EXPRESSED THEREIN ARE HONESTLY HELD;
4. THERE ARE NO OTHER FACTS, THE OMISSION OF WHICH MAKES THIS PROSPECTUS AS A WHOLE OR ANY PART THEREOF MISLEADING; AND
5. ALL REQUIREMENTS OF THE SECURITIES ACT, 2015; THE DISCLOSURES IN PUBLIC OFFERING REGULATIONS, 2017 FOR PREPARATION OF PROSPECTUS, RELATING TO APPROVAL AND DISCLOSURES HAVE BEEN FULFILLED
6. NO CHARGES, FEE, EXPENSES, PAYMENTS ETC. HAVE BEEN COMMITTED TO BE PAID TO ANY PERSON IN RELATION TO THIS PUBLIC OFFERING EXCEPT FOR THOSE AS DISCLOSED IN THIS PROSPECTUS.

For and behalf of **TPL Trakker Limited**

-Sd-

Sarwar Ali Khan
Chief Executive Officer

-Sd-

Malik Sheheryar
Chief Financial Officer

Glossary of Technical Terms

ACT	Securities Act, 2015
AED	Arab Emirates Dirham
AHL	Arif Habib Limited
AI	Artificial Intelligence
API	Application Programming Interface
BVPS	Book Value Per Share
CAGR	Compound Annualized Growth Rate
CDA	Central Depository Act, 1997
CDC / CDCPL	Central Depository Company of Pakistan Limited
CDC Regulations	Central Depository Company of Pakistan Limited Regulations
CDS	Central Depository System
COI	Certificate of Incorporation
Companies Act	Companies Act, 2017
Commission / SECP	Securities and Exchange Commission of Pakistan
CPEC	China Pakistan Economic Corridor
CRO	Company Registration Office
CSD	Container Security Device
CUIN	Computerized Unique Identification Number
CVT	Capital Value Tax
CV2X	Cellular Vehicle to Everything
EPS	Earnings Per Share
ETA	Estimated Time of Arrival
FBR	Federal Board of Revenue
FED	Federal Excise Duty
GCC	Gulf Cooperation Council
GDP	Gross Domestic Product
GOP	Government of Pakistan
GPS	Global Positioning System
GIS	Geographic Information System
IIoT	Industrial Internet of Things
IoT	Internet of Things
ITO	Income Tax Ordinance, 2001
IVR	Interactive Voice Response
Mn	Million
NICOP	National Identity Card for Overseas Pakistani
NOC	No Objection Certificate
OEM	Original Equipment Manufacturer
PKR or Rs.	Pakistan Rupee(s)
PSX / Exchange	Pakistan Stock Exchange Limited

SCRA	Special Convertible Rupee Account
SDK	Software Development Kit
SST	Sindh Sales Tax
STE	Safe Transport Environment
THPL	TPL Holdings (Private) Limited
TSS	TPL Security Services (Private) Limited
TPLP	TPL Properties Limited
TIL	TPL Insurance Limited
TME	Trakker Middle East LLC.
TPLD	TPL Direct Finance (Pvt.) Ltd.
TPLL	TPL Logistics (Private) Limited
TPLR	TPL Rupiya (Pvt.) Limited
TPL Life	TPL Life Insurance Limited
TMPL	TPL Maps (Pvt.) Limited
TRG	TRG Pakistan Limited
TPL Tech	TPL Tech (Private) Limited
TPLT	TPL Trakker Limited
UAE	United Arab Emirates
UIN	Unique Identification Number
USD	United States Dollar
WHT	Withholding Tax

DEFINITIONS

Application Money	The amount of money paid along with application for subscription of shares which is equivalent to the product of the Issue Price per share and the number of shares applied for
Base Issue	83,400,000 Ordinary Shares
Centralized E-IPO System	<p>In order to facilitate investors, the Central Depository Company of Pakistan (“CDC”) has developed a Centralized e-IPO System (“CES”) through which applications for subscription of securities offered to the general public can be made electronically. CES has been made available in this Issue and can be accessed through the web link (www.cdceipo.com). Payment of subscription money can be made through 1LINK’s member banks available for CES, list of which is available on above mentioned website.</p> <p>For making application through CES, investors must be registered with CES. Registration with CES is one time, free of cost and can be done under a self-registration process by filling the CES registration form, which is available on the above mentioned web link 24/7 all around the year. Investors who have valid Computerized National Identity Card (CNIC), bank account with any of the commercial bank, email address, mobile phone number and CDS Account (Investor account or sub account) may register themselves with CES.</p> <p>Investors who do not have CDS account may visit www.cdcpakistan.com for information and details.</p> <p>For further guidance and queries regarding CES and opening of CDS account, investors may contact CDC at phone number: 0800 – 23275 (CDCPL) and e-mail: info@cdcpak.com</p>
Company	TPL Trakker Limited
Company’s Legal Advisor	Mohsin Tayebaly & Co.
Commission	Securities & Exchange Commission of Pakistan (“SECP”).
Consultant to the Issue	<p>Any person licensed by the Commission to act as a Consultant to the Issue.</p> <p>Arif Habib Limited has been appointed as Consultant to the Issue by Issuer for this issue.</p>
e-IPO facility	e-IPO is submission of application for subscription of securities electronically through internet, Automated Teller Machines (ATM) and mobile phones. In order to facilitate the public during IPOs, SECP has

introduced the concept of e-IPO. The following two systems are available for e-IPOs:

(i) Centralized e-IPO System (CES):

In order to facilitate investors, the Central Depository Company of Pakistan (“CDC”) has developed a Centralized e-IPO System (“CES”) through which applications for subscription of securities offered to the general public can be made electronically. CES has been made available in this Issue and can be accessed through the web link (www.cdceipo.com). Payment of subscription money can be made through 1LINK’s member banks available for CES, list of which is available on above website.

For making application through CES, investors must be registered with CES. Registration with CES is free of cost and can be done under a self-registration process by filling the CES registration form, which is available 24/7 all around the year. Investors who have valid Computerized National Identity Card (CNIC), bank account with any of the commercial bank, email address, mobile phone number and CDS Account (Investor account or sub account) may register themselves with CES.

Investors who do not have CDS account may visit www.cdcpakistan.com for information and details.

For further guidance and queries regarding CES and opening of CDS account, **investors may contact CDC at phone number: 0800 – 23275 (CDCPL) and e-mail: info@cdcpak.com or Mr. Farooq Ahmed Butt at Phone 021-34326030 and email: farooq_butt@cdcpak.com**

Investors who are registered with CES can submit their applications through the web link www.cdceipo.com 24 hours a day during the subscription period which will close at midnight on [.].

(ii) e-IPO facilities by Bankers to the Issue:

Currently, HBL, MEBL and BAHF are providing e-IPO facilities to their respective account holders.

HBL account holders can use HBL Net Banking to submit their application via link <https://www.hblbank.com.pk/Login>.

MEBL account holders can use MEBL Net Banking to submit their application via link <https://www.meezanbank.com/eipo>

BAHF account holders can use BAHF Net Banking to submit their application via link: www.bankalhabib.com

Account holders of HBL, MEBL and BAHF can submit their applications through the above mentioned link 24 hours a day during the subscription period which will close at midnight on [.] / 2020.

General Public

All Individual and Institutional Investors including both Pakistani (residents & non-residents) and foreign investors.

Green Shoe Option	32,319,500 Ordinary Shares in addition to the Base Issue
Issue Price	The Fixed Price per share set by the Issuer in consultation with Consultant to the Issue. For this Issue, Issue Price is PKR 12.00/- per share.
Initial Public Offer (IPO)	Initial Public Offering or IPO means first time offer of securities to the general public.
Institutional Investors	Any of the following entities: <ul style="list-style-type: none"> ▪ A financial institution; ▪ A company as defined in the Companies Act, 2017; ▪ An insurance company established under the Insurance Ordinance, 2000; ▪ A securities broker; ▪ A fund established as Collective Investment Scheme under the Non-Banking Finance Companies and Notified Entities Regulations, 2008; ▪ A fund established as Voluntary Pension Scheme under the Voluntary Pension System Rules, 2005; ▪ A private fund established under Private Fund Regulations, 2015; ▪ Any employee's fund established for beneficial of employees; ▪ Any other fund established under any special enactment; ▪ A foreign company or any other foreign legal person; and ▪ Any other entity as specified by the Commission.
Issue	<p>Issue of 83,400,000 Ordinary Shares representing 40.91% of total post-IPO paid-up capital having a Face Value of PKR 10/- each with a Green Shoe Option of up to an additional 32,319,500 Ordinary Shares</p> <p>The entire issue will be offered to General Public at a fixed price of PKR 12.00/- per share</p>
Issuer	TPL Trakker Limited (the "Company" or "TPL Trakker" or "TPLT")
Key Employees	Chief Executive Officer, Directors, Chief Financial Officer and Company Secretary of the Company
Ordinary Shares	Ordinary Shares of TPL Trakker Limited having face value of PKR 10.00/- each.
Prospectus	Prospectus means any document described or issued as a prospectus and includes any document, notice, circular, material, advertisement, and offer for sale document, publication or other invitation offering to the public (or any section of the public) or inviting offers from the public for the subscription or purchase of any securities of a company.

PO Regulations

The Public Offering Regulations, 2017

Listing Regulations

Chapter 5 of the Rule Book of the Pakistan Stock Exchange Limited, titled 'Listing of Companies and Securities Regulations'.

Sponsor

A person who has contributed initial capital in the issuing company or has the right to appoint majority of the directors on the board of the issuing company directly or indirectly;

A person who replaces the person referred to above; and

A person or group of persons who has control of the issuing company whether directly or indirectly.

Interpretation:

ANY CAPITALIZED TERM CONTAINED IN THIS PROSPECTUS, WHICH IS IDENTICAL TO A CAPITALIZED TERM DEFINED HEREIN, SHALL, UNLESS THE CONTEXT EXPRESSLY INDICATES OR REQUIRES OTHERWISE AND TO THE EXTENT AS MAY BE APPLICABLE GIVEN THE CONTEXT, HAVE THE SAME MEANING AS THE CAPITALIZED / DEFINED TERM PROVIDED HEREIN.

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1 APPROVALS, CONSENTS AND LISTING ON THE SECURITIES EXCHANGE

1.1 APPROVAL OF THE SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Approval of the Securities & Exchange Commission of Pakistan (the "**Commission**" or the "**SECP**") under Section 87(2) of the Securities Act, 2015 read with Section 88(1) thereof, has been obtained vide letter No. [...] dated [...] by TPL Trakker Limited for the Issue, circulation and publication of this Prospectus

DISCLAIMER:

IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS APPROVAL, SECP DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY AND ANY OF ITS SCHEMES STATED HEREIN OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINIONS EXPRESSED WITH REGARDS TO THEM BY THE COMPANY IN THIS PROSPECTUS.

SECP HAS NOT EVALUATED QUALITY OF THE ISSUE AND ITS APPROVAL FOR ISSUE, CIRCULATION AND PUBLICATION OF THE PROSPECTUS SHOULD NOT BE CONSTRUED AS ANY COMMITMENT OF THE SAME. THE PUBLIC / INVESTORS SHOULD CONDUCT THEIR OWN INDEPENDENT DUE DILIGENCE AND ANALYSIS REGARDING THE QUALITY OF THE ISSUE BEFORE SUBSCRIBING.

1.2 APPROVAL OF THE SECURITIES EXCHANGE

The Prospectus of the Company has been approved by PSX vide letter No. [...] dated [...] in accordance with the requirements of the Listing Regulations.

DISCLAIMER:

PSX HAS NOT EVALUATED THE QUALITY OF THE ISSUE AND ITS APPROVAL SHOULD NOT BE CONSTRUED AS ANY COMMITMENT OF THE SAME. THE PUBLIC / INVESTORS SHOULD CONDUCT THEIR OWN INDEPENDENT INVESTIGATION AND ANALYSIS REGARDING THE QUALITY OF THE ISSUE BEFORE SUBSCRIBING.

THE PUBLICATION OF THIS DOCUMENT DOES NOT REPRESENT SOLICITATION BY PSX.

THE CONTENTS OF THIS DOCUMENT DOES NOT CONSTITUTE AN INVITATION TO INVEST IN SHARES OR SUBSCRIBE FOR ANY SECURITIES OR OTHER FINANCIAL INSTRUMENT BY PSX, NOR SHOULD IT OR ANY PART OF IT FORM THE BASIS OF, OR BE RELIED UPON IN ANY CONNECTION WITH ANY CONTRACT OR COMMITMENT WHATSOEVER OF PSX.

IT IS CLARIFIED THAT INFORMATION IN THIS PROSPECTUS SHOULD NOT BE CONSTRUED AS ADVICE ON ANY PARTICULAR MATTER BY PSX AND MUST NOT BE TREATED AS A SUBSTITUTE FOR SPECIFIC ADVICE.

PSX DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS ARISING FROM OR IN RELIANCE UPON THIS DOCUMENT TO ANYONE, ARISING FROM ANY REASON, INCLUDING, BUT NOT LIMITED TO, INACCURACIES, INCOMPLETENESS AND / OR MISTAKES, FOR DECISIONS AND /OR ACTIONS TAKEN, BASED ON THIS DOCUMENT.

PSX NEITHER TAKES RESPONSIBILITY FOR THE CORRECTNESS OF CONTENTS OF THIS DOCUMENT NOR THE ABILITY OF THE COMPANY TO FULFILL ITS OBLIGATIONS THEREUNDER.

ADVICE FROM A SUITABLY QUALIFIED PROFESSIONAL SHOULD ALWAYS BE SOUGHT BY INVESTORS IN RELATION TO ANY PARTICULAR INVESTMENT.

1.3 STATEMENT OF FILING OF PROSPECTUS & OTHER DOCUMENTS

This prospectus and other documents are being filed to the Registrar of Companies for the listing of TPL Trakker Limited. The total issue size is 83,400,000 ordinary shares at a Fixed Price of PKR 12 per share with a Green Shoe Option of an additional 32,319,500 ordinary shares.

1.4 LISTING AT PSX

Application has been made to PSX for permission to deal in and for quotation of the shares of the Company.

If for any reason, the application for formal listing is not accepted by PSX or approval for formal listing is not granted by PSX before the expiration of twenty-one days from the date of closing of the subscription period / list or such longer period not exceeding forty-two days as may, within the said twenty-one days, be notified to the applicants for permission by the PSX, the Issuer undertakes that a notice to that effect will immediately be published in the press and will refund Application Money to the applicants without surcharge as required under the provisions of Section 69 of the Companies Act.

If any such money is not repaid within eight (08) days after the Company becomes liable to repay it, the Directors of the Company shall be jointly and severally liable to repay that money from the expiration of the eight day together with surcharge at the rate of two percent (2.0%) for every month or part thereof from the expiration of the eight day and, in addition, shall be liable to a penalty of level 3 on the standard scale in accordance with the provisions of sub-section (2) of Section 69 of the Companies Act.

2 SUMMARY OF THE PROSPECTUS

2.1 PRIMARY BUSINESS OF THE ISSUER

TPL Trakker is engaged in providing technology solutions, focused on Connected Car, Data and Location services, and Industrial IoT technologies.

2.2 NAME OF THE SPONSORS

TPL Corp Limited is the parent company of TPL Trakker Limited.

2.3 SALIENT FEATURES OF THE ISSUE

Total Capital to be raised: PKR 1,388,634,000/- inclusive of a Green Shoe Option of PKR 387,834,000

Size of Issue: 83,400,000 Ordinary Shares (Base Issue) with a Green Shoe Option of an additional 32,319,500 Ordinary Shares

Fixed Price: PKR 12.00/- per share

Method of Offering: Fixed Price Method

2.4 SHAREHOLDING OF THE SPONSORS

TPL Trakker is a 100% owned subsidiary of TPL Corp Limited. Post Issue, TPL Corp will hold 59.0% shareholding in the Company.

2.5 PRINCIPAL PURPOSE OF THE ISSUE AND UTILIZATION OF PROCEEDS

The Company has issued a Commercial Paper of PKR 1,230,000,000 on January 16, 2020 to bridge the proceed utilization of Initial Public Offering. The Company is utilizing the proceeds of the Commercial Paper already to finance the different expenditure heads mentioned in the table below (refer to section 4.3 titled Utilization of Proceeds). As per the Investor Agreements signed with the Commercial Paper Investors, the IPO proceeds will be utilized to repay the Commercial Paper of up to PKR 1,230,000,000. The Company intends to raise PKR 1,000,800,000 from the Base Issue proceeds of IPO which will be utilized for partial repayment of Commercial Paper. The summarized description of the utilization of IPO proceeds as mentioned in section 4.3, titled Utilization of Proceeds is mentioned below:

1. Finance expansion of its container tracking business for tracking bonded cargo that passes through Pakistan into Afghanistan, cargo moving to-and-from Pakistan's Dry Ports as well as future CPEC cargo. Additional devices and infrastructure worth PKR 322,983,288 is to be procured to cater to the existing and incremental business volumes.
2. Capital Expenditure on IT Infrastructure of PKR 94,782,420 to upgrade its on-premises data hosting capabilities and support hardware infrastructure.
3. Enhancement of Maps data acquisition, digitization and maintenance infrastructure for PKR 80,000,000
4. PKR 100,914,000 for working capital. The company has recently launched various Connected Car and IIoT Solutions including Video vehicle telematics and Genset monitoring which have received significant interest from various customers. Most of the supporting hardware/equipment required for these product lines is imported and requires buffer inventory to be maintained to adequately meet increasing demand for these solutions.
5. Debt servicing cost/repayment of Commercial Paper of PKR 89,954,292.
6. This represents the interest free payable balance of PKR 700,000,000 from TPL Corp Limited (parent company) and is repayable on demand. In case the Green Shoe Option is fully exercised, the total outstanding balance of PKR 700,000,000 shall be repaid from the IPO proceeds. However, in case the Green Shoe Option is not exercised, the Company shall pay PKR 387,834,000 of the remaining loan amount from internally generated cash.

For the detailed description of the principal purpose of the Issue and utilization of proceeds, please refer to section 4 of this Prospectus.

2.5.1 Source of Funding

Break up of fund requirement	Fund raised	Contribution of mode of financing
IPO Proceeds (Base Issue)	PKR 1,000,800,000	100.00%

2.5.2 Utilization of Proceeds

Source		Expenditure Heads		
Particular	PKR	Particular	PKR	%
IPO Proceeds (Base Issue)	1,000,800,000	Procurement of CSD Devices		
		Afghan Transit – STE	123,075,288	12%
		Transshipment	195,048,000	19%
		Landing Station	4,860,000	0.5%
		Infrastructure Cost		
		IT Capital Expenditure	94,782,420	9%
		Digital Mapping Cost		
		Computer Equipment	80,000,000	8%
		Working Capital		
		Utilization in Working Capital	100,914,000	10%
		Servicing Cost - Commercial Paper		
		Finance Cost / Discount on Par	89,954,292	9%
		Payment to Due to Related Party		
		Payment to TPL Corp Limited ¹	312,166,000	31%
Total	1,000,800,000	Total	1,000,800,000	

¹ The total payment to TPL Corp Limited is PKR 700,000,000. The Company intends to pay PKR 312,166,000 from the Base Issue proceeds i.e. PKR 1,000,800,000. The remaining payment to TPL Corp Limited is to be paid from the Green Shoe Proceeds i.e. PKR 387,834,000. In case the Green Shoe Option is not exercised, the Company shall pay PKR 387,834,000 of the remaining loan amount from internally generated cash.

2.6 VALUATION

Details on valuation are provided under section 4 (A) titled Valuation.

2.7 FINANCIAL SUMMARY

TPL Trakker Ltd.- Particulars		Audited		
		FY 17	FY 18	FY 19
Share capital	[PKR mn]	-	602	929
Net Worth	[PKR mn]	-	1,199	1,613
Revenue	[PKR mn]	-	1,661	1,772
Gross Margin	[%]	-	60%	57%
Operating Margin	[%]	-	19%	20%
Profit After Tax	[PKR mn]	-	97	36
Profit After Tax Margin	[%]	-	6%	2%
Cashflow from Operations	[PKR mn]	-	140	56
Earnings Per Share	[PKR/Share]	-	1.62	0.39
Breakup Value Per Share	[PKR/Share]	-	20	17
Total Borrowings as per the balance sheet;	[PKR mn]	-	2,206	2,129

Total Debt to Equity;	[%]	-	183.93%	132.00%
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Please refer to section 6 titled Financial Information

2.8 OUTSTANDING LEGAL PROCEEDINGS

The Company, to the best of its knowledge, hereby confirms that neither the Company nor its directors, sponsors, substantial shareholders or its associated companies have any pending legal proceedings except in the ordinary course of business. Please refer to section 8 of this Prospectus, titled “Legal Proceedings and Overdue Loans”

2.9 RISK FACTORS

Risk factors are mentioned in detail under section 5 titled Risk Factors

2.10 SUMMARY OF RELATED PARTY TRANSACTIONS

Particular	FY 17 Rupees	FY 18 Rupees	FY 19 Rupees
TPL Holdings (Private) Limited – (ultimate parent company)			
Receivable / (Payable) Balance	-	(59,988,182)	(101,751,929)
TPL Corp Limited – (parent company)			
Receivable / (Payable) Balance	(1,621,185)	(68,204,737)	(411,504,033)
Associated Companies			
TPL Security Services (Private) Limited			
Receivable / (Payable) Balance	-	69,110,414	17,127,565
TPL Properties Limited			
Receivable / (Payable) Balance	-	5,496,316	4,287,788
TPL Insurance Limited			
Receivable / (Payable) Balance	-	(308,664,243)	(156,863,738)
Trakker Middle East LLC.			
Receivable / (Payable) Balance	-	3,038,128	21,839,006
TPL Direct Finance (Pvt) Limited			
Receivable / (Payable) Balance	-	790,100	802,100
TPL Logistics (Private) Limited			
Receivable / (Payable) Balance	-	801,827	-
TPL Rupiya (Pvt.) Limited			
Receivable / (Payable) Balance	-	25,943,217	41,416,232
TPL Life Insurance Limited			
Receivable / (Payable) Balance	-	7,784,683	12,340,377
TPL Maps (Pvt.) Limited			
Receivable / (Payable) Balance	-	198,835,426	449,080,307
TRG Pakistan Limited			
Receivable / (Payable) Balance	-	6,835,653	7,616,233
TPL Tech (Private) Limited			
Receivable / (Payable) Balance	-	-	21,780,890

Related party transactions are mentioned in detail under section 3.16, titled Related Party Transactions.

3 OVERVIEW, HISTORY AND PROSPECTS

3.1 COMPANY HISTORY AND OVERVIEW

Registration number	0104503
Date of incorporation	December 27, 2016
Date of change of name	November 30 2017
Date of commencement of business	July 01, 2017
Date of conversion into public limited company	January 17, 2018

TPL Trakker Ltd. is one of Pakistan's largest diversified IoT solutions provider with over 19 years of deep expertise in Connected Car, Data and Location services, and Industrial IoT solutions. TPL Trakker Ltd. is part of one of Pakistan's largest technology conglomerates, TPL Corp Limited, which has diversified interests in Auto, Marine, Fire, Life and Health Insurance, Real Estate development and Security Services. TPL Trakker Ltd. traces its roots back to 1999 when it started off as Pakistan's first Vehicle Tracking Company and has now transformed into the country's largest IoT solutions provider.

In 2006, TPL Trakker Limited (now TPL Corp Limited) set its foot in the UAE Market through incorporating Trakker Middle East LLC ("TME") as a joint venture with the Al Jaber group focusing on providing Telematics and IoT solutions. The GCC is an extremely regulated and compliance based market where the key success factor is being approved from the major regulators. TME is well positioned in the UAE market with more than 1500 corporate customers including notables like the Dubai Police and the Abu Dhabi National Oil Company (ADNOC), which are two of the largest regulators in the UAE.

In 2013, TPL Trakker Ltd. (now TPL Corp limited) qualified for the Safe Transport Environment (STE) license provided by FBR under Tracking and Monitoring of Cargo Rules, 2012 and began providing Container Tracking services commercially. The STE project was initiated by FBR to manage risk of cargo pilferage in customs transit and transshipment movements and to meet the requirements of the bilateral Afghan Transit Trade Agreement. Till date, the Company has monitored more than 400,000 container trips, and with the onset of CPEC the Company expects this number to exponentially increase in the coming years.

Today and moving forward, TPL Trakker's core business revolves around three core segments i.e. Connected Car, Digital Mapping and Location Services and Industrial IoT Solutions; details of which are covered under section 3.7.

Business Overview & Products		
Connected Car	Digital Mapping and Location Services	Industrial IoT Solutions
<ul style="list-style-type: none"> Real-time location tracking Driver behavior analysis Usage based Insurance Video Vehicle Telematics Driver fatigue monitoring Predictive maintenance Fleet management 	<ul style="list-style-type: none"> Container security solution Location based advertising Route planning & optimization Data & API/SDK Navigation & GIS Services 	<ul style="list-style-type: none"> E-Ticketing Solutions Genset Monitoring Fuel Management System Water Level Monitoring Smart Warehousing

TPL Trakker Limited (now TPL Corp Limited) was incorporated in Pakistan on December 04, 2008 as a private limited company under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). In year 2009, the Company (now TPL Corp Limited) was converted into a public limited company and got listed on Pakistan Stock Exchange Limited on July 16, 2012.

On November 24, 2017, by way of a de-merger which was sanctioned by the High Court, TPL Trakker Limited, which was the listed entity was renamed and became TPL Corp Limited, a company which now holds investments in all the

TPL group companies. Under the new regime, the ownership of TPL Insurance Limited, TPL Life Insurance Limited, TPL Properties Limited remained with TPL Corp Limited and the IoT and Data and Location Services business were transferred into new entities being TPL Vehicle Tracking (Private) Limited and TPL Maps (Pvt.) Limited.

TPL Vehicle Tracking (Private) Limited was incorporated well before the De-merger on December 27, 2016. Subsequently, the name of TPL Vehicle Tracking (Private) Limited was changed to TPL Trakker (Private) Limited on November 30, 2017. The company was converted into public limited company on January 17, 2018 and the name was changed to TPL Trakker Limited, accordingly.

On November 22, 2019, by way of another scheme of arrangement, the operations of TPL Rupiya (Pvt.) Limited and TPL Maps (Pvt.) Limited were merged into TPL Trakker Limited, pursuant to Section 284(2) of the Companies Act, 2017. Under the approved scheme, the merger is effective from July 1, 2019 and the Paid up Capital of the merging entities i.e. TPL Rupiya (Pvt.) Limited and TPL Maps (Pvt.) Limited stood cancelled while their net assets are transferred into TPL Trakker Limited. The business segment and product lines of TPL Maps (Pvt.) Limited are merged into the Digital Mapping and Location Services segment of TPL Trakker Limited, while the E-Ticketing Solution provided by TPL Rupiya (Pvt.) Limited is merged into Industrial IoT Solutions segment of TPL Trakker Limited.

3.1.1 Financial summary of TPL Rupiya (Pvt.) Ltd.

TPL Rupiya – Particulars	Units	Audited		
		FY 17	FY 18	FY 19
Share capital	[PKR mn]	-	32	32
Net Worth	[PKR mn]	-	15	(18)
Revenue	[PKR mn]	-	18	14
Gross Margin	[%]	-	12.40%	46.57%
Operating Margin	[%]	-	-76.06%	-204%
Loss After Tax	[PKR mn]	-	(15)	(33)
Profit After Tax Margin	[%]	-	-85%	-239%
Cash flow from Operations	[PKR mn]	-	19	0.4
Earnings Per Share	[PKR/Share]	-	(4.73)	(10.2)
Breakup Value Per Share	[PKR/Share]	-	4.64	(5.52)
Total Borrowings as per the balance sheet;	[PKR mn]	-	-	-
Total Debt to Equity ratio;	[%]	-	-	-

3.1.2 Financial summary of TPL Maps (Pvt.) Ltd.

TPL Maps – Particulars	Units	Audited		
		FY 17	FY 18	FY 19
Share capital	[PKR mn]	-	383	383
Net Worth	[PKR mn]	-	513	440
Revenue	[PKR mn]	-	92	99
Gross Margin	[%]	-	44.6%	19.44%
Operating Margin	[%]	-	14.5%	-24.16%
Profit / (loss) After Tax	[PKR mn]	-	4.5	(69)
Profit After Tax Margin	[%]	-	4.89%	-69.35%
Earnings Per Share	[PKR/Share]	-	0.118	(1.8)
Cash flow from Operations	[PKR mn]	-	234	22
Breakup Value Per Share	[PKR/Share]	-	13.39	11.48
Total Borrowings as per the balance sheet;	[PKR mn]	-	-	42

Total Debt to Equity ratio;	[%]	-	-	9.53%
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3.1.3 Financial summary of TPL Trakker Limited

TPL Trakker - Particulars	Units	Audited			Dec 2019 ¹
		FY 17	FY 18	FY 19	
Share capital	[PKR mn]	-	602	929	1,204
Net Worth	[PKR mn]	-	1,199	1,613	1,838
Revenue	[PKR mn]	-	1,661	1,772	919
Gross Margin	[%]	-	60%	57%	45%
Operating Margin	[%]	-	19%	20%	1%
Profit After Tax	[PKR mn]	-	97	36	(197)
Profit After Tax Margin	[%]	-	6%	2%	-21%
Cash flow from Operations	[PKR mn]	-	140	56	290
Earnings Per Share	[PKR/Share]	-	1.62	0.39	(1.6)
Breakup Value Per Share	[PKR/Share]	-	19.93	17.36	15.3
Total Borrowings as per the balance sheet;	[PKR mn]	-	2,206	2,129	2,563
Total Debt to Equity ratio;	[%]	-	183.93%	132.00%	139.45%

¹Represents unaudited six months management accounts of TPL Trakker Limited

3.2 PATTERN OF SHAREHOLDING

Shares of the Company are 100% owned by TPL Corp Limited

3.3 KEY PERFORMANCE DRIVERS

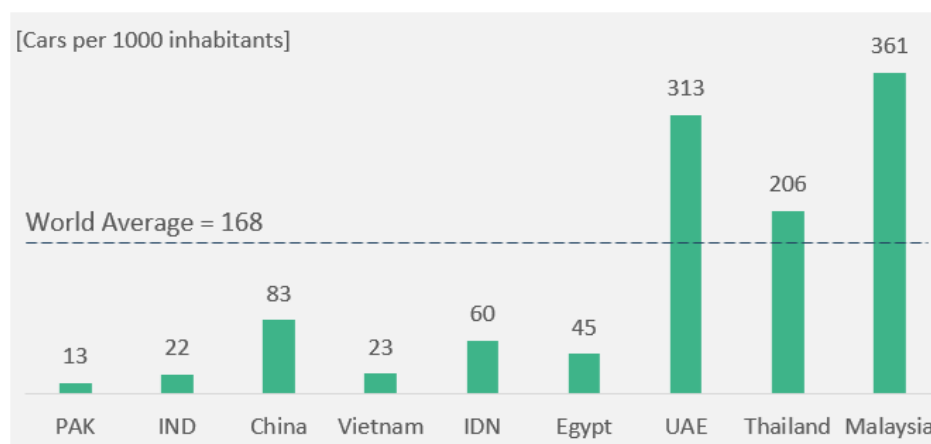
3.3.1 Key Revenue Drivers

Sale of New Automobiles

Over the last two decades, use of vehicles has increased significantly with the increasing population, improved infrastructure along with the increased mobility of people from one place to another for jobs and improved living standard. Sale of automobiles used to be amongst the key revenue drivers for TPL Trakker. However, over the years the Company has reduced its dependence on sale of automobiles. Despite decline in sales of vehicles observed recently, TPL Trakker has managed to represent an overall growth of 2% for Q1 FY20.

Furthermore, the penetration of automobiles is extremely low in Pakistan with approximately 13 cars per 1,000 inhabitants, as of 2014, compared to 206 cars per 1,000 in Thailand, 60 cars per 1000 in Indonesia, and 313 cars per 1000 in the UAE, thus the automobile market in Pakistan is poised to attain higher growth. The below figure showcases how far behind Pakistan is with regards to automobile penetration, while also demonstrating opportunity for growth yet to be unlocked.¹ With CPEC investment directly uplifting the transportation infrastructure i.e. highways and motorways, the penetration of automobiles is expected to increase exponentially in Pakistan.

¹ Source: <https://ourworldindata.org/grapher/road-vehicles-per-1000-inhabitants-vs-gdp-per-capita>



Increase in Insurance Penetration and Auto Finance

Insurance penetration is on an upward trend and with increasing automobile prices, more and more customers are opting for bank financing instead of outright purchase boosting demand for vehicle telematics solutions. Majority of the Company's revenue is contributed by annual monitoring charges and/or operating lease payments from its active base of 130,000 vehicles and growing. The Company is serving various financial institutions, insurance companies and banks to cover their exposure on automobiles underwritten or leased respectively over multiple years.

Increased Awareness of Safety of Heavy Vehicle:

With the increasing awareness of driver & road safety, the Company's corporate customers possessing fleets of heavy vehicles require value added services such as driving behavior analysis, driver fatigue and distraction monitoring. This has been driving the revenue for the Company of this business segment.

Afghan Transit Trade:

The Company serves bonded carriers for recurring container trips taking goods from Karachi Port to Afghanistan and has recently also commenced container tracking operations from Gwadar Port.

Government Regulations Promoting Demand for IoT:

The recent policy of OGRA requires all vehicles carrying petroleum product to have video monitoring solutions installed. This has increased demand for video monitoring solutions and is contributing to the revenue growth for the Company.

Pakistan Burgeoning Middle Class:

The rise in middle class income, young population and greater availability of credit and financing options, have resulted in strong demand for automobiles in Pakistan. The automobile financing options enable the middle class to opt for auto loans thus fueling the demand for automotive in Pakistan.

Rapid Urbanization:

A growing urbanization rate of 40.5% in Pakistan has substantially increased travel demand. In addition, private automobile growth is being observed at an exponential rate compared to public transport, translating into higher demand for automobiles.

Arrival of new OEMs:

With the passing of Automotive Development Policy (ADP) 2016-21 major international players including Kia Motors and Hyundai have entered the Pakistan Automobile market with mega investments to setup manufacturing plants in Pakistan

3.3.2 Key Cost Drivers**Cost of Raw Material**

- **Telematics Devices:** Company's primary raw material are IoT devices which are reducing in prices in dollar terms. However, due to devaluation of the rupee, Company has not been able to benefit from the reduction in price. Nonetheless, the Company is in a good position for being immune to the inflationary pressure caused by the devaluation. With over 18 years of experience in this business segment, TPL Trakker has been able to source vendors from all over the world and the supply chain department is actively exploring lower cost devices with better features and quality.
- **IT Infrastructure:** In addition to the telematics devices, a state of the art IT infrastructure needs to be maintained where the devices report into and get monitored from. As per the requirement of the Government of Pakistan, TPL Trakker is mandated to keep all customer data within the country which requires investment in expensive IT infrastructure.

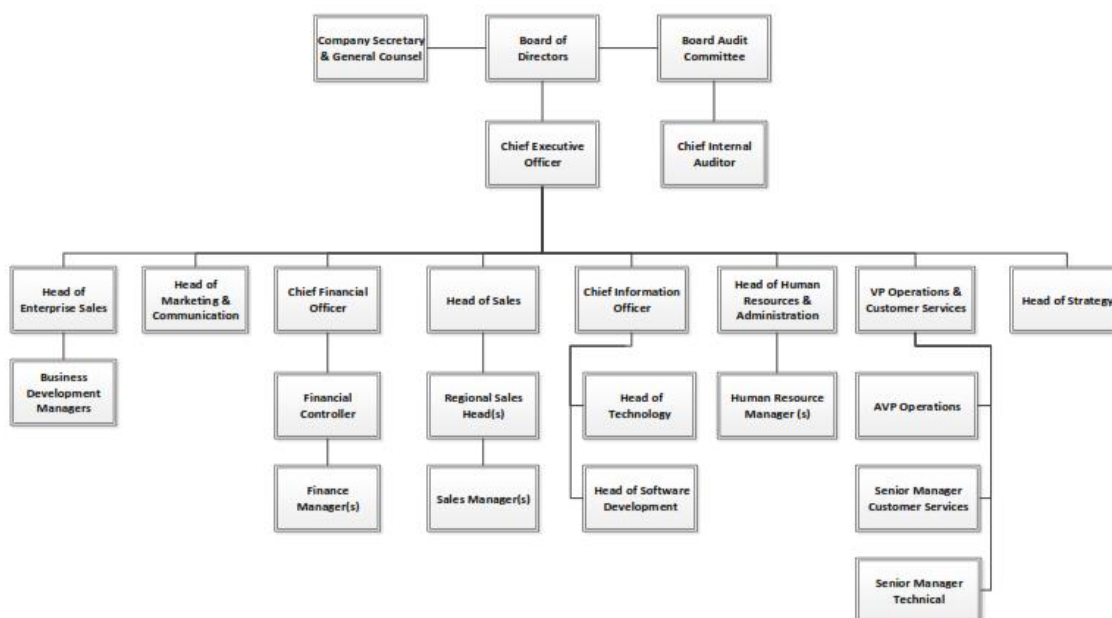
Cost of Labor:

- **Installation Staff:** The technical teams are not immune to inflation and the Company strives to ensure that they are well taken care of. Employees that have been with the company since inception and in their 18 year history have had multiple appraisals. The Company is however unable to pass this cost on to customers and has transitioned towards automation of post-installation functions to save cost.
- **Post Installation Staff:** Company has substantially reduced its operations staff by automating many functions by installing latest technologies, such as automated IVR solution, app based scheduling & configuration of devices and automated alarm responses.
- **Sales Staff:** Sales staff is primarily on a variable compensation structure and due to enhanced product offerings they are able to increase their compensation by selling both old and new solutions, where the newer solutions provide them the support they need to keep increasing their sales portfolio.

Increasing Preference for Rental-Based pricing model:

- In addition to asking for lower prices, customers are more inclined towards payment plans and service level agreements. The trend is shifting from outright purchases to an operating lease model where the Company has to purchase hardware upfront and extend an operating lease to customers with a service level agreement. This approach requires an upfront investment in procurement of telematics devices. However, in the long run it enables the Company to sustain its margins with recurring revenue from the segment.

3.4 COMPANY ORGANOGRAM



3.5 KEY MILESTONES

Year	Milestone	Details
1999	Vehicle Tracking License	TPL Trakker (now TPL Corp Limited) acquired Pakistan's first Vehicle Tracking License in 1999 and pioneered the service
2001	Fleet Management & Stolen Vehicle Recovery Services	TPL Trakker (now TPL Corp Limited) launched specialized services of Fleet Management and Stolen Vehicle Recovery. It is still the market leader for these services and has recovered vehicles worth approximately PKR 7 billion till date.
2002	Nationwide Branch Expansion	TPL Trakker (now TPL Corp Limited) started expanding its operational presence across Pakistan. The Company has offices and teams across the country and its large coverage makes it the service provider of choice for its diverse base of corporate and retail customers.
2006	Launch of Trakker Middle East LLC	TPL Trakker (now TPL Corp Limited) launched its UAE associate company which provides Telematics and IoT solutions in the UAE market.
2009	Launch of Navigation Services	In line with the global trends, TPL Trakker (now TPL Corp Limited) launched navigation services.
2013	Launch of Safe Transport Environment for FBR	TPL Trakker (now TPL Corp Limited) qualified for the license by FBR for Safe Transport Environment Project, which was initiated to track the cargo for Afghan Transit.
2015	Launch of E-Ticketing & Payments Solution	The Lahore Transport Company became TPL Trakker's (now TPL Corp) first customer for its E-ticketing and payments solution which was used in over 300 buses in Lahore.

2015	Launch of Local Container Tracking	TPL Trakker (now TPL Corp Limited) started offering its container tracking services to the private sector as well in addition to the public sector.
2017	De-Merger Scheme	On November 24, 2017, by way of a de-merger, TPL Trakker Limited, was renamed and became TPL Corp Limited, a company which now holds investments in all the TPL group companies. Under the new regime, the IoT and Data and Location Services business were transferred into new entities being TPL Vehicle Tracking (Private) Limited (now TPL Trakker Limited) and TPL Maps (Pvt.) Limited.
2017	Launch of Franchise Model	The Company launched its franchise network across the country to expand its geographical reach and increase its distribution network
2017	Launch of Online Store	Started selling its telematics solutions including various vehicle tracking, fuel monitoring, driver behavior and video vehicle telematics solutions online via its e-Commerce store enabling customers to buy directly without the need of a salesperson or channel partner. Since then the Company has actively participated in all ecommerce sales drives like the Big Friday campaigns etc.
2019	Merger of TPL Trakker, TPL Maps and TPL Rupiya	On November 22, 2019, the operations of TPL Rupiya (Pvt.) Limited and TPL Maps (Pvt.) Limited were merged into TPL Trakker Limited. The merger is effective from July 01, 2019
2019	Launch of Vehicle Analytics and Track Me	Launched a new feature within its app that utilizes the latest developments in Data Science to provide its customers with customized analytics for their vehicles and drivers
2019	Launch of Video Vehicle Telematics	Launched mobile digital video recording solutions that monitor for driver fatigue and distraction using artificial intelligence. These solutions complement Company's Connected Car offering and help its customers enhance the safety of their fleets
2019	Launch of Industrial Internet of Things Solutions	In a strategic synergistic diversification the Company launched industrial internet of things solutions leveraging its electronics engineering and software development expertise targeting the huge influx in demand for IoT solutions
2019	Launch of Location Planning and Assessment Platform	In addition to navigation software and digital maps data- the company has now launched their Location Evaluation and Assessment Platform which provides Intelligent location planning based on demographics and geospatial insights for Customer Care Centers – Bank Branches – Retail Outlets – Telecom Towers – and many more
2019	Launch of Dispatch Solution for Field Force Automation	Launched the solution (named DART), which provides Route Optimization & Digitization of Documents and Signatures with Real Time Monitoring for field force
2019	Launch of Proximity Based Advertisement Solution	Launched another product named GoConnect that provides location and time relevant campaigns with sequenced advertisements on the go via Web and Mobile Apps

3.6 INFRASTRUCTURE FACILITIES

Description	City	Address
Corporate Head Office	Karachi	12th and 13th Floor, Centrepont, Off Shaheed-e-Millat Expressway, Adjacent KPT Interchange
Trakker Middle East Head office	Dubai, UAE	18th Floor, Sidra Tower Building, Sheikh Zayed Road, TECOM, PO Box 99323
Trakker Middle East – Technical Office	Abu Dhabi, UAE	Mezzanine Floor, Amina Ahmed Building, Electra Street, PO Box 52331
Data Center	Karachi	10th Floor, Centrepont, Off Shaheed-e-Millat Expressway, Adjacent KPT Interchange
Development & Research Center	Karachi	Plot no. 20-B & 20-C, Block No. 6, P.E.C.H.S., Survey sheet no. 35-P/1
Regional Office providing Sales, Marketing & Technical Support	Lahore	51-M, Denim Road, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore
Regional Office providing Sales, Marketing & Technical Support	Islamabad	10th floor (South) ISE Towers, 55-B, Jinnah Avenue, Blue Area, Islamabad
Software Development Center	Islamabad	19Y, 3rd Floor, Business Bay Avenue, Bahria Expressway, Sector F, DHA Phase 1, Islamabad
Regional Office providing Sales, Marketing & Technical Support	Faisalabad	P6161, West Canal Road, Adjacent to Toyota Faisalabad Motors, Faisalabad
Regional Office providing Sales, Marketing & Technical Support	Multan	House No. 5, Suraj Miani Road, Opp. Ashraf Cardiac Clinic, Chungi No. 1, Multan
Regional Office providing Sales, Marketing & Technical Support	Peshawar	C-7 & C-8, 3rd Floor, Jasmine Arcade, Fakhr-e-Alam Road, Peshawar
Regional Office providing Sales, Marketing & Technical Support	Hyderabad	A-8 District Council Complex, Hyderabad

3.7 PRODUCT PORTFOLIO

Connected Car

- **Real-time location tracking:** Comprehensive real-time location analytics solution puts geographical/location data to good use by extracting valuable insights. It enables customers to take proactive actions to enhance their business operations while making it possible for them to learn from past events and make more efficient and accurate business decisions. The Company's State-of-the-art, real-time location analytics tools help them handle the complexities related to data in a more transparent manner; it can transform massive amounts of rudimentary data into powerful insights, which in turn can be converted to executable actions.
- **Driver behavior analysis:** Driving behavior scoring algorithms help customers ensure that the drivers they put behind the wheel follow their rules and maintain driving excellence. It's often said that people are a company's most important resource. Driving safety and road safety have always been and will always be

the highest priority in the transportation field. Running a large fleet makes managing safety extra challenging. So, analyzing driver behavior is essential both for fleet management, as well as the drivers themselves. Intelligent driver behavior monitoring systems reduce the rate of accidents, while protecting company property and reputation and drivers' lives by monitoring the driving violations that are made in context to how much the vehicle is driven as well as the road and weather conditions. The Company is continuously improving its machine learning and artificial intelligence algorithms to investigate drivers' driving behaviors and styles.

- **Predictive maintenance:** Telematics devices collect an enormous amount of fuel system data and engine data such as engine revolutions per minute, engine oil level, transmission, mileage driven, tire pressure, and more. Based on all the engine data and the historical records of maintenance and repair, big data predictive analysis provides with precautionary breakdown and maintenance notifications, as well as the recommended solutions. By acquiring advance visibility into potential vehicle health issues, customers' fleets can make the appropriate arrangement between downtime and work-time for vehicles to reduce the likelihood of an unexpected breakdown on the road to save them both money and energy.
- **Usage based Insurance:** Utilizes telematics devices installed in customer vehicles to allow the insurance company to monitor driving habits. For a safe driver with good driving habits, the customer may earn a lower insurance premium than drivers with bad driving habits. Once the telematics device is installed in the vehicle, it monitors driving habits and records them. Some of the activities monitored include where and when you drive, the number of miles driven, and any periods of rapid acceleration or hard braking. This is a one-of-a-kind solution which is not being provided by anyone in the market except TPL Trakker. It essentially allows the insurance company to better price the risk of the covered asset.
- **Video vehicle telematics:** The solution combines video data, computer vision technology, and vehicle data to deliver insights that enable customers to monitor driver behavior and receive timely video evidence of critical incidents called "first notification of loss (FNOL)" by insurers. Video telematics combines vehicle data and driving data to provide more context around any incident footage while transmitting the video evidence in real-time over a cellular network. Multiple camera options are available: road-facing, road and driver-facing, and multi-camera (four total cameras inside and/or outside the vehicle).
- **Driver fatigue monitoring:** Driver attention detection systems are designed to analyze the characteristics of the driver and identify signs of inattention or drowsiness. If any lack of attention or drowsiness is detected, vehicle warns the driver and in some variations it may even take control of the vehicle. The system continually monitors and assesses driver behavior behind the wheel to help determine if the driver is inattentive – and then if so, warn the driver to take a break.
- **Advance fleet management:** Utilizing evolutionary algorithms that incorporates actual delivery time and other real-time data for daily route calculation, TPL Trakker's customers can increase fleet efficiency by completing more tasks per day with the same fleet and workforce while reducing overall mileage and fuel cost. The solution changes the way fleet managers look at their fleet. The solution provides them with customized dashboards for their business that help them prioritize and monitor events that are most critical for their business, allowing them to make the right decisions based on accurate real-time information supported by various hardware peripherals such as Driver ID Key and Seat Belt Sensors etc.

Data and Location Services

- **Container tracking:** Container tracking product tracks and monitors containers and provides critical supply chain visibility and security, transforming trip data into billing and insurance records so that customers can quickly manage accounts payable, complete audits and answer end-user inquiries. Container tracking solutions provide intrusion and theft alerts systems that enhance security parameters supported by better security via container locks, route monitoring using digital mapping, customized geo-fencing and landmarks and raising alarms in case of intrusion detection.

- **Location based advertising:** Proximity marketing uses beacons and mobile infrastructure to locate customers and collect data about their movements. This movement data is used to analyze their behavior and patterns in order to enhance their shopping experience by providing them suggestions on what they might need. This enables organizations to highly personalize their offerings based on the location context of individual customers, instead of pushing out random product offers via text messages or emails to a mass audience. This highly increases the chances of a customer purchasing goods as they are now offered with what he/she was probably looking for.
- **Route planning & optimization:** Back in the day, for logistics companies, the process of planning a delivery path was done manually and was very time consuming. Besides, without real-time traffic conditions, it was difficult to provide accurate ETAs and save driving time on the road. With the route planning and optimization solution, customers can make their driving path more efficient and more optimal, using instant traffic information such as accidents and construction and road information such as the number of stop signs, road speed, school zones and so on.
- **Data APIs:** Web mapping APIs include classes for maps and layers so that one does not have to write all the low-level code for displaying an interactive map image and drawing a new layer on it to enable vehicle routing and optimization. APIs and SDKs are the building blocks to integrate location into any mobile or web app with precise location data and powerful developer tools to change the way one navigates the world.
- **Navigation:** TPL Trakker's navigation app is optimized to work with car's built-in infotainment system. TPL Trakker is the only digital mapping service licensed by the Survey of Pakistan. The App is inlaid with smart features that provide real-time intelligent routing, live traffic updates, turn-by-turn navigation options and smart search amongst a host of other features.

Industrial IoT

- **Smart warehousing:** Smart Warehousing solution is the culmination of warehouse automation, automating various components of warehousing operations. Similar to smart homes, a smart warehouse is enabled with several automated and interconnected technologies to help maintain required storage conditions, optimize one's inventory levels and control pilferage.
- **Genset monitoring:** TPL Trakker's Genset Fuel Monitoring Solution is a breakthrough technology that helps make generators more efficient and durable. Generators are installed with sensors and monitors giving feedback on performance metrics such as voltage, run hours, fuel level, amongst others. A gateway device then communicates these readings to the central server over the internet. Typical reports include generator status, fuel and maintenance reports.
- **Water monitoring:** Water monitoring system helps customers monitor the water level and track consumption and reconcile purchase to control pilferage. The solution also helps water and sanitation agencies manage their operations and wells.
- **Fuel management:** Automated fuel management system gives fleet organizations a much higher level of accountability that can yield up to 15% in fuel consumption savings and 10-20% in the reduction of 'shrinkage' or wasted fuel.² With greater efficiency all fuel management data can be integrated with a fleet management system and kept in a single database, eliminating the need for fleets to rely on manual or duplicate entry into multiple databases.

² Source: Internal Company Analysis

3.8 END USERS, DEMAND FOR PRODUCTS AND NAMES OF THE COMPETITORS

3.8.1 Major Customers



3.8.2 Demand

Connected Car:

Financial Institutions: Insurance penetration is on an upward trend and with increasing automobile prices, more and more customers are opting for bank financing instead of outright purchase boosting demand for vehicle telematics solutions.

Corporate Clients (Driver Behavior, Fleet Management): With the increasing awareness of driver & road safety, many corporate clients are opting to procure driver behavior and fleet management. Recently the Oil & Gas Regulatory Authority has made it mandatory for all Oil Tank Lorries to install Video Vehicle Telematics equipment to monitor the fatigue and distraction level of their drivers.

Container Tracking:








Logistics Companies: With the introduction of CPEC in Pakistan, the demand of heavy vehicles is expected to grow exponentially and manufacturers are flocking to Pakistan to capitalize on this. CPEC has made a significant impact in Pakistan to revolutionize things. At least 100,000 additional trucks are estimated to be required to transport construction materials and support movement of export-import trade and increased volume of goods

The upcoming Axle Load Regime as per the Safety Ordinance 2000 is expected to increase the container volume by 60%

Digital Mapping & Location Services:

New entrants in Ride hailing and e-commerce companies are entering the local market and expanding aggressively. These players require and are dependent on digital maps for their business models to work.

3.8.3 Names of Competitors

Connected Car	Digital Mapping and Location Services	Industrial box
Falcon-I 	Google 	V-Track 
Tracking World 	Waze 	Black Box
Telogix 		
ITechnologi 		

3.9 MATERIAL PROPERTY

Details of material property is as follow:

Location	Addresses	Usage	Covered Area (sq.ft)	Carrying Value 30 June 2019
Lahore	51-M, Quaid-E-Azam Industrial Estate, Kot Lakhpat	Regional Office providing Sales, Marketing & Technical Support	24,130	PKR 351,868,901
Karachi	Plot no. 20-B & 20-C, Block No. 6, P.E.C.H.S., Survey sheet no. 35-P/1.	Research and Development Centre	10,240	PKR 424,375,661
Total				PKR 776,244,562

Note: The amount is inclusive of land and building, both.

3.10 FUTURE PROSPECTS

- **Connected Car:** Company's largest customers within Vehicle Telematics are insurance companies and banks. They use TPLT's services to cover their exposure on the automobile in case of theft. Its stolen vehicle recovery service has recovered more than PKR 7 billion worth of vehicles till date and has a recovery rate for more than 90% along with one of the largest recovery team in the country. The size of Pakistan's motor insurance industry is relatively small in proportion to its GDP. However insurance penetration is on an upward trend and with increasing automobile prices, more and more customers are opting for bank financing instead of outright purchase. Furthermore the penetration of automobiles is extremely low in Pakistan with approximately 18 cars per 1000 inhabitants, as of 2014, compared to 206 cars per 1,000 in Thailand, 60 cars per 1000 in Indonesia, and 313 cars per 1000 in the UAE. This gap is expected to slowly but surely reduce. The rise in middle class income, young population and greater availability of credit and financing options are expected to create a strong demand for automotive in Pakistan. With the passing of Automotive Development Policy (ADP) 2016-21 major international players including Kia Motors and Hyundai have entered the Pakistan Automotive market with mega investments eyeing the expected market growth in coming years. All these developments are expected to boost the future prospects of the Company's core business of vehicle tracking.
- **Container Tracking:** Pakistan also stands to gain from the China Pakistan Economic Corridor. China has invested more than 1 trillion US dollars till date in developing their western regions. The port of Gwadar is much closer to this region compared to China's Eastern Ports. This is expected to result in large increase in transshipment cargo in Pakistan. The new axle load regime in the pipeline for implementation as per the Safety Ordinance 2000 the container volume is expected to go up by at least 60%. Presently about 0.3 million trucks move about 300 million tons of cargo annually. In order to meet the new axle load requirement, an additional 0.2 million trucks would be needed to support the existing volume. The Oil & Gas Regulatory Authority has made it mandatory for all Oil Tank Lorries to install Video Vehicle Telematics equipment to monitor the fatigue and distraction level of their drivers.
- **Digital Mapping & Location Based Services:** Following in the footsteps of the developed markets, with the onset of data and analytics the Pakistani market is also changing. Ride Hailing services that depend on digital maps, are replacing traditional taxis. Consumer preference is shifting towards ordering food delivery vs. eating in, which also needs digital maps for their last mile delivery & route optimization. Increasing e-commerce sales is also driving up the demand for digital maps to help with their last mile delivery and route

optimization. Furthermore as innovations in self-driving vehicles emerge, it's clear that robust GIS car systems are the basis for successful navigation. Connecting self-driving cars with high-definition geospatial details for every individual street should be the key to achieving the best results and will naturally depend on digital maps.

- **Industrial Internet of Things:** The Pakistan industrial landscape is evolving with the onset of data and analytics. Developments in computing and communications are blending physical and digital worlds with profound implications for individuals and businesses. Manufacturers and large corporates are moving towards installing various IoT sensors in their industrial assets to monitor early warning signals to predict breakdowns and avoid unplanned downtime along with monitoring consumption patterns to control pilferage. Within the IoT market, the software & services segments are expected to grow the most in revenue. Furthermore these segments are expected to contribute more than 50% of the profits of the sector even though their revenue share is expected to be smaller. The company's Genset Monitoring solution is being well received by the Banking Industry for their branch network & the Telecom Industry for their Towers. TPL Trakker is targeting to achieve market leadership for these solutions within Pakistan's 14,000 bank branches and 40,000 telecommunications towers. UR Automated Fuel Management System has been successfully implemented at one of the largest port terminals "South Asian Port Terminal" and is being actively marketed to Oil Marketing Companies and their Stations across the Nation. TPL Trakker is targeting to achieve market leadership for this solution within the 8,000 Petrol Stations in Pakistan
- **Synergy from the merger of TPL Maps Pvt. Ltd. and TPL Rupiya Pvt. Ltd. with an into the Company**
Post-Merger, the Company is well positioned to extract more value out of a merged entity with greater synergy for development of new products. Mapping and Location services serve as a platform for developing IoT based solutions. There is an increased demand from clients for solutions encompassing IoT, mapping and Telematics. For example, increased demand in the logistics and transportation sectors is observed for mapping and tracking solutions to be provided on a common platform as one solution. Therefore, merging the businesses together with a common sales team streams in greater opportunities for the Company to cross sell entire solution stack to existing and new customers.

Moreover, the merger enables the Company to centralize various functions including Software Development and Operations resulting in a matrix organization structure whereby all the Functional Heads of Department are the same across the different business divisions. Along with it, the merged entity benefits from technical economies of scale whereby the fixed technical-costs is spread across the business divisions.

Furthermore, the merger solidifies Company's leadership in the local market and facilitates its entry into the global markets. TPL Maps (now merged with Trakker Limited) has developed an expertise in software-as-a-service location-based-solutions which use location data from tracking devices to help clients derive more business value from their investment in trackers. This complements TPL Trakker's connected car business within Pakistan and greatly enhances the value proposition of TPL Trakker's associated company in the UAE which is serving a market that is ripe for analytics based solutions. Backing this strength, TPL Trakker is planning to increase its stake in its associate company i.e. Trakker Middle East LLC from 29.0% to 50% so that it can leverage its development team locally in Pakistan to offer rich IoT solutions to the international market and save cost.

3.11 KEY VENDORS

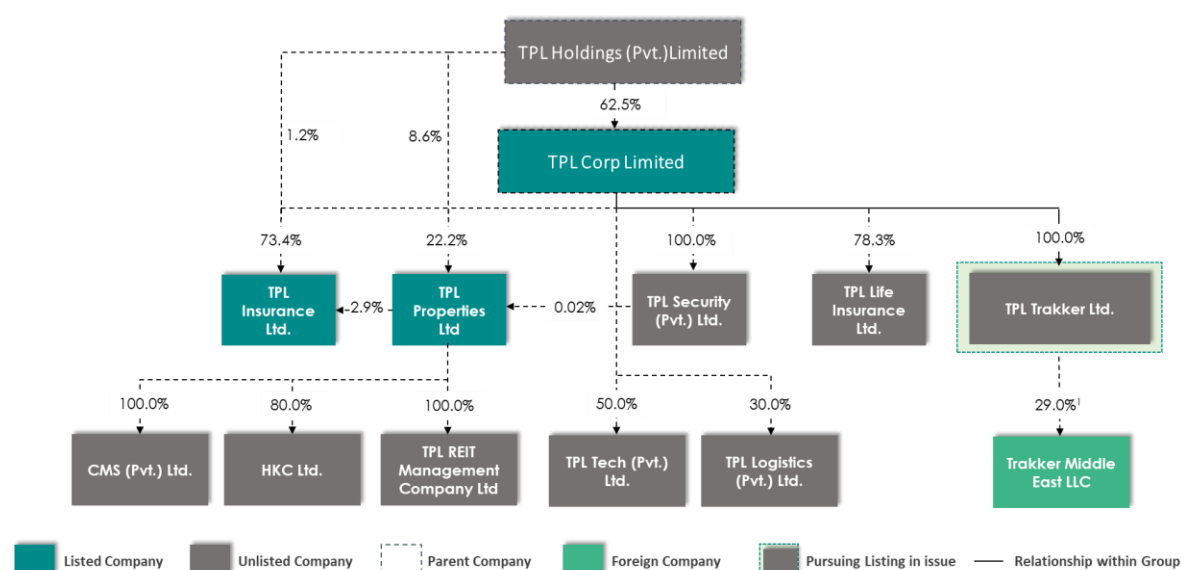
Vendor	Particular
Systems Planning Corporation (SPC)	Supply of Satellite devices used in FBR Customs Projects
GoSafe Systems Pvt. Ltd.	Supply of IoT Devices
LatLong Solutions Pvt. Ltd.	Supply of IoT Devices
Pak Telecom Mobile Limited (Ufone)	Purchase of Data SIMs for IoT Devices
Pakistan Mobile Communication Limited (Mobilink)	Purchase of Data SIMs for IoT Devices
SalTec Powerlink	Remote Generator Fuel and Power Monitoring Systems
Vector Engineering	Supply of relays on monthly basis
Howen Technologies	Exclusive partnership rights of Video Vehicle Telematics Product in Pakistan
Here Technologies, Europe	License for Data Acquisition

3.12 APPROVALS

The Company has obtained the following key approvals for carrying on the business

#	Key Approvals	Date
1	PTA License to establish, maintain, and operate Data Class Value Added Services in Pakistan for provision of Vehicle Tracking Services (License # DIR (L)/CV AS-105/PTA/2006)	25 th Aug, 2015
2	Safe Transport Environment (STE) license provided by FBR under Tracking and Monitoring of Cargo Rules, 2012 [S.R.O. 413 (I) /2012]	16 th May, 2012 Renewal: 31 st Dec, 2018

3.13 GROUP STRUCTURE OF THE ISSUER



¹The Company currently holds 29% stake in Trakker Middle East LLC with it being the Company's Associated Company. The Company is currently in the process of acquiring a further 21% stake in Trakker Middle East LLC which will give the Company controlling interest in it and it shall become Company's subsidiary.

3.14 ASSOCIATED COMPANIES

Name	Trakker Middle East LLC	TPL Corp Limited	TPL Life Insurance Limited	TPL Insurance Limited	TPL Properties Limited
Nature of business	Telematics & IoT	Holding Company	Life Insurance Company	Insurance Company	Real Estate Company
Nature of relation	Associate	Parent Company	Common Directorship	Common Directorship	Common Directorship
Shareholding of the Issuer	29.0% ¹	0%	0%	0%	0%

¹The Company currently holds 29% stake in Trakker Middle East LLC with it being the Company's Associated Company. The Company is currently in the process of acquiring a further 21% stake in Trakker Middle East LLC which will give the Company controlling interest in it and it shall become Company's subsidiary.

3.15 FINANCIAL PERFORMANCE OF LISTED ASSOCIATE COMPANIES

The Company has three listed associated companies by virtue of common directorship that are TPL Properties Limited, TPL Corp Limited and TPL Insurance Limited. The financial performance of these companies are illustrated below:

TPL Properties Limited			
Consolidated Profit & Loss Statement			
For the year ending June 30	FY17	FY18	FY19
[PKR]	Audited	Audited	Audited
Rental Income	542,269,988	553,192,539	597,206,250
Direct Operating Cost	(149,374,655)	(162,750,613)	(174,332,789)
Gross Profit	392,895,333	390,441,926	422,873,461
Administrative and General Expense	(151,678,078)	(146,594,074)	(139,391,320)
Finance Cost	(196,137,972)	(232,307,773)	(290,216,526)
Other Income	301,670,153	1,204,328,595	709,040,311
Profit before Taxation	346,749,436	1,215,868,674	702,305,926
Taxation	(16,403,709)	(20,285,433)	(26,052,004)
Profit after Tax	330,345,727	1,195,583,241	676,253,922

TPL Properties Limited Balance Sheet For the year ending June 30			
[PKR]	FY17	FY18	FY19
	Audited	Audited	Audited
Assets			
Non-Current Assets			
Property & Equipment	370,820,634	387,103,277	376,056,976
Intangible Assets	-	1,250,649	1,000,519
Long term deposits	186,919	2,786,919	2,786,919
Investment Property	4,975,874,522	6,189,635,029	6,874,579,344
Development Properties	886,856,186	1,088,264,861	1,265,142,970
Deferred Tax Assets	77,325,732	86,457,378	96,836,664
Total Non-Current Assets	6,311,063,993	7,755,498,113	8,616,403,392
Current Assets			
Tools	1,094,402	853,932	1,070,706
Receivables against rent, maintenance and other services	66,869,992	153,705,805	96,863,705
Advances and Prepayments	23,672,653	49,781,411	308,068,498
Due From Related Parties	74,100	1,287,086	3,507,415
Taxation – net	103,837,162	109,314,097	156,594,058
Short Term Investment	-	100,000,000	45,898,517
Interest Accrued	-	642,991	1,163,133
Cash & bank balances	353,630,169	558,786,594	217,035,018
Total Current Assets	549,178,478	974,371,917	830,201,050
Total Assets	6,860,242,471	8,729,870,030	9,446,604,442
Equity And Liabilities			
Share Capital And Reserves			
Issued, paid up & subscribed	2,735,113,670	2,735,113,670	3,273,931,060
Share premium	560,563,555	560,563,555	21,746,165
Accumulated profit	1,053,438,147	2,249,120,030	2,925,593,603
Non-Controlling Interest	87,635,191	87,536,549	175,907,498
Total Equity	4,436,750,563	5,632,333,804	6,397,178,326
Non-Current Liabilities			
Long term financing	1,900,573,763	2,288,901,051	2,131,011,993
Total Non-Current Liabilities	1,900,573,763	2,288,901,051	2,131,011,993
Current Liabilities			
Trade & other payables	95,521,472	109,570,225	77,934,374
Accrued Expenses	18,591,655	16,149,910	15,357,256
Due to Related Parties	11,912,538	8,430,936	10,385,612
Accrued Markup	60,743,064	63,553,126	97,207,446
Short Term Borrowing	-	400,000,000	400,000,000
Current Maturity of Long-term Loan	232,250,000	99,000,000	165,000,000
Advance against rent, maintenance, and other services	103,899,416	111,930,978	152,529,435
Total Current Liabilities	522,918,145	808,635,175	918,414,123
Total Equity and Liabilities	6,860,242,471	8,729,870,030	9,446,604,442

TPL Corp Limited Consolidated Profit & Loss Statement For the year ending June 30			
	FY17	FY18	FY19
[PKR]	Audited	Audited	Audited
Turnover - net	2,168,433,363	3,471,416,104	4,323,877,490
Cost of sales and services	(1,168,704,303)	(1,960,688,714)	(2,632,727,037)
Gross profit	999,729,060	1,510,727,390	1,691,150,453
Distribution expenses	(214,246,828)	(282,607,965)	(351,365,123)
Administrative expenses	(501,505,198)	(1,031,398,509)	(1,225,753,879)
Operating profit	283,977,034	196,720,916	114,031,451
Other expenses	(1,359,659)	(97,311,519)	(30,822,802)
Finance costs	(334,819,965)	(507,568,032)	(740,582,208)
Other income	348,374,235	1,145,123,813	849,980,288
Share of loss from investment in associates	16,962,359	(13,147,234)	(11,491,773)
Profit before taxation	313,134,004	723,817,944	181,114,956
Taxation	(44,853,506)	(59,569,819)	(98,730,149)
Profit for the year	268,280,498	664,248,125	82,384,807

TPL Corp Limited Consolidated Balance Sheet For the year ending June 30			
	FY17	FY18	FY19
[PKR]	Audited	Audited	Audited
Assets			
Non-Current Assets			
Property, plant and equipment	1,799,520,629	2,214,071,587	2,760,068,510
Intangible assets	1,749,481,140	2,656,249,953	2,846,548,546
Investment properties	4,348,453,273	5,322,678,273	5,909,238,595
Development properties	888,738,740	1,090,147,420	1,265,142,970
Long-term investments	536,285,330	-	99,847,459
Long-term loans	826,538	436,577	637,436
Long-term deposits	45,518,147	69,917,932	54,887,344
Deferred tax asset - net	83,451,967	125,769,341	148,297,825
Total Non-Current Assets	9,452,275,764	11,479,271,083	13,084,668,685
Current Assets			
Stock-in-trade	357,216,927	326,691,767	267,410,363
Trade debts	1,280,586,976	1,412,187,469	1,397,979,627
Loans and advances	28,989,687	172,837,318	385,175,061
Trade deposits and prepayments	145,391,626	352,558,825	427,724,912
Interest accrued	7,658,694	23,913,319	20,434,331
Other receivables	19,448,697	637,240,938	787,765,320
Short-term investments	314,120,415	1,362,681,407	557,115,177
Due from related parties	9,132,004	11,706,548	80,217,260

Premiums due but unpaid	61,284,561	-	-
Deferred commission expense	-	124,090,599	169,248,562
Taxation – net	181,497,171	162,290,955	179,807,632
Cash and bank balances	490,104,431	952,449,788	772,349,444
Total Current Assets	2,895,431,189	5,538,648,933	5,045,227,689
Total Assets	12,347,706,953	17,017,920,016	18,129,896,374

Equity And Liabilities**Share Capital And Reserves**

Issued, subscribed and paid-up capital	2,172,489,630	2,372,977,630	2,672,977,630
Capital reserves	-	60,855,762	60,855,762
Revenue reserves	548,301,049	559,609,454	230,753,382
Surplus on revaluation of property, plant and equipment	228,790,596	228,061,064	555,060,494
Non-controlling interest	3,978,088,025	4,220,516,153	4,618,489,560
Total Equity	6,927,669,300	7,442,020,063	8,138,136,828

Non-Current Liabilities

Long-term financing	2,523,542,514	3,287,127,280	2,472,910,025
Liabilities against assets subject to finance lease	10,975,935	504,016	52,145,571
Long-term loans	290,277,330	308,133,420	148,888,890
Deferred liabilities	11,729,338	6,206,490	6,570,620
Accrued Markup	4,326,432	-	-
Total Non-Current Liabilities	2,840,851,549	3,601,971,206	2,680,515,106

Current Liabilities

Trade and other payables	757,916,747	1,431,299,859	1,456,704,177
Accrued mark-up	105,627,379	131,603,069	238,534,790
Short-term financing	62,238,722	419,181,204	946,017,222
Liabilities against insurance contracts	24,950,923	453,328,693	463,842,693
Underwriting provisions	-	824,732,832	782,370,871
Running finance under mark-up arrangements	876,719,637	939,871,844	988,025,014
Current portion of non-current liabilities	492,142,691	1,226,350,997	1,209,038,572
Due to related parties	87,949,756	504,988,182	1,173,751,929
Unclaimed dividend	1,078,801	1,747,962	3,307,473
Unpaid dividend	3,000,000	3,000,000	3,000,000
Advance monitoring fees	167,561,448	37,824,105	46,651,699
Total Current Liabilities	2,579,186,104	5,973,928,747	7,311,244,440
Total Equity and Liabilities	12,347,706,953	17,017,920,016	18,129,896,374

TPL Insurance Limited			
Profit and Loss Account			
For the year ending Dec 31	CY17	CY18	CY19
[PKR]	Audited	Audited	Audited
Net insurance premium	1,197,090,802	1,299,464,809	1,264,044,832
Net Insurance claims	(507,903,517)	(502,047,755)	(485,917,776)
Reversal of provision for premium deficiency reserve	7,330,383		
Net commission expense	(120,760,529)	(113,925,515)	(135,022,253)
Insurance claims and commission expense	(621,333,663)	(615,973,270)	(620,940,029)
Management expenses	(525,053,235)	(516,993,546)	(486,702,936)
Underwriting results	50,703,904	166,497,993	156,401,867
Investment income	43,635,375	15,155,075	1,251,849
Other income	137,867,570	156,194,800	214,240,502
Other expenses	(118,502,948)	(221,243,903)	(243,565,387)
Results of operating activities	113,703,901	116,603,965	128,328,831
Financial charges	(401,931)	(769,430)	(1,642,832)
Profit before tax from General Insurance Operations	113,301,970	115,834,535	126,685,999
Profit before tax from Window Takaful Operations	35,531,212	47,528,202	(112,174,894)
Profit before tax for the year	148,833,182	163,362,737	14,511,105
Income tax expense	(45,664,468)	(58,336,124)	(10,936,073)
Profit after tax	103,168,714	105,026,613	3,575,032

TPL Insurance Limited			
Balance Sheet			
For the year ending Dec 31	CY17	CY18	CY19
[PKR]	Audited	Audited	Audited
Assets			
Property and equipment	357,288,330	79,476,151	120,491,630
Intangible assets	3,873,984	11,913,934	9,107,599
Investments			
Equity securities and mutual fund units	4,378,643	620,003,489	250,569,554
Government Securities		99,457,402	192,555,107
Debt securities	100,391,625		30,000,000
Term deposits	717,000,000	350,000,000	200,000,000
Loans and other receivables	106,721,675	274,370,944	348,807,642
Insurance / reinsurance receivables	284,888,855	258,493,866	147,146,207
Reinsurance recoveries against outstanding claims	119,400	21,515,947	10,529,385
Salvage recoveries accrued	39,823,494	40,201,885	57,187,621
Deferred commission expense	60,865,414	61,621,674	91,084,451
Deferred taxation		21,237,574	31,981,982
Taxation - Prepayment Less Provision			13,721,203
Prepayments	109,538,519	193,241,458	225,089,727
Cash and bank balances	176,417,583	133,592,489	153,052,811

Total assets of General Takaful Operations	1,961,307,522	2,165,126,813	1,881,324,921
Operator's Fund	318,930,037	335,497,378	370,022,394
Total assets	2,280,237,559	2,500,624,191	2,251,347,315
Equity And Liabilities			
Share Capital And Reserves			
Ordinary share capital	755,158,990	755,158,990	938,662,610
Share premium - net of share issuance cost	138,676,334	138,676,334	8,033,837
Unappropriated profits	148,890,951	253,917,563	16,898,950
Available-for-sale reserve	2,266,815	(26,446,916)	(26,697,564)
Total Equity	1,044,993,090	1,121,305,971	936,897,833
Liabilities			
Underwriting Provisions			
Outstanding claims including IBNR	126,585,842	129,515,223	136,343,591
Unearned premium reserves	699,873,641	671,873,202	636,445,691
Premium deficiency reserves			
Unearned reinsurance commission	4,569,980	4,358,320	19,506,278
Deferred taxation	2,390,402		
Premium received in advance	1,613,510	2,779,624	4,629,066
Insurance / reinsurance payables	56,960,305	114,673,701	122,268,570
Other creditors and accruals	164,772,075	219,116,924	226,217,448
Taxation - provision less payment	352,722	2,733,398	-
Total Liabilities	1,057,118,477	1,145,050,392	1,145,410,644
Total Equity and Liabilities	2,102,111,567	2,266,356,363	2,082,308,477
Total liabilities of General Takaful Operations			
Operator's Fund	178,125,992	234,267,828	169,038,838
Total Equity and Liabilities	2,280,237,559	2,500,624,191	2,251,347,315

3.16 RELATED PARTY TRANSACTIONS

Particular	FY 17 Rupees	FY 18 Rupees	FY 19 Rupees
TPL Holdings (Private) Limited – (ultimate parent company)			
Amount received by the Company from THPL	-	58,649,675	172,500,000
Expenditure incurred / paid by the Company on behalf of THPL	-	1,175,620	1,490,460
Mark-up on current account	-	11,890,420	18,447,291
Mark-up amount paid by the Company (net) to THPL	-	11,984,007	16,555,806
Amount paid / repaid by the Company to THPL	-	78,680,000	129,245,794
TPL Corp Limited – (parent company)			
Amount received by the Company from TPL Corp	-	395,000,000	809,661,902
Amount paid / repaid by the Company	-	181,032,586	286,436,804
Amount paid by the Company on behalf of TPL Corp	-	42,061,494	26,262,205
Expenditure incurred by the Company on behalf of TPL Corp	1,621,235	105,911,938	71,856,900
Issue of ordinary shares	100	-	-
Expenditure incurred for purchase of operating fixed assets			

on behalf of TPL Corp	-	-	1,186,500
Expenditure incurred for purchase of intangible asset			
on behalf of TPL Corp	-	-	440,000
Expenditure incurred for TPLL on behalf of TPL Corp	-	-	323,229
Expenditure incurred by the Company for TPLE on behalf of TPL Corp	-	-	21,813,967
Expenditure incurred on behalf of the Company	-	-	401,737
Net assets of E-ticketing business transferred	-	32,358,060	-
Settlement of amount payable by the Company to TPL Corp against the			
- amount receivable by the Company from TPLE under signed Memorandum of Arrangement	-	-	5,682,374
- amount receivable by the Company from TPLL under signed Memorandum of Arrangement	-	-	2,427,139
- amount receivable by the Company from TSS under signed Memorandum of Arrangement	-	-	50,000,000

Associated Companies

TPL Security Services (Private) Limited

Expenditure incurred / paid by the Company on behalf of TSS	-	129,826,174	123,170,620
Services acquired by the Company from TSS	-	14,330,500	16,657,110
Amount received by the Company from TSS	-	104,788,900	91,999,973
Settlement of amount payable on behalf of the Company from TSS			
for services received from suppliers	-	21,596,933	16,496,386
Amount paid / repaid by the Company to TSS	-	13,834,703	-
Settlement of amount payable by the Company to TPL Corp against the amount receivable by the Company from TSS under signed memorandum of arrangement	-	-	50,000,000

TPL Properties Limited

Expenditure incurred / paid by the Company on behalf of TPLP	-	49,058,007	19,550,912
Amount paid by the Company to TPLP	-	20,000,000	-
Amount received by the Company from TPLP	-	64,936,596	20,759,440
Settlement of rent payable against outstanding balance receivable from TPLP	-	10,336,803	-
Mark-up on current account	-	1,846,042	260,868
Mark-up paid by the Company to TPLP	-	1,863,403	-

TPL Insurance Limited

Sales made by the Company to TIL	-	251,423,531	227,627,822
Expenditure incurred / paid by the Company on behalf of TIL	-	102,558,921	95,350,282
Amount received by the Company from TIL	-	386,118,584	424,727,177
Mark-up on current account	-	19,382,073	43,152,008
Payment made by the Company to TIL	-	617,927	279,013,318
Assets sold by the Company to TIL	-	31,250,000	-
Expenditure incurred / paid by TIL on behalf of the Company	-	58,870,260	25,463,740

Trakker Middle East LLC.

Expenses incurred / paid by the Company on behalf of TME	-	3,367,713	18,800,878
Markup on current Account	-	-	1,015,882

TPL Direct Finance (Pvt) Limited

Expenditure incurred / paid by the Company on behalf of TPLD	-	18,800	12,000
Mark-up on current account	-	76,642	104,767

TPL Logistics (Private) Limited

Expenditure incurred / paid by the Company on behalf of TPLL	-	23,305	1,149,773
Markup on current account	-	72,192	79,873
Settlement of amount payable by the Company to TPL Corp against the amount receivable by the Company from TPLL under signed memorandum of arrangement (including mark-up)	-	-	2,427,139

TPL Rupiya (Pvt.) Limited

Amount received by the Company on behalf of TPLR	-	20,005,821	23,752,484
Payments made by the Company to TPLR	-	500	-
Mark-up on current account	-	-	4,665,706
Expenditure incurred by the Company on behalf of TPLR	-	44,250,929	39,225,500

TPL Life Insurance Limited

Amount received by the Company from TPL Life	-	90,858,897	111,616,953
Expenditure incurred / paid by TPL Life on behalf of the Company	-	8,541,760	13,042,556
Mark-up on current account	-	2,167,088	1,874,848
Expenditure incurred by the Company on behalf of TPL Life	-	52,424,364	43,307,943
Payments made by the Company to TPL Life	-	37,800,000	85,907,260

TPL Maps (Pvt.) Limited

Amount received by the Company from TMPL	-	71,021,956	106,351,138
Payments made by the Company to TMPL	-	10,000	16,585,050
Expenditure incurred by the Company on behalf of TMPL	-	269,426,247	340,010,969
Mark-up on current account	-	-	38,808,302

TRG Pakistan Limited

Expenditure incurred / paid by the Company on behalf of TRG	-	951,081	780,580
Mark-up on current account	-	592,115	943,318

TPL Tech (Private) Limited

Expenditure incurred / paid by the Company on behalf of TPL Tech	-	-	21,780,890
Mark-up on current account	-	-	1,225,293

All transactions with related parties are entered into at agreed terms duly approved by the Board of Directors of the Company.

3.17 INDUSTRY OVERVIEW

Industry Background

Technology and advanced analytics are revolutionizing services and creating new sources of value for companies that know how to use them. The proliferation of connected devices and sensors, coupled with a thousand-fold increase in computing power over the past decade is opening up new ways to deliver services and interact with customers. Companies face a compelling opportunity to innovate their traditional go-to-market channels and models. The simultaneous rise of digital commerce, powerful digital players, and millennials as the dominant customer segment is disrupting the whole sector and changing the way in which industrial companies need to go to market.

After years of hype, anticipation, and steady uptake, the Internet of Things (IoT) seems poised to cross over into mainstream business use. The number of businesses that use the IoT technologies has increased from 13 percent in 2014 to about 25 percent today. And the worldwide number of IoT connected devices is projected to increase to 43 billion by 2023, an almost threefold increase from 2018.³

The IoT market will continue grow because existing IT devices will need to be linked to the IoT. Growth in traditional connected IT devices is admittedly moderate, about 2 percent per year. However, the installed base of more than five billion smartphones, two billion personal computers, and one billion tablets indicates a massive market for device integration.⁴

Digital is more than a novel feature or add-on in the machinery industry. It has implications for every link along the value chain. In the earliest parts of the value chain, digital applications are creating efficiencies for OEMs and Tier-1 suppliers. In product development, AI is reducing time to market. In manufacturing, the current ubiquity of autonomous robots is boosting shop performance, and the emergence of collaborative robots is improving the lives of humans, working right alongside them. Finally, in distribution, digital is reducing cost by optimizing delivery routes and fleets.

The “industrial Internet” is real. The Company sees clients gaining meaningful traction in oil and gas, mining, utilities, and agriculture, while impact is developing quickly in advanced industries such as automotive, complex machinery, and discrete manufacturing. Whether that be connecting products that they manufacture and sell or combining connected products into a more efficient value chain, companies in these heavier industries lead the way in getting value from IoT.

IoT, perhaps the most transformative and compelling application of innovative technologies for businesses and consumers today, remains in the early stages of its revolution however, significant trends are emerging. Those able to listen, learn, and adapt are likely to be winners.

Market Size

Based on market research, published in June 2019 by Reports and Data, The global vehicle telematics market is expected to reach USD 98.27 Billion by 2026 from a market size of USD 25.47 billion in 2018 with an expected CAGR of 18.3%.⁵

The location-based services market size was valued at USD 23.74 billion in 2018, and is projected to reach USD 157.34 billion by 2026, growing at a CAGR of 27.1% from 2019 to 2026.⁶

³ *Forecast: Internet of Things — Endpoints and Associated Services, Worldwide, 2017, Gartner, December 2017, gartner.com*

⁴ “Gartner says worldwide device shipments will increase 2 percent in 2018, reaching highest year-over-year growth since 2015,” Gartner, October 17, 2017, gartner.com.

⁵ <https://www.reportsanddata.com/report-detail/vehicle-telematics-market>

⁶ <https://www.alliedmarketresearch.com/press-release/location-based-services-market.html>

Whereas the internet of things (IIoT) market was valued at USD 357.77 billion in 2018, and it is expected to reach USD 921.09 billion by 2024, witnessing a CAGR of 17.62% during the forecast period (2019 to 2024), with industrial IoT Segment contributing 25%.⁷

Market Trends

Transportation Industry is expected to accelerate market growth. This growth is attributed to rising demand for fleet telematics in the transportation and logistics industries. Government authorities are introducing regulations for mandatory installation of telematics devices in passenger and commercial vehicles to improve the safety of passengers and drivers. The growing adoption of car leasing and rental services across the developing countries is enabling vehicle rental companies to deploy trackers to improve their services. The increase in cellular connectivity is helping fleet companies to track their vehicle traveling in remote locations using vehicle telematics devices. The technological advancements in the automotive sector, such as autonomous vehicles and C-V2X technology, are relying on GPS-based location tracking systems to improve the reliability and accuracy for navigation.

The capabilities of 5G, such as enhanced speed, low latency, and high capacity are expected to enhance performance of vehicle telematics devices. The adoption of 5G will support development of the autonomous driving technology, which uses GPS for route planning and its movement. Many telecom operators are focusing on the commercialization of next generation 5G technology.

Wired IoT devices are expected to hold a market share of over 50% by 2025 due to the provision of reliable power connection for wired devices.⁸ Wired telematics devices can manually be connected to the vehicles' electric systems, ensuring continuous power for these devices. These devices can easily be mounted in hidden locations in vehicles to avoid tampering. Wireless vehicle telematics device market is expected to grow at rate of over 20% during the forecast period due to the increase in the adoption of wireless technologies.⁹ The transportation companies are using On-Board Diagnostics (OBD) dongles and plug & play devices embedded with sensors to detect vehicle idle time, driving patterns, fuel efficiency, and road conditions. The compact size of wireless tracking devices enables easy integration into vehicles that can be used in discrete covert vehicle telematics applications.

Location-based solutions have emerged as effective tools for disaster and natural resource management. The use of technologically advanced mapping software, camera solutions, unmanned vehicles, and sensors reduce the risks associated with cost estimation, material wastage, project completion, and conflict resolution during the initial stages of project management. This in turn has proliferated the demand for geo-data and is expected to be a major factor to drive the growth of the global location-based services market.

The applications of location based services are influenced by its increased implementation across various verticals. Moreover, technological advancements in software and hardware components and their increased adoption in navigation solutions drive growth of the market.

IIoT is utilized across various industries such as oil and gas, insurance, manufacturing, transportation, infrastructure and retail for improving operational efficiency. Moreover, organizations around the world are collaborating to develop innovative IIoT technologies that aid manufacturers in reducing maintenance costs and preventing unplanned asset downtime.

Emerging Innovations in Self Driving

As innovations in self-driving vehicles emerge, it's clear that robust GIS car systems are required for successful navigation. Manufacturers must consider exactly what mapping information cars should be able to access and how to obtain that data

⁷ Bain Consulting Group: *Beyond Proofs of Concept: Scaling the Industrial IoT*

⁸ <https://www.gminsights.com/industry-analysis/vehicle-tracking-market>

⁹ <https://www.gminsights.com/industry-analysis/vehicle-tracking-market>

Connecting self-driving cars with high-definition geospatial details for every individual street is the key to achieve best results. As a digital mapping player, the Company is devoting resources to build 3-D representations of roadways in Pakistan by collecting the most precise and up-to-date information about conditions on every street.

Pakistan Market Analysis

Following in the footsteps of the developed markets, with the onset of data and analytics the Pakistani market is also changing. Ride Hailing services that depend upon digital maps are replacing traditional taxis. Consumer preference is shifting towards ordering food delivery vs. eating in, which also needs digital maps for their last mile delivery & route optimization. Increasing e-commerce sales is also driving up the demand for digital maps to help with their last mile delivery and route optimization. Furthermore as innovations in self-driving vehicles emerge, it is clear that robust GIS car systems are the basis for successful navigation. Connecting self-driving cars with high-definition geospatial details for every individual street should be the key to achieving the best results and will naturally depend on digital maps.

The Pakistan industrial landscape is evolving with the onset of data and analytics. Developments in computing and communications are blending physical and digital worlds with profound implications for individuals and businesses. Manufacturers and large corporates are moving towards installing various IoT sensors in their industrial assets to monitor early warning signals to predict breakdowns and avoid unplanned downtime along with monitoring consumption patterns to control pilferage. Within the IoT market, the software & services segments are expected to grow the most in revenue. Furthermore these segments are expected to contribute more than 50% of the profits of the sector even though their revenue share is expected to be smaller.

Pakistan also stands to gain from the China Pakistan Economic Corridor. China has invested more than 1 trillion US dollars till date in developing their western regions. The port of Gwadar is much closer to this region compared to China's Eastern Ports. This is expected to result in large increase in transshipment cargo in Pakistan. The new axle load regime in the pipeline for implementation as per the Safety Ordinance 2000 the container volume is expected to go up by at least 60%. Presently about 0.3 million trucks move about 300 million tons of cargo annually. In order to meet the new axle load requirement, an additional 0.2 million trucks would be needed to support the existing volume.¹⁰ The Oil & Gas Regulatory Authority has made it mandatory for all Oil Tank Lorries to install Video Vehicle Telematics equipment to monitor the fatigue and distraction level of their drivers.

Furthermore like many other developing countries, the size of Pakistan's motor insurance industry is relatively small in proportion to its GDP. However insurance penetration is on an upward trend and with increasing automobile prices, more and more customers are opting for bank financing instead of outright purchase. The penetration of automobiles is extremely low in Pakistan with approximately 13 cars per 1,000 inhabitants, as of 2014, compared to 206 cars per 1,000 in Thailand, 60 cars per 1000 in Indonesia, and 313 cars per 1000 in the UAE . This gap is expected to slowly but surely reduce. The rise in middle class income, young population and greater availability of credit and financing options are expected to create a strong demand for automotive in Pakistan. With the passing of Automotive Development Policy (ADP) 2016-21 major international players including Kia Motors and Hyundai have entered the Pakistan Automotive market with mega investments eyeing the expected market growth in coming years.

The GCC Market

Globally, the GCC is one of the world's fastest emerging transport markets, driven by national plans to significantly expand its infrastructure, modes of transport and services.

Physically, transport infrastructure and networks across the GCC are undergoing major extensions and additions. New 'state-of-the-art' projects include terminals and airports (e.g. King Abdul Aziz International in Jeddah, Kuwait

¹⁰ <https://www.dawn.com/news/1499468>

City International Airport), roads, bridges, waterways (e.g. Dubai canal), railways (e.g. GCC Rail) as well as tram and metro systems (e.g. Doha, Riyadh, Kuwait City).

Digitally, GCC countries are also transforming their ever-expanding transport networks through mass digitalization, high speed connectivity, and introduction of newer, smarter, more integrated services and management systems. Proactive 'digital-first' transport strategies are driving new digital initiatives towards a regional future of mobility. Examples include the UAE Road and Transport Authority (RTA) Smart Transport Strategy 2017-2021, Dubai Autonomous Transportation Strategy 2030 (ATS), Abu Dhabi Transportation Mobility Management Strategy 2030 (TMMS) and Kingdom of Saudi Arabia (KSA) Ministry of Municipal and Rural Affairs (MOMRA) recently announced Smart Transport Systems (part of its smart cities program).

KSA and the UAE which are leaders in smart cities, are expected to witness huge adoption of IoT technology for smart transportation. Deployment of advanced navigation systems, digital dashboards and premium infotainment systems are some of the major trends in the automotive market. They are expected to boost the demands for IoT enabled infotainment systems in the region

In addition to adoption of IoT technology within smart transportation there is also large scale development across various other verticals especially in the UAE where IoT is fueling several growth opportunities:

<u>Fleet Management</u> (IoT Spend)	<u>Production Asset Management</u> (IoT Spend)	<u>Manufacturing</u> (IoT Spend)	<u>Freight Monitoring</u> (IoT Spend)	<u>Smart Homes</u> (IoT Spend)
AED 84 Million	AED 122 Million	AED 146 Million	AED 77 Million	AED 84 Million
<ul style="list-style-type: none"> - IoT enabled Fleet Management, - Integration with management & operational functions - Smart device integration and in-vehicle behavioral analytics. 	<ul style="list-style-type: none"> - AI powered Project Management - Smart consumption statistics, big data analysis, surveillance and security. IoT enabled workforce management 	<ul style="list-style-type: none"> - Unified collaborative platform - Predictive Maintenance - AI-based plant monitoring and indoor tracking solutions. 	<ul style="list-style-type: none"> - AI based process efficiency enabled by IoT sensory devices within operating environment - Humidity, temperature & monitoring asset status. - Integration with warehousing & inventory 	<ul style="list-style-type: none"> - IoT Platform integration with existing operations & subsequent scaling of end to end operations. - Integration with smart devices to bring visibility and operational efficiency

¹¹ - International Data Corporation - 2019

¹¹ <https://www.imagesretailme.com/2019/08/01/latest-news/mea-iot-spending-to-see-double-digit-growth-idc/>

3 (A) SHARE CAPITAL AND RELATED MATTERS**3.1 (A) SHARE CAPITAL**

No. of shares	Shareholders	Face Value (PKR)	Premium (PKR)	Total (PKR)
AUTHORIZED CAPITAL				
250,000,000	Ordinary shares (voting) of PKR 10/- each	10.00	0.00	2,500,000,000
ISSUED, SUBSCRIBED, & PAID UP CAPITAL				
120,442,593	Issued for Cash: 'Ordinary Shares (voting) of PKR. 10/- each	10.00	0.00	1,204,425,930
Total			-	

ISSUED, SUBSCRIBED & PAID-UP CAPITAL (VOTING SHARES) OF TPL TRAKKER LIMITED IS HELD AS FOLLOWS:

No. of shares	Shares held by Directors	Face Value (PKR)	Premium (PKR)	Total (PKR)
1	Jameel Yusuf Ahmed	10.00	0.00	10
1	Sarwar Ali Khan	10.00	0.00	10
1	Sabiha Sultan	10.00	0.00	10
1	Brigadier (R) Muhammad Tahir Chaudhary	10.00	0.00	10
1	Muhammad Riaz	10.00	0.00	10
Shares held by Parent Company				
92,926,247	TPL Corp Limited	10.00	0.00	929,262,470
27,516,341	TPL Corp Limited (bonus shares issued subsequent to the scheme of arrangement & creation of the merger reserve)	10.00	0.00	275,163,410
120,442,593	Total Paid up Capital			1,204,425,930

PRESENT ISSUE OF ORDINARY SHARES

No. of shares	Allocation	Face Value (PKR)	Premium (PKR)	Total Value (PKR)
83,400,000	General Public	10.00	0.00	834,000,000
83,400,000	Total Issue size	10.00	0.00	834,000,000
32,319,500	Green Shoe Option	10.00	0.00	323,195,000
115,719,500	Total Issue size (including Green Shoe Option)	10.00	0.00	1,157,195,000
203,842,593	Grand Total (Post-IPO Voting) Paid-up Capital	10.00	0.00	2,038,425,933
236,162,093	Grand Total (Post-IPO Voting) Paid-up Capital (including Green Shoe Option)	10.00	0.00	2,361,620,933

- As per regulation 5(1) of the PO Regulations, the sponsors of the Company shall retain their entire shareholding in the Company for a period of not less than twelve months from the last date for public subscription;

2. As per regulation 5(2) of the PO Regulations, the sponsors of the Company shall retain not less than twenty five percent of the paid up capital of the Company for not less than three financial years from the last date for the public subscription;
3. As per regulation 5(3) of the PO Regulations, the shares of the sponsors mentioned at (1) and (2) above shall be kept unencumbered in a blocked account with central depository;
4. Subject to compliance with sub-regulation 1 and 2 of regulation 5 of the PO Regulations and with the prior approval of the securities exchange, the sponsors of the Company may sell their shareholding through block-sale to any other person who shall be deemed sponsor for the purposes of the PO Regulations.

3.2(A) PATTERN OF SHAREHOLDING

TPL Corp Limited holds 100% shareholding in the Company.

3.3(A) SHARES OF SPONSORS TO BE RETAINED AS PER REGULATION 5 OF PO REGULATIONS

- TPL Corp Limited is the Sponsor of the Company and owns 120,442,588 shares. Such shares will be blocked as per Regulation 5(1) of Public Offering Regulations, 2017 for a period of 12 months
- Also, as per regulation 5(2) of the PO Regulations, the Sponsors of the Company shall retain not less than twenty five percent of the paid up capital of the Company for not less than three financial years from the last date of the public subscription;

3.4(A) SHARES ISSUED IN PRECEDING YEARS

Ordinary Voting Shares Issued by the Company				
#	No. of Shares Issued	Consideration	Total Value (PKR)	Date of Issuance / Allotment
1	10	Cash	100	26/12/2016
2	60,177,126	Demerger (Share Allotted by virtue of scheme of arrangement to TPL Corp Limited)	601,771,260	29/06/2018
3	24,246,071	Bonus Issue	242,460,710	17/09/2018
4	8,503,045	Right Issue	850,304,50	7/2/2019
5	27,516,341	Bonus Issue ¹	275,163,410	23/11/2019
Total	120,442,593		1,204,425,930	

¹Following the merger of TPL Maps (Pvt.) Limited and TPL Rupiya (Pvt.) Limited with TPL Trakker Limited a merger reserve of PKR 422 million was created out of which bonus issue of 27 million shares at par value of PKR 10/- were issued, translating into total bonus issue of PKR 275 million.

Other than the above mentioned shares, there has been no issuance of shares since incorporation of the Company.

4 PRINCIPAL PURPOSE OF THE ISSUE AND FUNDING ARRANGEMENTS

4.1 PRINCIPAL PURPOSE OF THE ISSUE

The Company has issued a Commercial Paper of PKR 1,230,000,000 on January 16, 2020 to bridge the proceed utilization of Initial Public Offering. The Company is utilizing the proceeds of the Commercial Paper already to finance the different expenditure heads mentioned in the table below (refer to section 4.3 titled Utilization of Proceeds). As per the Investor Agreements signed with the Commercial Paper Investors, the IPO proceeds will be utilized to repay the Commercial Paper of up to PKR 1,230,000,000. The Company intends to raise PKR 1,000,800,000 from the Base Issue proceeds of IPO which will be utilized for partial repayment of Commercial Paper. In case, the Green Shoe Option is not exercised, the Company shall pay PKR 229,200,000 of the remaining Commercial Paper amount from internally generated cash as illustrated in the table below:

Scenario 1: Green Shoe Option is not exercised

Source		Use of Funds		Expenditure Heads	
Particular	PKR	Particular	PKR	Particular	PKR
IPO Proceeds (Base Issue)	1,000,800,000	Commercial Paper Repayment ¹	1,000,800,000	Procurement of CSD Devices	
Internally Generated Cash	387,834,000	Commercial Paper Repayment ¹	229,200,000	Afghan Transit – STE	123,075,288
		Repayment to TPL Corp ²	158,634,000	Transshipment	195,048,000
				Landing Station	4,860,000
				Infrastructure Cost	
				IT Capital Expenditure	94,782,420
				Digital Mapping Cost	
				Computer Equipment	80,000,000
				Working Capital	
				Utilization in Working Capital	100,914,000
				Servicing Cost - Commercial Paper	
				Finance Cost / Discount on Par	89,954,292
				Payment to Due to Related Party	
				Payment to TPL Corp Limited	700,000,000
Total	1,388,634,000	Total	1,388,634,000	Total	1,388,634,000

¹In case the Green Shoe Option is not exercised, the company shall repay the Commercial Paper of PKR 1,230,000,000 through Base Issue proceeds of PKR 1,000,800,000 and Company's internally generated cash.

²In case the Green Shoe Option is not exercised, the company shall repay TPL Corp Limited's remaining outstanding balance of PKR 158,634,000 against its total repayment balance of PKR 700,000,000 from the Company's internally generated cash.

In case the Green Shoe Option is fully exercised, the total IPO Proceeds of PKR 1,388,634,000 shall be raised. These IPO Proceeds shall be utilized to repay Commercial Paper of PKR 1,230,000,000 and repayment to TPL Corp Limited's remaining outstanding balance of PKR 158,634,000 against its total repayment balance of PKR 700,000,000 as illustrated in the table below:

Scenario 2: Green Shoe Option is fully exercised

Source of Funds		Use of Funds		Expenditure Heads	
Particular	PKR	Particular	PKR	Particular	PKR
IPO Proceeds (Base Issue)	1,000,800,000	Commercial Paper Repayment	1,230,000,000	Procurement of CSD Devices	
Green Shoe	387,834,000	Repayment to TPL Corp	158,634,000	Afghan Transit – STE	123,075,288
				Transshipment	195,048,000
				Landing Station	4,860,000
				Infrastructure Cost	
				IT Capital Expenditure	94,782,420
				Digital Mapping Cost	
				Computer Equipment	80,000,000
				Working Capital	
				Utilization in Working Capital	100,914,000
				Servicing Cost - Commercial Paper	
				Finance Cost / Discount on Par	89,954,292
				Payment to Due to Related Party	
				Payment to TPL Corp Limited	700,000,000
Total	1,388,634,000	Total	1,388,634,000	Total	1,388,634,000

Detailed description of the Principal Purpose of the Issue is as follows:**1. Procurement of Container Tracking Devices**

As part of the STE project, the Company uses specialized hybrid container security devices that work on both GSM and Satellite communication. In areas where there is no GSM coverage, the device switches to Satellite based communication to avoid any black spots in coverage and monitoring. Currently, the Company uses devices that run on the GlobalStar satellite communication network, a US based satellite. As part of the IPO proceeds, the Company plans on starting to use satellite devices running on the Chinese Beidou network, which presents a cost advantage in the form of reduced operating expenditure by up to 73%.

The Company charges bonded-carriers on a trip basis whereas the Company has to invest in high quality tracking equipment and infrastructure upfront. A total of PKR 318 million will be utilized to procure 3,262 CSD devices. These devices will be used for tracking existing bonded cargo that passes through Pakistan into Afghanistan, as well as future CPEC cargo and cargo moving to-and-from Pakistan's Dry Ports under the umbrella of STE Project.

Furthermore, the Company plans on utilizing PKR 4.9 million on installing a local landing station for the Beidou Satellite network so that all the monitoring data lands directly in Pakistan from the satellite network instead of coming to the Company via a 3rd country (which is what is being done currently). This will also provide the Company greater control and data security.

Name of Equipment	Supplier Name	No. of Units	[PKR / Unit]	Total Cost	Date of Placement of Order	Delivery Date
CSD Device	China Transportation HEAD New Technology (Shanghai) Co., Ltd	3,262	97,524	318,123,288	Feb, 2020	Apr, 2020

2. IT Infrastructure CAPEX

This expenditure of PKR 94,782,420 focuses on building up and improving Company's existing infrastructure capabilities to support expansion into new business segments. The company will invest in upgrading its data hosting capabilities, replacing 40 terabytes of storage hardware which is at the end of its life, as well as investing in another 30 terabytes of storage and other supporting infrastructure.

Infrastructure Cost	Equipment Name	Supplier Name	Date of Placement of Order	Delivery Date	Total [PKR]
Replacement of EMC SAN Storage (40 TB) and Expansion of 30 TB	Hyper Converged Infrastructure	Hybrid Technologies	Feb, 2020	May, 2020	56,320,690
Server + VMware Licence for Middleware			Feb, 2020	May, 2020	13,516,966
Server + VMware Licence+Storage			Feb, 2020	May, 2020	22,528,276
Ancillary Hardware			Feb, 2020	May, 2020	2,416,488
Total					94,782,420

3. Enhancement of location data acquisition, digitization and maintenance infrastructure

Through the Company's indigenous digital maps of Pakistan, Company is providing GIS-based scalable solutions. TPL Trakker is licensed by the Survey of Pakistan and has one of the largest location-based data collection with over 400+ cities mapped, approximately 4.4 million geocoded addresses and over 300,000+ kilometers of road network mapped across the country. Using this infrastructure, TPL Trakker has partnered with HERE Technologies (a global leader in Mapping) and recently also launched multiple strategic API partnerships where it allows selected strategic customers to access its maps data through API calls and integrate its functionality into their applications. In order to further strengthen key value proposition of having one of the largest location-based data collection in Pakistan, TPL Trakker needs to enhance its infrastructure to gather, digitize and maintain this data for onwards sales to strategic partners. TPL Trakker plans to utilize PKR 80 million for the enhancement of Maps data acquisition, digitization and maintenance infrastructure.

Particulars	Equipment Name	Supplier Name	Date of Placement of Order	Delivery Date	Total [PKR]
Backup Server	HP Server	Hybrid Technologies	Feb, 2020	May, 2020	5,000,000
Backup Storage	Dell DataDomain	Shahnawaz Ltd.	Feb, 2020	May, 2020	8,000,000
Archiving Server	HP Server	Hybrid Technologies	Feb, 2020	May, 2020	5,000,000
SAN Storage + San Switches	EMC SAN Storage	Shahnawaz Ltd.	Feb, 2020	May, 2020	42,000,000
Windows Server License	Server License	Hybrid Technologies	Feb, 2020	April, 2020	2,000,000
NetBackup License	Backup Solution License	SecureBean	Feb, 2020	April, 2020	15,000,000
External Hard Drives	External USB Drives	Hybrid Technologies	Feb, 2020	March, 2020	30,000
Antivirus	Antivirus for Server	SecureBean	Feb, 2020	April, 2020	3,000,000
Total					80,000,000

4. Working Capital Requirement

Description	PKR
Video vehicle telematics	49,200,000
Genset monitoring	51,714,000
Total	100,914,000

The Company has evaluated its workings capital requirements based on the current and future business outlook. The mix of working capital may change within the product lines, should there be any change in market dynamics.

The Company has recently launched various Connected Car and IIoT Solutions including Video vehicle telematics and Genset monitoring, which have received significant interest from various customers. Most of the supporting hardware/equipment required for these product lines is imported and requires buffer inventory to be maintained to adequately meet increasing demand for these solutions.

5. Commercial Paper Issuance

This represents interest servicing cost of Commercial Paper of PKR 89,954,292/-. The Company has issued a Commercial Paper of PKR 1,230,000,000 on January 16, 2020 to bridge the proceed utilization of Initial Public Offering. As per the Investor Agreements signed with the Investors, the IPO proceeds will be utilized to repay the Commercial Paper of up to PKR 1,230,000,000. The Company intends to raise PKR 1,000,800,000 from the Base Issue proceeds of IPO which will be utilized for partial repayment of Commercial Paper. In case, the Green Shoe Option is not exercised, the Company shall pay PKR 229,200,000 of the remaining Commercial Paper amount from internally generated cash.

The maturity date of the Commercial Paper is July 14, 2020. However, the Commercial Paper will be prepaid upon completion of IPO before the maturity date. The same has been covered under the Investor Agreements signed. The detailed terms and list of investors of Commercial Paper are mentioned below:

Issuer	TPL Trakker Limited ("TPL" or the "Issuer" or the "Company")			
Issue Date	January 16, 2020			
Issue Size/Face Value	PKR 1,230,000,000			
Discounted Value	PKR 1,140,045,708			
Issue/Instrument	Rated, Privately Placed, Unsecured Commercial Paper issued under the Issue of Commercial Papers Regulations dated December 4th, 2013 and under the Guidelines on Commercial Paper dated August 23, 2003 by State Bank of Pakistan ("SBP") and any amendments thereof			
Issuance of Commercial Paper	Commercial Paper will be issued in the form of promissory notes at a discount to face value ("Investment Amount")			
Entity Rating	Short term rating: A2 (A Two) Conducted by Pakistan Credit Rating Agency ("PACRA") on December 14, 2019			
Instrument Rating	Short term rating: A2 (A Two)			
Tenor	One Hundred Eighty (180) days from the Issue Date			
Profit/Discount Rate	6 month KIBOR + 250 bps Base Rate is defined as the average Six (6) months Karachi Inter-Bank Offered Rate ("KIBOR") prevailing on the Base Rate setting date. The Base Rate will be set one working day before the ICP issuance date Profit/Discount Rate used was 16.00% (KIBOR as on January 15, 2020: 13.50% + 2.50%)			
Face Value	Commercial Papers are issued at a face value of PKR 1,000,000 each			
List of Investors	S.#	Investor	Face Value	Issue Price
	1	CDC Trustee Faysal Income & Growth Fund	60,000,000	55,611,986
	2	CDC Trustee Askari High Yield Scheme	40,000,000	37,074,657
	3	AKD Aggressive Income Fund	60,000,000	55,611,986
	4	EFU Life Assurance	25,000,000	23,171,661
	5	Soneri Bank Limited	100,000,000	92,686,643
	6	TPL Corp Limited	200,000,000	185,373,286
	7	NIT Income Fund	50,000,000	46,343,321
	8	Pak Oman Investment Company Limited	100,000,000	92,686,643

	9	Pak Libya Holding Company (Private) Limited	200,000,000	185,373,286
	10	CDC Trustee NBP Income Opportunity Fund	120,000,000	111,223,972
	11	Saudi Pak Industrial & Agricultural Investment Co. Ltd.	100,000,000	92,686,643
	12	PAK Brunei Investment Company Limited	125,000,000	115,858,304
	13	HBL Income Fund	50,000,000	46,343,321
		Total	1,230,000,000	1,140,045,708

Utilization of the Commercial Paper Proceeds

Source		Use of Funds	
Particular	PKR	Particular	PKR
Commercial Paper Proceeds	1,140,045,708	IPO utilization ¹	1,000,800,000
		Repayment to TPL Corp	139,245,708
Total	1,140,045,708	Total	1,140,045,708

¹Please refer to expenditure heads mentioned in section 4.3 below

6. Payment to Related Party

This represents the interest free payable balance of PKR 700,000,000 from TPL Corp Limited (parent company) and is repayable on demand. In case the Green Shoe option is fully exercised, the total outstanding balance of PKR 700,000,000 shall be repaid from the IPO proceeds. In case the Green Shoe Option is not exercised, the Company shall pay PKR 387,834,000 of the remaining loan amount from internally generated cash.

4.2 SOURCE OF FUNDING

Break up of fund requirement	Fund raised	Contribution of mode of financing
IPO Proceeds (Base Issue)	PKR 1,000,800,000	100.00%

4.3 UTILIZATION OF PROCEEDS

The Issue is expected to generate PKR 1,000,800,000 at Issue Price of PKR 12.00/- per share. Inclusive of the Green Shoe option, the Issue is expected to generate PKR 1,388,634,000 at Issue Price of PKR 12.00/- per share. As per the fund requirement given above, the IPO proceeds shall be utilized as hereunder:

Source		Expenditure Heads		
Particular	PKR	Particular	PKR	%
IPO Proceeds (Base Issue)	1,000,800,000	Procurement of CSD Devices		
		Afghan Transit – STE	123,075,288	12%
		Transshipment	195,048,000	19%
		Landing Station	4,860,000	0.50%
		Infrastructure Cost		
		IT Capital Expenditure	94,782,420	9%
		Digital Mapping Cost		
		Computer Equipment	80,000,000	8%
		Working Capital		
		Utilization in Working Capital	100,914,000	10%
		Servicing Cost - Commercial Paper		
		Finance Cost / Discount on Par	89,954,292	9%
		Payment to Due to Related Party		
		Payment to TPL Corp Limited ¹	312,166,000	31%
Total	1,000,800,000	Total	1,000,800,000	

¹The total payment to TPL Corp Limited is PKR 700,000,000. The Company intends to pay PKR 312,166,000 from the Base Issue proceeds i.e. PKR 1,000,800,000. The remaining payment to TPL Corp Limited is to be paid from the Green Shoe Proceeds i.e. PKR 387,834,000. In case the Green Shoe Option is not exercised, the Company shall pay PKR 387,834,000 of the remaining loan amount from internally generated cash.

As per clause (i) and (ii) of regulation 16 of the PO Regulations the Company shall:

- report detailed break-up of the utilization of the proceeds, of the issue in its post issue quarterly / half-yearly and annual accounts till the fulfillment of the commitments mentioned in the prospectus; and
- submit a;
 - half yearly progress report and;
 - annual progress report reviewed by the auditor providing the status of the commitments mentioned in the prospectus to PSX.

4.4 EXPANSION PLAN

Gearing up for growth of Container Tracking Business because of CPEC

With the onset of CPEC, there is expected to be exponential growth in the Container Tracking industry with some estimates outlining up to 1 million container trips annually.¹² TPL Trakker is planning to position itself to capture the majority of this growth through investment in satellite tracking equipment inventory, technical and operational infrastructure as well as market positioning.

Expansion into International Markets with SaaS solutions

The Company intends to expand outside Pakistan utilizing its GCC associate company called Trakker Middle East LLC to target first the regional UAE market and then subsequently the Saudi Arabian market with the complete solution suite. TPL Trakker is in the process of transforming its solutions to SaaS based solutions which are hosted on the cloud and accessible and usable by users anywhere in the world. By moving the solutions to the cloud, the Company can go beyond the boundaries of Pakistan and target the larger international market through onboarding resellers, partnering with global e-commerce players (such as Amazon.com and Alibaba) to target European and North American markets without the need of having on-ground presence in those markets.

The partnership with HERE Technologies (a global leader in Mapping ahead of Google) allows TPL Trakker to build and transform its solutions to target international markets by getting access to global location data from HERE as well as utilizing HERE Technologies' worldwide customer presence.

Enhancement of location data acquisition, digitization and maintenance infrastructure

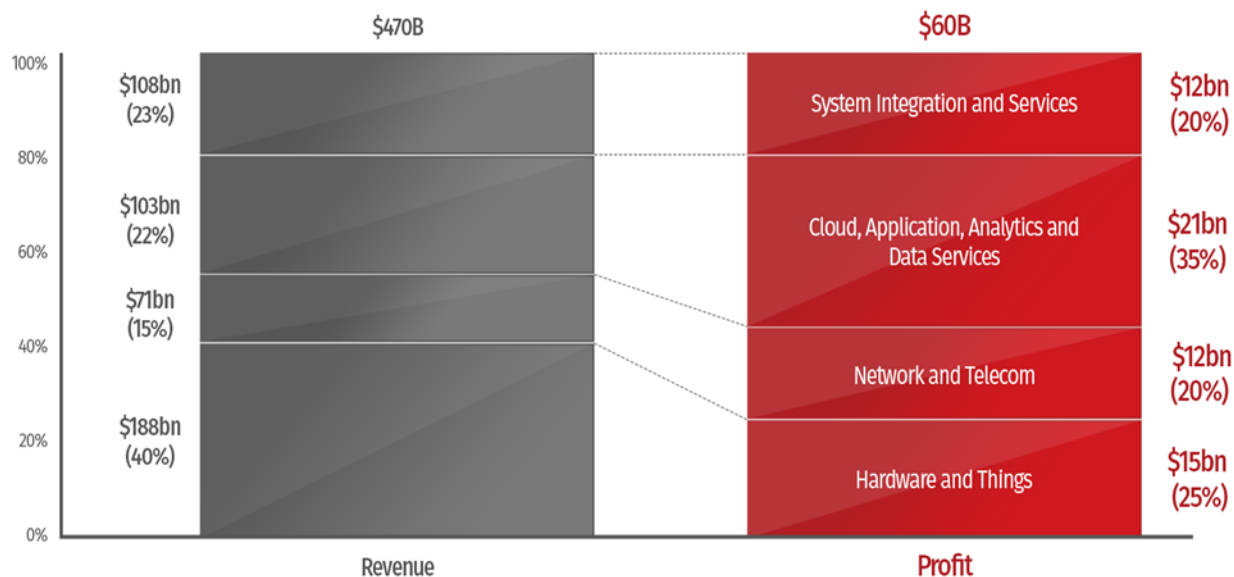
In order to further enrich data and location solutions, TPLT intends to invest into and grow maps data acquisition capability. The Company is actively working to enhance its infrastructure to gather, digitize and maintain this data for onwards sales to strategic partners using state of the art maps digitization and maintenance infrastructure.

4.4.1 The Need for Expansion

Software & Services Segments Are Growing: The telematics industry globally is evolving with the onset of data and analytics. Developments in computing and communications are blending the physical and digital world with profound implications for individuals and businesses. Within the Vehicle IoT market, the software & services segment is expected to grow the most in revenue. Furthermore these segments are expected to contribute more than 50% of the profits of the sector even though their revenue share is expected to be smaller.¹³

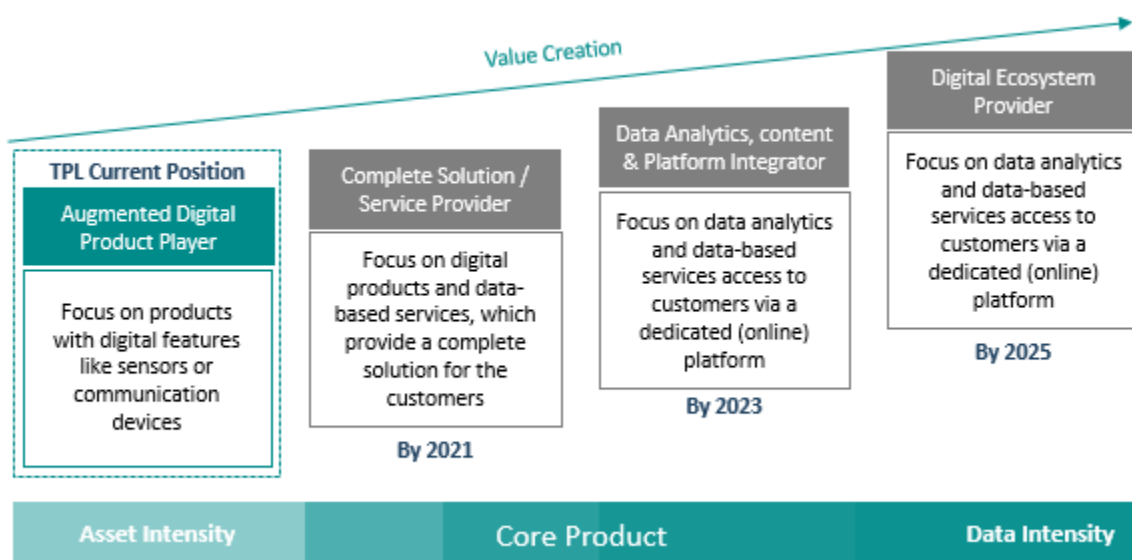
¹² Source: Internal Company Analysis

¹³ Gartner; DC; Harbor Research; Cisco; Ericsson; Machina Research; Ovum; industry interviews; Bain analysis

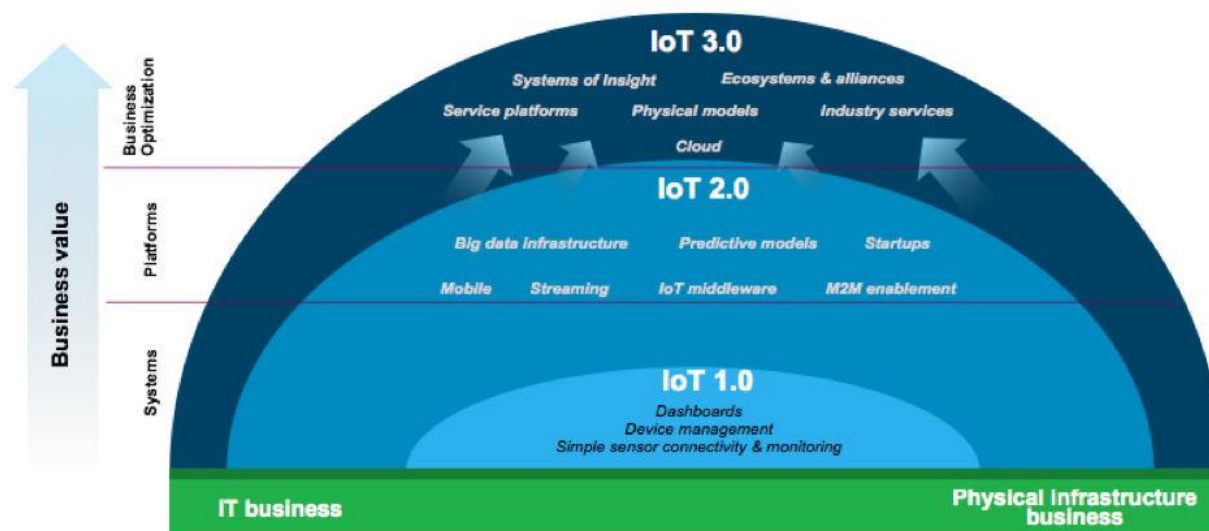


Sources: Gartner; DC; Harbor Research; Cisco; Ericsson; Machina Research; Ovum; industry interviews; Bain analysis

Developing Digital Skill Sets: Currently majority of the Company's customers pay for using its telematics devices but TPL Trakker is actively working with its customers to help them derive more value out of the data being generated by their devices to help customers get critical business insights. For this purpose, TPL Trakker is developing skills around creative digital strategy design, technology architecture and design, user experience design, and rapid prototyping capabilities. The company is consciously shifting its core product from a high asset intensity to a high data intensity.



Shift from Hardware to Software: Local vehicle telematics market is more skewed towards infrastructure than developed markets, but software and services are growing at 30-50% p.a.¹⁴. In developed markets, software and services represents the largest portion of vehicle telematics market. In Pakistan, the market is relatively more skewed towards infrastructure but software and services are expected to evolve rapidly. Therefore, TPL Trakker is also focusing on developing its analytics expertise to help customers move to more advanced IoT use cases and enhance business value.



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Market Maturity: Many of the Company's customers in Pakistan are interested in moving up the IoT business value chain but insights gathered showcase customers from the UAE to be able to leverage their business environment to benefit faster from the value IoT has to offer. Therefore TPL Trakker is now strategically planning on investing into its UAE associated company to expand their operations into software based solutions to further enrich the value existing customers get from the hardware sensors provided to them. Furthermore, the Company expects to transfer its expertise into the Company's Pakistan customer base from the GCC as well.

Infrastructure for Container Tracking Growth: In addition to tracking cargo going to Afghanistan & going to-and-from the Export Processing Zones, TPL Trakker is now gearing up for return cargo from Afghanistan, cargo to-and-from Dry Ports and via the China Pakistan Economic Corridor. The Company bills its customers on a trip wise basis, whereas it has to invest in high tech satellite tracking equipment up front. In order to finance its growing business of container tracking TPL Trakker is gearing up to upgrade and scale satellite tracking infrastructure.

Location data acquisition, digitization and maintenance infrastructure: With increasing demand for digital maps coming from ride hailing & e-commerce companies and more expected in future with the advent of driverless cars the Company is are gearing up to further enrich its digital maps.

4.5 INCREMENTAL WORKING CAPITAL REQUIREMENT

The Company will not be requiring any additional working capital as per the current business plan. However Company may approach financial institutions depending upon the need arising in future

¹⁴ Source: Machina 2016 Vehicle IoT forecast; McKinsey analysis

¹⁵ Source: Introduction to IBM Internet of Things Foundation

4.6 IMPLEMENTATION SCHEDULE

Details of date wise implementation schedule for the expansion plans is as follows:

Serial #	Particulars	Start Date	Completion Date	Status
1	Usage Based Insurance	Q2FY20	Q4FY21	Solution is ready and pilot has been launched with sister company, TPL Insurance. Company will initiate with other insurance partners in due course and plans complete roll out by Q4FY21
2	Video Analytics	Q1FY20	Q3FY20	Company has partnered with a leading vendor for this product from China and has already received significant demand from the local market. Company is gearing up to cater to this demand and expects to be fully equipped with required inventory and infrastructure in place by Q3FY20
3	Predictive Maintenance	Q1FY21	Q4FY21	Solution is under development. Expected to be launched in Pakistan in Q1FY21
4	Navigation Hardware	Q2FY20	Q4FY21	Purchase Order Confirmation (POC) in place with one Original Equipment Manufacturer (OEM). Once successful with the first OEM, the Company intends to take it to others. Complete roll out expected by Q4FY21
5	Transshipments Cargo Tracking	Q2FY20	Q3FY20	Preparation has been completed. Waiting for final go-ahead by the Customs Authority. Expected to go live from Q3FY20
6	Afghan Reverse Cargo Tracking	Q2FY20	Q3FY20	Infrastructure is underdevelopment. Expected to go live from Q3FY20.
7	CPEC Cargo Tracking	Q2FY20	Q4FY21	Infrastructure is underdevelopment. Expected to go live from Q4FY21.
8	Location Evaluation & Assessment Platform	Q2FY20	Q4FY21	The Company has launched the solution in Q2FY20 and has multiple prospects in the pipeline. Targeting complete rollout by Q4FY21.
9	Dispatch Solution for Field Force Automation	Q2FY20	Q4FY21	The Company has launched the solution in Q2FY20 and has multiple prospects in the pipeline. Targeting complete rollout by Q4FY21.
10	Proximity Based Advertisement Solution	Q2FY20	Q4FY21	The Company has launched the solution in Q2FY20 and has multiple prospects in the pipeline. Target is to complete rollout by Q4FY21
11	E-ticketing & Digital Payment Solutions	Q2FY20	Q4FY20	Solution is ready. A large public enterprise is already onboard. Other Clients are expected to be on board by Q4FY20.

12	Genset Monitoring System	Q2FY20	Q4FY21	The Company launched the solution in Q2FY20 and has multiple prospects in the pipeline. Targeting complete rollout by Q4FY21.
13	Water Level Monitoring System	Q2FY20	Q4FY21	Solution is ready. POC is in place with a large public enterprise. The Company is targeting other similar prospects and plans to do it by Q4FY21.

4 (A) VALUATION

4.1(A) VALUATION SECTION

The ordinary shares of TPL Trakker are being issued at Issue Price of PKR 12.00/- per share which is at a premium of PKR 2.00/- per ordinary share to the face value of PKR 10.00/- per ordinary share. The Consultant to the Issue has reviewed the business performance of the Company and in their opinion the Issue Price of PKR 12.00/- per share is justified based on:

4.1.1 (A) Successful Operational History

First and one of the largest IoT Company: TPL Trakker has been in operation since 1999 and was the first Telematics Company to launch in Pakistan. It is also the one of the largest and oldest company in this sector today with a sound financial history and continuous operational record.

Financially Sound Customer Base: TPLT's largest customers in the Connected Car space are insurance companies and banks. The size of Pakistan's motor insurance industry is relatively small in proportion to its GDP. However insurance penetration is on an upward trend and with increasing automobile prices, more and more customers are opting for bank financing instead of outright purchase. With motor insurance and auto finance both are expected to steadily increase in Pakistan. Company's core business is expected to continue to generate positive cash flows and grow over the next few years.

Highly Profitable IoT Focused Business Lines: Apart from financial institutions, TPLT also has a large corporate customer base with whom the company is actively working to leverage data generated from IoT sensors to enhance business value for them and share in the increased profits. Its new IoT solutions are being well received by corporate customers, the business is profitable for the company most importantly the value IoT solutions generate for the clients is much more in terms of cost savings and pilferage control as compared to the solution cost.

4.1.2 (A) Financial Performance

The IoT business of the Company has been operational since 1999, however subsequent to the demerger, the financial performance of three years is highlighted in the Prospectus. The company experienced 6.7% growth in revenue in FY 2019 on a year on year basis. Gross profit grew by 1% and the Company recorded a gross profit margin of 57% at the year ending June 30, 2019 despite of an overall decline in industry volumes and profitability.

4.1.3 (A) Strong Management

With decades of experience in the tracking industry, TPL Trakker's senior management is a trailblazer in modernizing the industry. From introducing new technology, better quality products, TPL Trakker's desire to grow bigger and better runs from the top management all the way to the workers. Management has been following the practice of creating five years vision, strategy and annual business plans. TPL Trakker has achieved various milestones over the years and the current expansion plan is one of the many to come. The Company's leadership is in the prime driving seat to take the Company forward.

4.1.4 (A) Industry Growth

After years of hype, anticipation, and steady uptake, the Internet of Things (IoT) seems poised to cross over into mainstream business use. The number of businesses that use the IoT technologies has increased from 13 percent in 2014 to about 25 percent today. And the worldwide number of IoT connected devices is projected to increase to 43 billion by 2023, an almost threefold increase from 2018.

The IoT market will continue grow because existing IT devices will need to be linked to the IoT. Growth in traditional connected IT devices is admittedly moderate—about 2 percent per year. However, the installed base of more than five billion smartphones, two billion personal computers, and one billion tablets indicates a massive market for device integration.

Based on market research, published in June 2019 by Reports and Data, The global vehicle telematics market is expected to reach USD 98.27 Billion by 2026 from a Market Size of USD 25.47 billion in 2018 with an expected CAGR of 18.3%.¹⁶

The location-based services market size was valued at USD 23.74 billion in 2018, and is projected to reach USD 157.34 billion by 2026, growing at a CAGR of 27.1% from 2019 to 2026.¹⁷

Whereas the internet of things (IIoT) market was valued at USD 357.77 billion in 2018, and it is expected to reach USD 921.09 billion by 2024, witnessing a CAGR of 17.62% during the forecast period (2019 to 2024), with industrial IoT Segment contributing 25%.¹⁸

4.1.5 (A) Future Prospects

Connected Car: Company's largest customers within Vehicle Telematics are insurance companies and banks. They use TPLT's services to cover their exposure on the automobile in case of theft. Its stolen vehicle recovery service has recovered more than 7 billion rupees worth of vehicle till date and has a recovery rate for more than 90% along with one of the largest recovery team in the country. The size of Pakistan's motor insurance industry is relatively small in proportion to its GDP. However insurance penetration is on an upward trend and with increasing automobile prices, more and more customers are opting for bank financing instead of outright purchase. Furthermore the penetration of automobiles is extremely low in Pakistan with approximately 13 cars per 1,000 inhabitants, as of 2014, compared to 206 cars per 1,000 in Thailand, 60 cars per 1000 in Indonesia, and 313 cars per 1000 in the UAE. This gap is expected to slowly but surely reduce. The rise in middle class income, young population and greater availability of credit and financing options are expected to create a strong demand for automotive in Pakistan. With the passing of Automotive Development Policy (ADP) 2016-21 major international players including Kia Motors and Hyundai have entered the Pakistan Automotive market with mega investments eyeing the expected market growth in coming years. All these developments are expected to boost the future prospects of the Company's core business of vehicle telematics.

Container Tracking: Pakistan also stands to gain from the China Pakistan Economic Corridor. China has invested more than 1 trillion US dollars till date in developing their western regions. The port of Gwadar is much closer to this region compared to China's Eastern Ports. This is expected to result in large increase in transshipment cargo in Pakistan. The new axle load regime in the pipeline for implementation as per the Safety Ordinance 2000 the container volume is expected to go up by at least 60%. Presently about 0.3m trucks move about 300m tons of cargo annually. In order to meet the new axle load requirement, an additional 0.2m trucks would be needed to support the existing volume. The Oil & Gas Regulatory Authority has made it mandatory for all Oil Tank Lorries to install Video Vehicle Telematics equipment to monitor the fatigue and distraction level of their drivers.

Digital Mapping & Location Based Services: Following in the footsteps of the developed markets, with the onset of data and analytics the Pakistani market is also changing. Ride Hailing services that depend on digital maps are replacing traditional taxis. Consumer preference is shifting towards ordering food delivery vs. eating in – which also needs digital maps for their last mile delivery & route optimization. Increasing e-commerce sales is also driving up the demand for digital maps to help with their last mile delivery and route optimization. Furthermore as innovations in self-driving vehicles emerge, it's clear that robust GIS car systems are the basis for successful navigation.

¹⁶ <https://www.reportsanddata.com/report-detail/vehicle-telematics-market>

¹⁷ <https://www.alliedmarketresearch.com/press-release/location-based-services-market.html>

¹⁸ Bain Consulting Group: Beyond Proofs of Concept: Scaling the Industrial IoT

Connecting self-driving cars with high-definition geospatial details for every individual street should be the key to achieving the best results and will naturally depend on digital maps.

Industrial Internet of Things: The Pakistan industrial landscape is evolving with the onset of data and analytics. Developments in computing and communications are blending physical and digital worlds with profound implications for individuals and businesses. Manufacturers and large corporates are moving towards installing various IoT sensors in their industrial assets to monitor early warning signals to predict breakdowns and avoid unplanned downtime along with monitoring consumption patterns to control pilferage. Within the IoT market, the software & services segments are expected to grow the most in revenue. Furthermore these segments are expected to contribute more than 50% of the profits of the sector even though their revenue share is expected to be smaller. The company's Genset Monitoring solution is being well received by The Banking Industry for their Branch Network & the Telecom Industry for their Towers. TPL Trakker is targeting to achieve market leadership for these solutions within Pakistan's 14,000 bank branches and 40,000 telecommunications towers. UR Automated Fuel Management System has been successfully implemented at one of the largest port terminals "South Asian Port Terminal" and is being actively marketed to Oil Marketing Companies and their Stations across the Nation. TPL Trakker is targeting to achieve market leadership for this solution within the 8,000 Petrol Stations in Pakistan.

Synergy from the merger of TPL Maps Pvt. Ltd. and TPL Rupiya Pvt. Ltd. with an into the Company

Post-Merger, the Company is well positioned to extract more value out of a merged entity with greater synergy for development of new products. Mapping and Location services serve as a platform for developing IoT based solutions. There is an increased demand from clients for solutions encompassing IoT, mapping and Telematics. For example, increased demand in the logistics and transportation sectors is observed for mapping and tracking solutions to be provided on a common platform as one solution. Therefore, merging the businesses together with a common sales team streams in greater opportunities for the Company to cross sell entire solution stack to existing and new customers.

Moreover, the merger enables the Company to centralize various functions including Software Development and Operations resulting in a matrix organization structure whereby all the Functional Heads of Department are the same across the different business divisions. Along with it, the merged entity benefits from technical economies of scale whereby the fixed technical-costs is spread across the business divisions.

Furthermore, the merger solidifies Company's leadership in the local market and facilitates its entry into the global markets. TPL Maps (now merged with Trakker Limited) has developed an expertise in software-as-a-service location-based-solutions which use location data from tracking devices to help clients derive more business value from their investment in trackers. This complements TPL Trakker's connected car business within Pakistan and greatly enhances the value proposition of TPL Trakker's associated company in the UAE which is serving a market that is ripe for analytics based solutions. Backing this strength, TPL Trakker is planning to increase its stake in its associate company i.e. Trakker Middle East LLC from 29.0% to 50.0% so that it can leverage its development team locally in Pakistan to offer rich IoT solutions to the international market and save cost.

4.2(A) POST IPO FREE FLOAT DISCLOSURE

Post IPO, the share capital (voting plus non-voting) will increase from 120,442,588 ordinary shares to 236,162,093 ordinary shares. The free float status post IPO is presented in the below table:

Description	Number of shares	% Shareholding status
Held by Directors	5	0.00%
Held by Parent Company	120,442,588	59.09%
Held by General Public – Free Float*	83,400,000	40.91%
Total Ordinary Shares	203,842,593	100.00%

*The Issue consists of a Green Shoe Option of additional 32,319,500 Ordinary Shares

4.3(A) JUSTIFICATION

Based on our review, the Consultant to the Issue is of the opinion that the historical performance of the Company, the sponsor's profile, quality of management and the demand for their quality products indicate sustainability of business performance in the future

4.4(A) CONSULTANT TO THE ISSUE

Arif Habib Limited has been appointed by the Issuer as Consultant to this issue

4.4.1 (A) INTEREST OF CONSULTANT TO THE ISSUE OTHER THAN THEIR ROLE AS CONSULTANT

The consultant to the issue is deemed to be interested to the extent of fees payable to it by the Issuer for the services as consultant. The Consultant to the issue has no other interest in any property or profits of the Company.

5 RISK FACTORS

5.1 INTERNAL RISK FACTORS

5.1.1 Operational Risk

TPL Trakker has grown significantly over the past few years utilizing the expertise of its experienced management team and its effectiveness in strategy implementation. A high turnover of its skilled staff will negatively impact the aggressive growth plans of the company to become a regional IoT player.

Effective implementation of Artificial Intelligence and Predictive Analytics solutions requires data scientists and programmers experienced in machine learning and statistical programming. A lack of skilled resources in the local market can negatively impact the growth plans of the Company.

Structured resource planning and succession planning strategy has been implemented by the company to ensure knowledge transfer and employee retention in the company

5.1.2 Technology Obsolescence

This is the risk that the technology being used by the Company for asset tracking becomes obsolete due to continuous advancement in the technological sector globally.

The company has established a Research and Development department which is continuously developing new products to meet the needs of the telematics industry. Further, the Company is in the business of telematics for more than a decade and has always developed new products to cater the tracking needs of the customers

5.1.3 Levered Balance Sheet

The Company has long term and short debt on its balance sheet. Inability of generating sufficient cash flows to meet debt obligations and business needs can negatively impact the Company's growth plans

5.1.4 Negative cash flow from operations

Due to the growth of the operating lease business in the connected car segment, the Company has to finance the cost of equipment upfront and charge customer on a rental model spread over three (03) years. As customer skew towards the rental pricing model this may affect the business cashflows negatively.

5.1.5 Business Risk

The Company's performance outlook, market activity and the larger economic picture influence the price of its stock. When the economy is expanding, the outlook for many companies will be good and the value of their stocks should rise. The opposite is also true. Usually, the greater the potential reward, the greater would be the risk. For small companies, startups, resource companies and companies in emerging sectors, the risks and potential rewards are usually greater. Performance of the Company may also be affected due to unexpected shortfalls in the information technology infrastructure and inadequate risk management by the back office.

The Company is expected to mitigate the impact of business risk by employing adequate risk management measures to ensure that exposures remain within prudent limits. In addition, disaster recovery plans should help mitigate the impact of risk arising from failure of information technology infrastructure. Corporate governance measures shall also be employed to further facilitate this effort.

5.2 EXTERNAL RISK FACTORS

5.2.1 Changes in Regulatory Framework

The Government plays a major regulatory role and is responsible for enforcing laws including those related to tracking and mapping. Regulatory risk encompasses change in the policies of the Government of Pakistan that may affect the industry in the future. Changes in regulatory framework such as imposition of stricter duties on import of telematics devices can greatly influence the performance of the sector because the company imports majority of its IoT devices.

5.2.2 Foreign Exchange Risk

As the Company imports majority of its IoT devices, costs are incurred in US dollars. Since, the Company sells its products in Pakistani Rupees any devaluation in the Pakistani Rupee will lead to a decline in margins.

5.2.3 Economic Slowdown

Slow down and/or deterioration of macroeconomic conditions as a whole could trigger reduction in disposable incomes and affect consumer discretionary spending. This could result in decreased demand for the Company's products. Growth of any sector is affected by the economic conditions prevailing in the country.

5.2.4 Interest Rate Risk

The Company has entered into various financing agreements to fund its working capital requirements and growth plans. Any increase in interest rates will increase the cost of borrowing and may adversely affect its profitability, as existing debts are based on floating rates.

5.2.5 Competition Risk

TPL Trakker currently dominates the asset tracking service industry in Pakistan and is the leading service provider in the areas of vehicle telematics, fleet management, portfolio management and vehicle recovery services. Notwithstanding the market leader position of the Company, the entry of a new player(s) with the direct or indirect support of an international player might enhance the level of competition in the industry in the long run and affect Company's market share in future.

While there is threat of new entrants, TPL Trakker's strong brand recognition, market know-how and superior IT and support infrastructure which has enabled it to beat the competition and enjoy a dominant position in the asset tracking service market in Pakistan. Any new entrant into asset tracking service market in Pakistan at this stage or in future will have to make substantial investment of resources and of time to match Company's infrastructure.

5.2.6 Inflation Risk

The Company is open to inflation risk like that of the whole economy. Inflation risk may be translated to erosion of values vis-à-vis foreign currency exchange fluctuations. There is a possibility that the value of assets or income of the Company may decline as increasing inflation shrinks the purchasing power of the Pakistan Rupee.

The anticipated inflation is not likely to be a serious risk to the operations of the Company. The Company is well placed to manage its inflation risk due to effective risk management, future expansion plans in international markets and introduction of innovative products.

5.2.7 Share Market Risk

This is the risk that the share price of the Company may decline due to bearish trends at the Stock Exchange. In addition, the risk can get amplified if the Company fails to maintain satisfactory growth.

This risk is mitigated by impressive growth performance of the Company. Expansion of Company's asset tracking services will ensure that the growth momentum is maintained and the share price offers an attractive return to potential investors

5.2.8 Liquidity Risk

The investors assume the risk that they will not be able to sell the shares in the secondary market without adversely affecting the market price.

Ordinary shares are proposed to be listed on KSE which would enable the investors to trade their shares.

5.2.9 Capital Market Risk

After being listed on the securities exchange, the price of Company's shares will be determined by market forces driven by socio – economic events – locally & internationally, capital & money market behavior, competitive scenarios and company performance. The value of share will be subject to fluctuation based on the combined impact of market forces identified above.

The Company is likely to perform well in the future due to its growing client base, strong brand name, experienced management and use of superior technology. Improvement in overall performance of the Company will result in higher returns to investors.

5.2.10 Under Subscription Risk

This is the risk that the Public Issue may get under-subscribed on account of lack of investors' interest.

The issue is attractively priced at PKR 12/- per share. The Company has an impressive brand image. The probability of under-subscription is therefore considered low. The public issue is fully underwritten by commercial banks and other financial institutions as required under the Fixed Price mechanism

5.2.11 Regulatory Risk

This is the risk that the Company does not adhere to the regulatory requirements of the regulatory bodies.

The Company always ensures that it complies with the regulatory requirements. However, Pakistan has witnessed a continued phase of economic growth, supported inter alia, by continuity in investment & economic growth friendly policies. This regime is expected to continue and adverse shift in the regulatory and policy framework is considered unlikely

5.2.12 Law Order Risk

This is the risk that the law and order situation deteriorates due to any unforeseen event in the Country.

The industry that the business operates in is fairly insulated from law and order issues. On the contrary, worsening law and order has to date not reduced business

5.2.13 Risk of Non-Compliance with Regulation of SECP and PSX

In the event of non-compliance with any regulatory requirements of SECP or PSX the Company may be placed on Defaulter Segment of PSX which may potentially hamper trading in the Company's shares leading up to potential suspension in trading as well.

Note: IT IS STATED THAT ALL MATERIAL RISK FACTORS HAVE BEEN DISCLOSED AND THAT NOTHING HAS BEEN CONCEALED IN THIS RESPECT

CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE ISSUER

[.],

The Chief Executive

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

We, being the Chief Executive Officer and Chief Financial Officer of the Issuer accept absolute responsibility for the disclosures made in this Prospectus. We hereby certify that we have reviewed this Prospectus and that it contains all the necessary information with regard to the Issue and constitutes full, true and plain disclosures of all material facts relating to the shares being offered through this Prospectus and that nothing has been concealed.

The information contained in this Prospectus is true and correct to the best of our knowledge and the opinions and intendeds expressed herein are honestly held.

There are no other facts, the omission of which makes this Prospectus as a whole or any part thereof misleading.

For and on behalf of **TPL Trakker Limited**

-Sd-

Sarwar Ali Khan
Chief Executive Officer

-Sd-

Malik Sheheryar
Chief Financial Officer

STATEMENT BY CONSULTANT TO THE ISSUE

[.],

The Chief Executive

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Being mandated as the Consultant to this Initial Public Offering of TPL Trakker Limited through the fixed price process, we hereby confirm that all material information as required under the Securities Act, 2015, the Listing of Companies and Securities Regulations of the Pakistan Stock Exchange Limited and the Public Offering Regulations, 2017 has been disclosed in this Prospectus and that whatever is stated in Prospectus and in the supporting documents is true and correct to the best of our knowledge and belief and that nothing has been concealed.

For and behalf of **Arif Habib Limited**

-Sd-

UNDERTAKING BY THE COMPANY AND ITS SPONSORS

The Company and its sponsors undertake:

1. That neither Issuer nor its directors, sponsors or substantial shareholders have been holding the office of the directors, or have been sponsors or substantial shareholders in any company:
 - (i) which had been declared defaulter by the SECP or the Exchange; or
 - (ii) whose TRE Certificate has been cancelled or forfeited by the Exchange, PMEX or any other registered stock exchange of Pakistan that existed prior to integration of stock exchanges pursuant to Integration Order number 01/2016 dated January 11, 2016 issued by SECP due to noncompliance of any applicable rules, regulations, notices, procedures, guidelines etc. which has been de-listed by the securities exchange due to non-compliance of its regulations;
 - (iii) which has been de-listed by the Exchange due to its non-compliance of any applicable provision of PSX Regulation;
2. That none of the Sponsors, Major Shareholders, Directors or Management of the Company as well as the Company itself or its Associated Company / Entity have been found guilty of being engaged in any fraudulent activity. The Company have made full disclosure regarding any / or all cases in relation to involvement of the person named above in any alleged fraudulent activity i.e., pending before any Court of Law / Regulatory Body / Investigation Agency in or outside of the Country

-Sd-

UNDERTAKING FROM SPONSORS

We, (1) Mr. Jameel Yusuf son of Yusuf Ahmed, being Chairman of the Board of TPL Corp Limited holding CNIC No. 42201-0519615-9, resident of Karachi and (2) Mr. Ali Jameel son of Jameel Yusuf, being Chief Executive Officer of TPL Corp Limited holding CNIC No. 42301-2108221-5, resident of Karachi, do hereby state on solemn affirmation on behalf of the TPL Corp Limited (Company) as under:

That TPL Corp Limited is the sole sponsor and 100% shareholder/owner of the shares of TPL Trakker Limited (the "Issuer");

That the IPO Proceedings of TPL Trakker Limited shall be utilized as per the purpose disclosed in the Prospectus.

-Sd-

[.]
[.]

-Sd-

[.]
[.]

6 FINANCIAL INFORMATION

6.1 AUDITORS' REPORT UNDER CLAUSE 1 OF SECTION 2 OF THE FIRST SCHEDULE TO THE PUBLIC OFFERING REGULATIONS, 2017 FOR THE PURPOSE OF INCLUSION IN THE PROSPECTUS OF TPL TRAKKER LIMITED



EY For Rhodes
Chartered Accountants
Progressive Road, Souneset Road
P.O. Box 13541, Karachi 75330
Pakistan

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ey.com.pk



AA/FB/3176/19
27 November 2019

The Board of Directors
TPL Trakker Limited (the Company)
Karachi

Auditors' Report under Clause 1 of Section 2 of the First Schedule to the Public Offering Regulations, 2017

Dear Sirs

We have been requested to provide you with a report with respect to Information of the Company as required under Clause 1 of Section 2 of the First Schedule to the Public Offering Regulations, 2017.

Scope of Report

Our engagement was undertaken on the request of the management of the Company for the purpose of inclusion of information in prospectus to be issued for Initial Public Offer as required under Clause 1 of Section 2 of the First Schedule to the Public Offering Regulation, 2017 for onward submission to Pakistan Stock Exchange Limited (PSX).

Management Responsibility

The responsibility for preparation and fair presentation of the financial information and non-financial information is primarily that of the management of the Company. The management's responsibilities include causing the maintenance of the adequate accounting records and internal controls, the selection and application of accounting policies, safeguarding off the assets of the Company and prevention and detection of frauds and irregularity. This report does not relieve the management from its responsibilities.

Auditors' Responsibility

Our responsibility is to report the information as required under Clause 1 of Section 2 of the First Schedule to the Public Offering Regulation, 2017. Our Report is being issued in accordance with the 'Guidelines for issue of Certificate for Special Purposes by Practicing Chartered Accountants Firms' issued by the Institute of Chartered Accountants of Pakistan. Our verification was limited to checking the correctness of financial information and non-financial information included in this report (including annexures). For this purpose, we traced and checked the requisite information from the audited financial statements of the Company for the period / years ended 30 June 2017, 30 June 2018 and 30 June 2019 in terms of the requirements of Clause 1 of Section 2 of the First Schedule to the Public Offering Regulation, 2017.



- 2 -

Auditor's report

Based on our procedures performed as mentioned in the preceding paragraph, we are pleased to state the following:

1. We have audited the financial statements of the Company for the financial period / years ended on 30 June 2017, 30 June 2018 and 30 June 2019.
2. In terms of the requirement under Clause 1 of Section 2 of the First Schedule to the Public Offering Regulation, 2017, and based on the audited financial statements, we state as under:
 - a) Summary of assets, liabilities and shareholder's equity of the Company for the three years ended on 30 June 2017, 30 June 2018 and 30 June 2019 is included in Annexure 'A' of this report; and
 - b) The statement of profit or loss and other comprehensive income of the Company for three years ended on 30 June 2017, 30 June 2018 and 30 June 2019 are included in Annexure 'B' of this report.
3. During the year ended 30 June 2018, TPL Corp Limited (the parent company) has transferred net assets of Rs. 601,771 million related to its Trakker undertaking to the Company under the Scheme of Arrangement (the Scheme) sanctioned / approved by Honourable High Court of Sindh vide its order no. J.C.M. Petition No. 48 of 2016 dated November 17, 2017.
4. No dividend was declared by the Company during the years ended on 30 June 2017, 30 June 2018 and 30 June 2019. During the year ended 30 June 2019, the Company has issued 24,246,071 bonus ordinary shares aggregating to Rs. 242,460,710.
5. For the period / years ended 30 June 2017, 30 June 2018 and 30 June 2019, the Company does not have any subsidiaries.
6. No financial statements of the Company have been audited by us, subsequent to the audit of financial statements of the Company for the year ended June 30, 2019.

Restriction on use and distribution

This report is being issued on the specific request of the management of the Company for the purpose of inclusion in prospectus to be issued for Initial Public Offer and for onward submission to Pakistan Stock Exchange Limited. Accordingly, this should not be distributed to any other third party without our prior written consent. This report is solely for the purpose set forth in the scope mentioned above and is not to be used or distributed for any other purpose. This report is restricted to the facts stated herein.

Yours faithfully

AN/PB/eh.

A MEMBER OF ERM OF ERM & Young Global Limited



Annexure A to letter
reference AA/FB/3176/19
dated 27 November 2019

1. Summary of Assets, Liabilities and Shareholders Equity

	2019 Rupees	2018 Rupees	2017 Rupees
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	1,602,145,206	1,109,137,640	-
Intangible assets	1,151,299,734	1,152,007,635	-
Long-term investments	85,030,450	-	-
Long-term loans	637,436	436,577	-
Long-term deposits	47,100,425	52,968,501	-
Deferred tax assets - net	7,178,349	1,351,052	-
	<u>2,893,391,600</u>	<u>2,315,901,405</u>	<u>-</u>
CURRENT ASSETS			
Stock-in-trade	266,339,657	325,837,835	-
Trade debts	1,309,502,023	1,298,977,797	-
Loans and advances	39,435,026	39,967,125	-
Trade deposits and prepayments	43,674,281	50,731,410	-
Interest accrued	73,054,250	31,634,768	-
Other receivables	13,934,042	18,924,417	-
Short-term investments	-	200,000,000	-
Due from related parties	576,290,498	318,635,764	-
Taxation - net	42,478,304	13,262,192	-
Cash and bank balances	19,830,816	14,166,603	50
	<u>2,384,538,897</u>	<u>2,312,137,911</u>	<u>50</u>
TOTAL ASSETS	<u>5,277,930,497</u>	<u>4,628,039,316</u>	<u>50</u>
EQUITY AND LIABILITIES			
SHARE CAPITAL AND RESERVES			
Share capital			
Authorised capital of Rs.10/- each	1,150,000,000	1,150,000,000	1,000,000
Issued, subscribed and paid-up capital	929,262,520	601,771,360	100
Revenue reserve	128,476,899	369,095,527	(1,746,235)
Surplus on revaluation of property, plant and equipment	555,272,027	228,272,597	-
	<u>1,613,011,446</u>	<u>1,199,139,484</u>	<u>(1,746,135)</u>
NON-CURRENT LIABILITIES			
Long-term financing	300,000,000	600,000,000	-
Liabilities against assets subject to finance lease	52,145,571	504,016	-
Long-term loans	148,888,890	308,133,420	-
	<u>501,034,461</u>	<u>908,637,436</u>	<u>-</u>
CURRENT LIABILITIES			
Trade and other payables	750,929,062	687,457,675	125,000
Accrued mark-up	68,100,481	61,557,517	-
Short-term financing	12,737,305	19,181,204	-
Running finance under mark-up arrangements	988,025,014	939,871,844	-
Current portion of non-current liabilities	627,321,359	337,873,318	-
Due to related parties	670,119,700	436,857,162	1,621,185
Advance monitoring fees	46,651,699	37,463,676	-
	<u>3,163,884,590</u>	<u>2,520,262,396</u>	<u>1,746,185</u>
CONTINGENCIES AND COMMITMENTS			
TOTAL EQUITY AND LIABILITIES	<u>5,277,930,497</u>	<u>4,628,039,316</u>	<u>50</u>

2. The information prior to the financial year 30 June 2017 have not been reported, as the Company was incorporated on 27 December 2016.

A member firm of EY is a global organization



Annexure B to letter
reference AA/FB/3176/19
dated 27 November 2019

1. Statement of Profit or Loss and Other Comprehensive Income

	2019 Rupees	2018 Rupees	For the period from 27 December 2016 to 30 June 2017 Rupees
Turnover - net	1,771,864,595	1,660,647,208	-
Cost of sales and services	(767,114,950)	(661,285,399)	-
Gross profit	1,004,749,645	999,361,809	-
Distribution expenses	(286,453,301)	(263,752,948)	-
Administrative expenses	(368,309,884)	(411,902,451)	(1,746,235)
Operating profit / (loss)	349,986,460	323,706,410	(1,746,235)
Other expenses	(30,822,802)	(19,049,307)	-
Finance costs	(309,959,166)	(224,068,041)	-
Other income	61,484,097	48,097,569	-
Profit / (loss) before taxation	70,688,589	128,686,631	(1,746,235)
Taxation	(34,825,647)	(31,340,228)	-
Profit / (loss) for the year	35,862,942	97,346,403	(1,746,235)
Other comprehensive income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods, net of tax			
Surplus on revaluation of property, plant and equipment	329,542,792	-	-
Less: Deferred tax thereon	2,085,910	-	-
Other comprehensive income for the year, net of tax	327,456,882	-	-
Total comprehensive income / (loss) for the year	363,319,824	97,346,403	(1,746,235)
Earnings / (loss) per share - basic and diluted	0.40	1.15	(17.462)

2. The information prior to the financial year 30 June 2017 have not been reported, as the Company was incorporated on 27 December 2016.

6.2 AUDITOR CERTIFICATE ON ISSUED, SUBSCRIBED, AND PAID-UP-CAPITAL OF THE COMPANY

 <p>Building a better working world</p>	<p>Ex-Paid Rhodes Chartered Accountants Progressive Plaza, Baluchistan Road P.O. Box 10541, Karachi 75250 Pakistan</p>	<p>Phone: +9221 111 11 39 37 (extn) Tel: +9221 3565 0007-13 Fax: +9221 3565 1965 ey.ks@ey.com ey.com/ks</p>
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AA/SP/3445/19
28 December 2019

The Board of Directors
TPL Trakker Limited (the Company)
Karachi

**Auditors' Certificate on issued, subscribed and paid-up capital
as of 30 June 2019 and 26 December 2019**

Dear Sirs

We have been requested to provide you with a certificate on issued, subscribed and paid-up capital of the Company as of 30 June 2019 and 26 December 2019.

Scope of Certificate

We understand that the certificate is required by the Company for the purpose of inclusion of information in the prospectus to be issued for Initial Public Offer as required under the listing regulations of Pakistan Stock Exchange Limited (PSX).

Management Responsibility

The responsibility for fair presentation of subscribed and paid-up capital is primarily that of the management of the Company. The management's responsibilities include causing the maintenance of adequate accounting records and internal controls, the selection and application of accounting policies, safeguarding of the assets of the Company and prevention and detection of frauds and irregularities. This certification does not relieve the management of its responsibilities.

Auditors' Responsibility

Our responsibility is to certify the issued, subscribed and paid-up capital as at 30 June 2019 and 26 December 2019 in accordance with the 'Guidelines for Issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms' issued by the Institute of Chartered Accountants of Pakistan. Our verification was limited to as follows:

- 1) Traced the issued, subscribed and paid up capital as at 30 June 2019 from the audited financial statements of the Company for the year ended 30 June 2019; and
- 2) Traced the issued, subscribed and paid up capital of the Company after amalgamation as of 26 December 2019 from:
 - form 35 filed with Securities and Exchange Commission of Pakistan (SECP);
 - shares record as per member register; and
 - trial balance of the Company as at 26 December 2019.



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Certificate

Based on the procedures performed as mentioned in the above paragraphs, we are pleased to certify that the issued, subscribed and paid-up capital as at 30 June 2019 and 26 December 2019 respectively, is as follows:

	As at 30 June 2019 (Rupees)	As at 26 December 2019 (Rupees)
Issued, subscribed and paid-up capital (ordinary shares of AED 100 each)		
- Issued for cash consideration	100	100
- Issued as bonus shares	242,460,710	242,460,710
- Issued for consideration other than cash	686,801,710	961,965,120
	<u>929,262,520</u>	<u>1,204,425,930</u>
Shares held by sponsors:		
100% shares held by parent company TPL Corp Limited (notes 1,2 and 3)	<u>929,262,520</u>	<u>1,204,425,930</u>

Note 1

60,177,126 ordinary shares were issued by the Company to TPL Corp Limited against transferred of its net assets of Rs.601,771 million related to Tracking business to the Company with effect from July 01, 2017 under the Scheme of Arrangement (the Scheme) sanctioned / approved by Honorable High Court of Sindh vide its order No. J.C.M. Petition No. 48 of 2016 dated November 17, 2017.

Note 2

8,503,045 ordinary shares were issued by the Company to TPL Corp Limited against purchase of 1,644 ordinary shares having face value of AED 1,000 in Trakker Middle East LLC.

Note 3

27,516,341 ordinary shares were issued and allotted to TPL Corp Limited after amalgamation transaction occurred between the Company and amalgamating companies namely TPL Maps (Private) Limited and TPL Rupiya (Private) Limited, where by the shares of the amalgamating companies were cancelled and issued to TPL Corp Limited in the equivalent proportion of the number of equity shares held by TPL Corp Limited in amalgamating companies.

Restriction on use and distribution



This letter is being issued on the specific request of the management of the Company for the purpose of onward submission to FGI. Accordingly, this should not be distributed to any other third party without our prior written consent. This certificate is solely for the purpose set forth in the scope mentioned above and is not to be used or distributed for any other purpose. This certificate is restricted to the facts stated herein.

Yours faithfully

AN/SP:ah.

Member firm of Ernst & Young Global Limited

6.3 SHARE BREAK-UP VALUE CERTIFICATE

 <p>Building a better working world</p>	<p>EY Fird Rhodus Chartered Accountants Progressive Plaza, Beasumont Road P.O. Box 15541, Karachi 75530 Pakistan</p>	<p>UAN: +9221 121 12 39 37 (CPRF) Tel: +9221 3565 0007-11 Fax: +9221 3565 1965 ey@firdrhodus.com ey.com/pk</p>	
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AA/FB/3174/19
26 November 2019

The Board of Directors
TPL Trakker Limited
Karachi

**Auditors' Certificate on Break-up value per share (Break-up value)
as of 30 June 2019**

Dear Sirs

We have been requested to provide you with a certificate on break-up value of ordinary shares of the Company based on the audited financial statements of the Company for the year ended 30 June 2019.

Scope of Certificate

We understand that the certificate is required by the Company for the purpose of inclusion of information in the prospectus to be issued for Initial Public Offer as required under the listing regulations of Pakistan Stock Exchange Limited (PSX).

Management Responsibility

The responsibility for computation of the Break-up value of the Company, based on the audited financial statements of the Company for the year ended 30 June 2019 in accordance with the requirements of Technical Release - 22 of the Institute of Chartered Accountants of Pakistan (ICAP), is primarily that of the management of the Company. The management's responsibilities include causing the maintenance of adequate accounting records and internal controls, the selection and application of accounting policies, safeguarding of the assets of the Company and prevention and detection of frauds and irregularities. This certification does not relieve the management of its responsibilities.

Auditors' Responsibility

Our responsibility is to certify the Break-up Value as at 30 June 2019 in accordance with the 'Guidelines for issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms' issued by the Institute of Chartered Accountants of Pakistan. Our verification was limited to trace the relevant financial information used for the purpose of calculating the break-up value per share by the management of the Company from the audited financial statements of the Company for the year ended 30 June 2019. In this regard, we have also reviewed the compliance with the requirements of Technical Release - 22 of the ICAP.

[Signature]

Member firm of Ernst & Young Global Limited



- 2 -

Certificate

Based on the procedures performed as mentioned in the above paragraphs, we are pleased to certify that the break-up value of ordinary shares of the face value of Rs. 10 each of the Company as at 30 June 2019 based on the audited financial statements for the year ended 30 June 2019 is as follows:

	30 June 2019 (Rupees) Audited
Issued, subscribed and paid-up capital	929,262,520
Revenue reserve - unappropriated profit	128,476,899
Surplus on revaluation of property, plant and equipment	<u>555,272,027</u>
Total shareholders' equity (including Surplus on revaluation of property, plant and equipment)	(A) <u>1,613,011,446</u>
Total shareholders' equity (excluding Surplus on revaluation of property, plant and equipment)	(B) <u>1,057,739,419</u>
Number of ordinary shares of Rs.10/- each fully paid in cash	(C) <u>92,926,252</u>
Break-up value per ordinary share of Rs.10/- each (Rupees) (including Surplus on revaluation of property, plant and equipment)	(D=A/C) <u>17.36</u>
Break-up value per ordinary share of Rs.10/- each (Rupees) (excluding Surplus on revaluation of property, plant and equipment)	(E=B/C) <u>11.38</u>

Restriction on use and distribution

This letter is being issued on the specific request of the management of the Company for the purpose of onward submission to PSX. Accordingly, this should not be distributed to any other third party without our prior written consent. This certificate is solely for the purpose set forth in the scope mentioned above and is not to be used or distributed for any other purpose. This certificate is restricted to the facts stated herein.

Yours faithfully

AN/YB:ah

A member firm of Ernst & Young Global Limited

6.4 LATEST MANAGEMENT/UN-AUDITED ACCOUNTS OF THE COMPANY

TPL Trakker Limited*For the Half Year Ended 31 December 2019*

<i>Profit & Loss Statement</i>		Un-Audited
Revenue	[PKR]	918,882,920
Less: Cost of Sales	[PKR]	(506,525,893)
Gross Profit	[PKR]	412,357,026
Distribution Expense	[PKR]	(178,456,071)
Administrative Expenses	[PKR]	(224,914,737)
Operating Profit	[PKR]	8,986,219
Other Income	[PKR]	7,284,264
Finance Cost	[PKR]	(200,275,540)
Profit Before Taxation	[PKR]	(184,005,057)
Taxation	[PKR]	(13,047,604)
Profit for the Year	[PKR]	(197,052,660)

TPL Trakker Limited
As at December 31, 2019

Balance Sheet		Un-Audited
Assets		
Non-Current Assets		
Property and equipment	(PKR)	1,543,868,944
Intangible assets	(PKR)	2,123,901,596
Long-term investments	(PKR)	85,030,449
Long-term loans	(PKR)	5,482,097
Long-term deposits	(PKR)	52,480,425
Deferred tax assets - net	(PKR)	7,178,619
Total Non-Current Assets	(PKR)	3,817,942,131
Current Assets		
Stock-in-trade	(PKR)	310,569,549
Trade debts	(PKR)	1,300,759,220
Loans and advances	(PKR)	51,372,172
Trade deposits and Prepayments	(PKR)	58,572,981
Interest accrued	(PKR)	21,465,529
Other receivables	(PKR)	11,689,402
Due from related parties	(PKR)	603,319,924
Taxation - net	(PKR)	44,672,918
Cash and bank balances	(PKR)	2,122,315
Total Current Assets	(PKR)	2,404,544,009
Total Assets	(PKR)	6,222,486,141
Liabilities		
Non-Current Liabilities		
Long-term financing	(PKR)	150,000,000
Liabilities against assets subject to Finance lease	(PKR)	96,410,445
Long-term loans (Term Certificates)	(PKR)	300,206,269
Total Non-Current Liabilities	(PKR)	546,616,714
Current Liabilities		
Trade and other payables	(PKR)	868,974,405
Accrued mark-up	(PKR)	134,735,985
Short-term Financing	(PKR)	70,412,514
Running Finance under mark-up arrangements	(PKR)	1,365,877,303
Current portion of non-current liabilities	(PKR)	579,957,201
Due to related parties	(PKR)	779,458,004
Advance monitoring fees	(PKR)	38,898,665
Total Current Liabilities	(PKR)	3,838,314,079
Total Liabilities	(PKR)	4,384,930,793
Equity		
Issued, subscribed and paid-up capital	(PKR)	1,204,425,930
Share Premium	(PKR)	146,817,136
Revenue reserve - inappropriate profit	(PKR)	(68,575,762)
Surplus on revaluation of Property, Plant and Equipment	(PKR)	554,888,045
Total Equity	(PKR)	1,837,555,348
Total Equity and Liabilities	(PKR)	6,222,486,141

6.5 SUMMARY OF FINANCIAL HIGHLIGHTS OF TPL TRAKKER LIMITED

PKR millions	Audited Numbers For the Year ended June 30th		
	2017	2018	2019
Income Statement			
Revenue	-	1,661	1,772
Cost of Goods Sold	-	(661)	(767)
Gross Profit	-	999	1,005
Operating Expenses	(2)	(676)	(655)
Operating Profit	(2)	324	350
Other Income/(Expense)	-	29	31
Financial Charges	-	(224)	(310)
Profit/(Loss) before Taxation	(2)	129	71
Taxation	-	(31)	(35)
Profit/(Loss) after Taxation	(2)	97	36
EBITDA	n/m	498	600
Depreciation and Amortization	-	145	220
Balance Sheet			
Non-Current Assets	-	2,316	2,893
Current Assets	-	2,312	2,385
Total Assets	-	4,628	5,278
Equity	(2)	1,199	1,613
Long-Term Debt	-	908	449
Liabilities against assets subject to finance lease	-	1	52
Accrued markup	-	62	68
Current Portion of non-current liabilities	-	338	627
Short-Term Borrowings	-	959	1,001
Non-Current Liabilities	-	909	501
Current Liabilities	2	2,520	3,164
Net Debt	-	2,253	2,177
Stock-in-trade	-	326	266
Trade debts	-	1,299	1,310
Trade and other payables	0.1	687	751
Cash Flow Statement			
Operating Activities	(0.0001)	140	56
Investing Activities	-	(240)	105
Financing Activities	0.0001	12	(203)
Cash Balance	0.0001	(88)	(42)
Capital Expenditure	-	61	104

Growth

Sales Growth (%)	n/m	n/m	6.7%
EBITDA Growth (%)	n/m	n/m	21%
Profit after Taxation Growth (%)	n/m	n/m	(63.2%)

Margins

Gross Margin	n/m	60%	57%
Operating Profit Margin	n/m	19%	20%
EBITDA Margin	n/m	30%	34%
Profit before Taxation Margin	n/m	8%	4%
Profit after Taxation Margin	n/m	6%	2%

Earnings Ratios

Earnings per Share ¹	n/m	1.62	0.39
Earnings per Share ²	n/m	0.81	0.30
Break-up value per share ³	n/m	20	17
Break-up value per share ⁴	n/m	10	13
Return on Equity ⁵	n/m	8%	3%
Return on Assets ⁶	n/m	2.1%	0.7%

Balance Sheet Ratios

Fixed Asset Turnover ⁷	n/m	0.67	0.71
Asset Turnover ⁸	n/m	36%	36%
Current Ratio ⁹	n/m	0.92	0.75
Inventory Turnover (Days)	n/m	188	141
Receivables Turnover (Days)	n/m	286	269
Payables Turnover (Days)	n/m	184	173

Leverage Ratios

Debt Service Coverage Ratio ¹⁰	n/m	1.10	1.00
Interest Coverage Ratio ¹¹	n/m	2.30	2.00
Debt to Total Capital ¹²	n/m	60%	60%

Outstanding Shares (in millions) ¹³	0.00001	60	93
Outstanding Shares (in millions) ¹⁴	120	120	120

¹ Earning per share is based on total profit after tax divided by outstanding shares of the company at the corresponding year end

² Earning per share is based on total profit after tax divided by outstanding shares of the company post-merger

³ Break-up Value per share is calculated by dividing average equity of the company with outstanding shares of the company at the corresponding year end

⁴ Break-up Value per share is calculated by average dividing equity of the company with outstanding shares post-merger of TPL Maps and TPL Rupiya

⁵ Return on Equity is based on profit after tax divided by average equity

⁶ Return on Assets is based on profit after tax divided by average assets

⁷ Fixed Asset Turnover is calculated by dividing revenue with average fixed assets

⁸ Asset Turnover is calculated by dividing revenue with average total assets

⁹ Current ratio is calculated by dividing current assets over current liabilities

¹⁰ Debt Service Coverage Ratio is calculated by dividing EBITDA by Debt Repayment and Finance Cost

¹¹ Interest Coverage Ratio is calculated by dividing EBITDA by Finance Cost

12 Debt to Total Capital is calculated by dividing Debt by Total Capital (including surplus on revaluation)

13 Actual outstanding shares at each corresponding fiscal year end

14 Total Pre-IPO Outstanding shares after merger of TPL Maps, TPL Rupiya and TPL Trakker

6.6 SUMMARY OF MAJOR ITEMS OF REVENUE AND EXPENDITURE FOR THE LAST 2 YEARS

Particular		FY 18	FY 19
Revenue			
Sales of Tracking Units	[PKR]	293,755,189	271,288,789
Monitoring Income	[PKR]	542,583,481	430,476,730
Trip Based Income	[PKR]	444,477,657	561,449,449
Equipment Rental	[PKR]	308,286,073	414,952,041
Internet of Things	[PKR]	-	51,079,145
Other Services	[PKR]	72,544,808	42,618,441
Total	[PKR]	1,660,647,208	1,771,864,595
Less: Cost of Sales			
Cost of Units Sold	[PKR]	(77,873,523)	(66,701,049)
Cost Related to Internet of Things	[PKR]	-	(32,273,114)
Provision of BER	[PKR]	-	(5,616,110)
Direct Cost			
Monitoring Cost	[PKR]	(163,707,944)	(177,987,817)
Depreciation & Amortization	[PKR]	(87,458,307)	(126,923,784)
Salaries & Wages	[PKR]	(237,271,254)	(235,277,665)
Other direct costs	[PKR]	(94,974,371)	(122,335,411)
Total Cost	[PKR]	(661,285,399)	(767,114,950)
Gross Profit	[PKR]	999,361,809	1,004,749,645

6 (A) REVALUATION OF ASSETS

The properties of the Company at PECHS, Karachi and Quaid-e-Azam Industrial Estate Lahore have been revalued during FY17. Office building at Quaid-e-Azam Industrial Estate Lahore have also been revalued during FY17 and FY19. Company's operating property plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses

Description	Cost	Revaluation FY17	Cost as at Jun 30 2017
Property 20/B & 20/C Block 6 PECHS Karachi	136,369,709	73,630,291	210,000,000
Property 51/M Quaid-e-Azam Indust. Estate Lahore	57,755,256	145,244,744	203,000,000

Description	Cost	Revaluation FY18	Cost as at Jun 30 2018
Property 20/B & 20/C Block 6 PECHS Karachi	210,000,000	-	210,000,000
Property 51/M Quaid-e-Azam Indust. Estate Lahore	203,000,000	-	203,000,000

Description	Cost	Revaluation FY19	Cost as at Jun 30 2019
Property 20/B & 20/C Block 6 PECHS Karachi	210,000,000	-	210,000,000
Property 51/M Quaid-e-Azam Indust. Estate Lahore	203,000,000	-	203,000,000

Description	Net Book Value	Revaluation FY17	Depreciation	NBV as at June 20 2017
Office Building	27,434,109	14,590,648	2,722,286	39,302,471
	Net Book Value	Revaluation FY18	Depreciation	NBV as at June 20 2018
	39,302,471	-	2,238,263	37,064,208
	Net Book Value	Revaluation FY19	Depreciation	NBV as at June 20 2019
	37,064,208	7,192,792	3,362,438	40,894,562

6.1 (A) CAPITALIZATION OF RESERVES

TPL Trakker has carried out capitalization of reserves in September 2019 and January 2020 by issuance of Bonus Shares. Details of capitalization over the year is as follows:

#	Mode of Capitalization	Total Reserves Capitalized (PKR)	Date of Capitalization
1	Bonus Issue	242,460,710	17/09/2018
2	Bonus Issue	275,163,410	23/11/2019

6 (B) DIVIDEND POLICY

The Company intends to follow a consistent profit distribution policy for its members, subject to profitability, availability of adequate cash flows, the Board's recommendation and shareholders' approval, where required.

The rights in respect of bonus issue and dividends attached to each ordinary share are and will be the same. The Company in its general meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors. Dividend, if declared in the general meeting, shall be paid according to the provisions of the Companies Act.

The Board of Directors may from time to time declare interim dividends as appear to it to be justified by the profits of the Company. No dividend shall be paid otherwise than out of the profits of the Company for the year or any other undistributed profits.

No unpaid dividend shall bear interest or mark-up against the Company. The dividends shall be paid within the period laid down in the Companies Act.

Under Section 242 of the Companies Act, any dividend payable in cash by a listed company, shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder.

Therefore, the applicants must provide the details of the bank account in the relevant part of the Shares Subscription Form.

Details of dividends and/or bonus shares issued over the past three years is as follows:

Description	FY 17	FY 18	FY 19
Dividends (PKR)	NIL	Nil	Nil
Dividend (%)	NIL	NIL	NIL
Bonus (Shares)	NIL	NIL	24,246,071

Covenants / Restriction on Payment of Dividends:

It is stated that there is no restriction on the Company by any regulatory authority, creditor, stakeholder etc. on the distribution and capitalization of its profits

6.1(B) DIVIDEND PAYOUT BY LISTED GROUP / ASSOCIATED COMPANIES

TPL Corp Limited, the parent company of TPL Trakker has paid the following dividends:

Description	FY 15	FY 16	FY 17	FY 18	FY 19
Dividends (PKR)	Nil	25,570,000	54,310,000	Nil	Nil
Dividend (%)		2.50%	2.50%		

TPL Insurance Limited, the associated company of TPL Trakker has paid the following dividends:

Description	FY 15	FY 16	FY 17	FY 18	FY 19
Dividends (PKR)	Nil	Nil	Nil	187,732,500	Nil
Dividend (%)				20%	

7 MANAGEMENT OF THE COMPANY

7.1 BOARD OF DIRECTORS OF THE COMPANY

Name	Address	Designation	CNIC	Partnership/Directorships in Other Companies
1 Jameel Yusuf	House No. 37-L-1, Block-6, PECHS, Karachi	Non-Executive Director/Chairman	42201-0519615-9	<ul style="list-style-type: none"> – TPL Life Insurance Limited – TPL Corp Limited – TPL Insurance Limited – TPL Properties Limited
2 Sabiha Sultan	House No. 89/2, 14th Street, Khayaban-e-Sehar, Phase VI, Karachi	Executive Director	42201-9687803-1	<ul style="list-style-type: none"> – TPL Corp Limited – TPL Properties Limited – TRG
3 Sarwar Ali Khan	House No. 32/3, Old Clifton, Karachi	Executive Director/Chief Executive Officer	42301-0817584-3	<ul style="list-style-type: none"> – TPL Tech Pakistan (Private) Limited – TPL Mobile (Private) Limited – TPL E-Ventures (Pvt.) Limited
4 Brigadier (R) Muhammad Tahir Chaudhary	Farm House 7, Opp. Bahria Enclave Centre, Simly Dam Road, Sihali, Islamabad	Executive Director	35404-8834260-1	<ul style="list-style-type: none"> – TPL Tech Pakistan (Private) Limited
5 Adnan Shahid	HOUSE NO.3 STREET NO. 14, FAZAIA HOUSING SOCIETY RAWALPINDI	Non-Executive Director	37405-0550851-5	<ul style="list-style-type: none"> – NIL
6 Mohammad Riaz	House No. 76, Street No. 1, F-6/3, Islamabad	Non-Executive Director	90405-0157545-5	<ul style="list-style-type: none"> – TPL Life Insurance Limited – TPL REIT Management Company Limited
7 Ahmed Zuberi	35/1, B3rd Street, Phase 5, DHA, Karachi	Independent Director	42301-619574-9	<ul style="list-style-type: none"> – Recorder Television Network (Private) Ltd. – Apex Printry (Private) Ltd. – Emmay Zed Publications (Private) Ltd.
8 Salim Chinoy	163, Johar Road, Shabbirabad Block B, Karachi	Independent Director	42201-0362398-7	<ul style="list-style-type: none"> – NIL

7.2 PROFILE OF DIRECTORS

7.2.1 Mr. Jameel Yusuf – Chairman, Non-Executive Director

A businessman by profession and the Chairman of TPL Corp Ltd. He is the founding Chairman of Citizen-Police Liaison Committee (CPLC) and remained its Chairman from September 1989 to March 2003. He is also the Director of Asia Crime Prevention Foundation (ACPF) and is the founding trustee of “PANAHA”, a shelter established for women in distress. Mr. Yusuf has also been a member of the Advisory Council Fellowship (WWC) since 2004. He was awarded the Presidential Award “Sitara-e-Shujaat” for gallant services in August 1992 and was also nominated for the First United Nations Vienna Civil Society Award in 1999. He has also been appointed as a Member of the Committee formulated by National Accountability Bureau for redressal of business community’s grievances.

7.2.2 Ms. Sabiha Sultan – Executive Director

Ms. Sabiha Sultan has an overall professional experience of 26 years and served several companies at senior level management positions. She has a track record of building a new business in emerging markets along with a specialized focus on fund management, equity trading and advisory services and formulating regulatory framework. Moreover, she has worked on several corporate finance transactions ranging from fundraising, mergers, and acquisition, disposals, restructuring and tender offers.

She holds an LLB degree in law from the University of London Westminster. Moreover, she is also a qualified barrister to practice common law in England & Wales. She recently joined TPL Corp as a director in March 2019.

Prior to TPL Corp., she was serving Cenkos Asia since 2006, as a director international, where she was providing strategic and regulatory advice to its client. Furthermore, she was also the director of Asian equity sales at Standard Chartered Singapore, director head of sales at JP Morgan Pakistan and fund manager at Societe Generale Asset Management (Asia) – Singapore between 1995 to 2012.

7.2.3 Mr. Sarwar Ali Khan – Executive Director

Sarwar Ali Khan is the CEO of TPL Trakker Limited, which has for over 19 years been a pioneer in the Telematics + IoT industry in Pakistan. TPL Trakker helps customers extract and turn data about vehicles and their use into intelligence that improves operations and safety while reducing costs and risks. Trakker provides reliable end-to-end solutions for individuals, commercial fleets, businesses and automotive industry suppliers.

Sarwar started his career with Accenture, US where he worked for over 5 years. In 2010 he started working with National Bank of Pakistan where he headed the IT Department until 2012. On completion of his MBA in 2013 he was recruited by Samsung, Seoul to work for the Samsung Global Strategy Group which is part of the Samsung Chairman’s Office. During his time with Samsung, Sarwar developed the detailed product roadmap and go-to-market strategy for Samsung’s Smart Home business, assessed opportunities and identified new growth areas for different Samsung businesses to expand globally.

Sarwar has created and implemented a predictive analytics solution for correlating driver behavior with propensity to file insurance claims which enables TPL to offer usage based insurance products for the first time in Pakistan.

Sarwar has a disruptive mindset when it comes to business management, he has diversified TPL Trakker from a vehicle tracking company to an IoT solutions provider in just under 3 years. Today TPL Trakker has a services suite covering predictive maintenance, smart generator monitoring, fuel management, smart homes and digital App based solutions.

Sarwar received his BS in Computer Science from the University of Wisconsin - Madison in 2005. He later went on to complete his MBA from INSEAD, France in 2013.

7.2.4 Brigadier (R) Muhammad Tahir Chaudhary –Executive Director

Brigadier (R) Chaudhary is Non-Executive Director on the Board of the Company and comes along with more than 30 years of experience. Due to his known R & D skills and IT qualifications, he conceptualized and developed surveillance & Control system. He has also developed many projects related to Cyber Security recognized at national level.

Brigadier Chaudhary is MS (IT), M.Phil. Engineering Management and Ph.D. Scholar for Information Security Management. He is specialized in Engineering Project Management from Center for Advanced Studies in Engineering. Due to his acumen and highest qualification in the field of Information Technology and Information Security Management, he also framed “Pakistan’s Cyber Security Policy”.

7.2.5 Mr. Mohammad Riaz – Non-Executive Director

Mr. Mohammad Riaz is a Director on the Board of the Company. He is also a member of Audit Committee of the Board.

Mr. Riaz holds a Master’s degree in Development Economics from Williams College, Williams Town, Massachusetts USA. Mr. Mohammad Riaz is a veteran with a career span of over two decades in which he has held key positions for the Government of Pakistan, starting off his career as Secretary Customs, Ministry of Finance in 1981. He currently holds the position of Director at TPL Life Insurance Limited and TPL REIT Management Company Limited.

7.2.6 Mr. Adnan Shahid – Non Executive Director

Mr. Shahid is Non-Executive Director on the Board of the Company. He is also a member of the Board Audit Committee and the Board HR Committee. Mr. Shahid has more than 20 years of proven track record in Products/Services Design & Sales, Artificial Intelligence solutions, Digitalization & UI/UX, Big Data Analytics, Customer Experience Management, Stakeholder Management and Project Management.

He has served at Pakistan Telecommunication Limited – PTCL (Pakistan) for three years as Chief Commercial Officer. He has also served for public relations and corporate communications of PTCL Brand including advertising on ATL, BTL and digital mediums, product design and pricing of PTCL products such as Landline, Broadband Internet, Fixed Wireless 4G internet and IPTV, customer care and 24x7 contact center operations at four locations with 2,000 agents to support field operations and led new products and services innovation.

He had also worked for Jazz, (Formerly known as Mobilink, Pakistan), National Database and Registration Authority - NADRA (Pakistan), Premier-KUFPEC Pakistan B.V. (Pakistan), Premier & Shell Pakistan B.V. (Pakistan) and Micro Innovations and Technology Private Limited (Pakistan).

Mr. Adnan Shahid is an MBA in Innovation and Global Leadership from Massachusetts Institute of Technology, Cambridge, USA.

7.2.7 Mr. Salim Chinoy – Independent Director

Mr. Salim Chinoy is an Independent Director on the Board of the Company. He is also a member of HR Committee of the Board. Mr. Chinoy is a member of the Institute of Chartered Accountants in England and Wales and the Institute of Chartered Accountants of Pakistan. He returned from the United Kingdom in 1982 and joined Ford Rhodes Robson Morrow, a firm of Chartered Accountants and retired in 2017

During his stay with the firm he was responsible for carrying out audits of multi-national, public and private limited companies. He was the Country Managing Partner from 2014 to 2017.

7.2.8 Mr. Ahmed Zuberi – Independent Director

Mr. Ahmad is the Managing Director of Recorder Television Network (Private) Limited. Ahmad completed his primary and secondary school education in Karachi, Pakistan. After high school he received his Bachelors Degree from the Wharton School at the University of Pennsylvania. He graduated with High Honors in 2001 with a concentration in Finance and a Minor in Economics.

Ahmad worked as an Investment Banking analyst at Donaldson Lufkin and Jenrette and then at Credit Suisse First Boston in New York, specializing in advising Media & Telecom companies on Mergers & Acquisitions as well as Equity and Debt offerings.

In 2004 he moved back to Pakistan to join his family's media business and expanded it from print into the electronic space. The company broadcasts Aaj News and Aaj Entertainment which are among Pakistan's most watched TV channels. He also runs Apex Printry which is the country's largest security printing business. He is also a Director of Emmay Zed Publications which publishes Pakistan's only English financial daily, Business Recorder.

Ahmad is an active member of YPO which a global Organization of CEOs across the world. He is currently the Regional Chairman of YPO Middle East and North Africa. He also serves on the Board of Pakistan Centre for Philanthropy.

7.3 PROFILES OF KEY MANAGEMENT

7.3.1 Malik Sheheryar – Chief Financial Officer

Mr. Sheheryar is a senior finance professional with over 15 years of extensive work experience locally and internationally in accounting, financial reporting, auditing and financial management. He is currently working as Chief Financial Officer of TPL Trakker Limited. He is an experienced individual with an established record of creating and maintaining effective cross-functional relationships to deliver exceptional results. A strategically driven leader directing and facilitating the full spectrum of organizational functions. Accountable for organization-wide budget and allocation of resources to exceed financial goals, both nationally and internationally.

In his last association, he was serving as Chief Financial Officer and Director at Sybrid (Pvt.) Ltd., a Lakson Group Company and prior to that, he has worked with reputable organizations such as PIA, Moore Stephens Bermuda and A.F. Ferguson & Co.

At TPL he is responsible for the providing leadership in the development for the continuous evaluation of short and long term strategic financial objectives, directing and overseeing all aspects of the Finance and Accounting functions of the organization and managing processes for financial forecasting, budgets and consolidation and reporting to the company.

He completed his Masters of Arts in Economics in 2003 from University of Karachi. After completing his Masters, Sheheryar qualified as a Fellow Chartered Certified Accountant in 2004, Fellow Chartered Accountant in 2006, Associate Public Accountant in 2007 and Chief Internal Auditor in 2008.

7.3.2 Danish Qazi – Company Secretary & Group General Counsel

Mr. Danish Qazi is a UK qualified Barrister, having wealth of experience in Corporate and Commercial law. In the year 2009 he completed his LLB (Hons.) from the University of Leeds, LLM in International Financial Law from University of Manchester and Bar-at-Law from Cardiff University, where after he was enrolled as a Barrister in the Hon'ble Society of Lincoln's Inn.

Mr. Qazi started his professional career with Orr, Dignam & Co., a law firm widely known for its corporate work and commercial litigation and worked there for 4 years. At Orr, Dignam & Co., he appeared in international arbitration and High Courts of Pakistan. He later joined MCAS&W, which is a specialist litigation law firm and worked as a Senior

Associate appearing in cases pertaining to Service, Tax, Revenue, NAB, Power Disputes and other criminal cases. Subsequently he joined Express Media Group as Head of Legal, before entering into private practice.

Prior to joining TPL Corp Ltd. in 2017, Mr. Qazi was doing his private practice where he represented/advised a range of listed companies and individual local and international clients

7.3.3 Nader Nawaz – Group Head Human Resource

Mr. Nader Nawaz completed his BA (honors) in Business Administration from Holborn College, London in 2009 and has been in the field of Human Resources since then. He joined us in 2012 and brings with him 9+ years of experience in Human Resources Industry with strong business acumen. He is currently transforming TPL Corp as the Head of Human Resources by designing and implementing end to end Human Resources Strategy & Policies in alignment with business strategy. A highly personable, competent, and team spirited professional with diversified experience in human resources areas i.e. Recruitment, Organization Development, Compensation & Benefits, Remuneration Surveys, Human Capital Planning, Policy administration. He has proven abilities to work with senior management to strategize HR function in line with company targets and objectives. He is a dynamic team player with strong Analytical, Interpersonal and Leadership skills with his objective being to work in an exciting, challenging and professional environment of the organization putting in commitment and hard work.

7.3.4 Muhammad Talal Ibrahim - Chief Information Officer

Mr. Ibrahim comes along with more than 15 years of experience as a data scientist with a demonstrated history of working in the information technology and services industry. Skilled in image and video analytics, machine learning, artificial intelligence, computer vision, data analytics and visualization, requirements analysis, Dev-Ops, and cross-functional team leadership.

He has served at ARB Labs Inc., (Canada) as Director of Data Science. In his last association, he was responsible for utilizing artificial intelligence and machine learning, leading cross-functional teams, defining data driven product features and key performance metrics to reach goals. He had also worked for Interactive Group of Companies (Pakistan) and Ryerson University (Canada). Mr. Ibrahim is a PhD in Electrical & Computer Engineering from Ryerson University, Toronto, Canada.

7.3.5 Asim Mushtaq – Head of Technology

Asim Mushtaq is currently working as the Head of Technology at TPL Trakker. Having a Bachelor's degree in Computer Science and a Masters in Geographic Information Sciences both from University of Nottingham, Asim has an in-depth understanding of digital mapping and its application in real world businesses. During the initial part of his career he worked at prestigious organizations such as British Geological Survey and Ordnance Survey (UK) where he worked with and helped develop the some of the most cutting edge mapping and surveying technologies.

Later Asim started his own company with a focus on GIS. During his tenure as CEO of this company, they successfully executed various projects including route updates for London Olympics 2012 for TfL (Transport for London) and a business intelligence system for Coca-Cola Pakistan.

In his current role he looks at the use of latest technologies, ranging from Artificial Intelligence & Machine Learning to Real Time Data Integration into geospatial system, and in doing so he lays out the future technology roadmap for the company. During his time with TPL Trakker, they've successfully introduced Pakistan's first library of street level 360 imagery, their own custom 3D maps rendering engine along with many other innovative solutions.

His focus now is to introduce an array of products in TPL Trakker which solve important business problems for various industries in Pakistan and the region.

7.3.6 Asim Syed – Chief Executive Officer (Trakker Middle East LLC.)

Asim Syed is the CEO of Trakker Middle East LLC, which has for over 14 years been a pioneer in the GPS tracker industry in United Arab Emirates & the GCC. TME in UAE has been supporting large government organization, ensuring compliance of their contractors through effective fleet monitoring. TME additionally provides comprehensive IOT and mobility tracking solutions to large scale industrial organizations and commercial fleets to enhance productivity and reduce cost of their operations.

Asim started his career in Mobilink in 1993, where he worked for four years. In 1997, he moved to Canada, where he worked for organizations like Future Electronics and Nortel Networks for five years. He excelled in business development and commodity management roles in these organizations. He was handling a portfolio of 500 million dollars plus for ASIC's in Nortel Networks, ensuring a robust and innovative supply chain for the organization. In 2001 Asim moved back to Pakistan where he was the Head of Business Development for Ufone and Country Manager for Sony Ericsson. His effective leadership resulted in Sony Ericsson increasing their Market Share from 9% to 15% in Pakistan.

In 2008, Asim moved to UAE and became the Head of Sales for EMS, one of the largest Blackberry partner across the globe. He was managing 22 countries across Middle East and Africa. During his time organization revenue increased from \$15M to \$630M. Asim was later made the General Manager for Wiko Mobiles a JV of EMS with a French Mobile Brand. He launched five countries across Middle East and Africa. The company achieved a market share of 8% in a very tough and competitive market.

Asim has managed to change TME direction in the 21 months, he has been the CEO. The company horizon has expanded from GPS fleet tracking to providing complex IOT and software solutions to organizations across the region. Asim has partnered with strong American and European vendors to enable TME to provide Industrial Internet of Things solutions, helping organizations transform their processes and providing cost effective solutions through various IOT platforms.

Asim has received his BBA and MBA degree from Institute of Business Administration Karachi in December 1992

7.3.7 Farah Sayeed – Group Head Marketing & Communication

Ms. Sayeed is a senior marketing professional with over 20 years of extensive work experience in hybrid marketing - transforming brands with exponential bottom line growth. She is a customer-focused visionary known for leading global teams that build award winning, game-changing concepts and revolutionary digital solutions, while remaining ROI sensitive.

In her last association, she was working as Brand Consultant for Bank Alfalah, Emaar Pakistan, Engro Fertilizers and Descon Engineering. Prior to that, she was working as SVP and Head Global Brand Communications at HBL. She developed and executed an aggressive marketing strategy to turnaround a 65 year old brand. She has also conducted brand development and product marketing activities for Banks, NBFIs and insurance companies owned by AKFED.

At TPL she is responsible for the Marketing, Brand Management and Communication for all group of companies as "Group Head Marketing & Communication".

She is a graduate in Economics and Philosophy from Hobart & William Smith Colleges – Geneva, NY.

7.3.8 Muhammad Faizan Ullah – VP Operations

Mr. M Faizan Ullah has done his engineering from NED UET and further completed his MBA program from Institute of Business and Technology. He joined TPL Trakker Ltd in 2013 and has brought more than 15 years' experience of

being in service industry. Prior to this he has been the Head of Operation in Augere Pakistan and Managing QA and Training in Mobilink.

His expertise are in running business more efficiently and making service standards more customer centric to achieve the company's goal, while decreasing cost of operations and reducing errors and maintaining the QA & QC standards throughout an organization via implementation of BPR and TQM. His business acumen allows him to be an expert of business segments like call centers, vehicle/container tracking, Business centers, Fleet Management, PMOs, QA, OD (Organizational Development) & Trainings

7.3.9 Ghulam Talha Dawood – Head of Sales

Mr. Dawood is an innovative professional with over 15 years of progressive experience within the automobile sales industry. Being a proactive leader with refined business acumen, Mr. Dawood has the skills to drive business growth, capitalize on new revenue potential and manage all aspects of daily business operations. He has played key strategic roles in sales management, product development and designs.

Mr. Dawood is a Graduate from Karachi University. Prior to joining TPL Trakker in December 2019, Mr. Dawood had served as Vice President, Sales Head Auto and Personal Finance at Dubai Islamic Bank Pakistan Limited. In this role he was heading the South region in auto finance sales. He has expertise in direct sales, project planning, and has the ability to lead teams.

7.4 NUMBER OF DIRECTORS

Pursuant to Section 154 of the Companies Act, 2017 a listed Company shall not have less than seven (7) directors. At present, the Board consists of 8 directors, including the Chief Executive Officer.

7.5 QUALIFICATION OF DIRECTORS

No person shall be appointed as a Director of the Company who is ineligible to be appointed as Director on any one or more of the grounds enumerated in Section 153 of the Companies Act or any other law for the time being in force

7.6 REMUNERATION OF THE DIRECTORS

The remuneration of directors shall from time to time be determined by the Company in general meeting subject to the provisions of the Act

7.7 BENEFITS TO PROMOTERS AND OFFICERS

No benefit has been given or is intended to be given by the Company to the promoters and officers of the Company other than remuneration for services rendered by them as full time executives of the Company.

7.8 INTEREST OF DIRECTORS

The directors may be deemed to be interested to the extent of fees payable to them for attending the Board meetings. The Directors performing whole time services in the Company may also be deemed interested in the remuneration payable to them by the Company. The nominee directors have interest in the Company to the extent of representing the sponsors in the capital of the Company.

Following directors are holding ordinary shares of the Company:

Name of Shareholder	Designation	Numbers of Shares held	Value of Shares held
Jameel Yusuf	Chairman/Non-Executive Director	1	10
Sarwar Ali khan	Executive Director	1	10
Sabiha Sultan	Executive Director	1	10
Brigadier (R) Muhammad Tahir Chaudhary	Executive Director	1	10
Adnan Shahid	Non-Executive Director	0	0
Muhammad Riaz	Non-Executive Director	1	10
Ahmed Zuberi	Independent Director	0	0
Salim Chinoy	Independent Director	0	0

7.9 ELECTION OF DIRECTORS

As per Article 65, the directors shall comply with the provisions of Sections 154 to 159 and Sections 161 and 167 relating to the election of Directors and matters ancillary thereto.

As per Article 66, any casual vacancy occurring on the Board of Directors may be filled up by the directors, but the person so appointed shall be subject to retirement at the same time as if he / she had become a Director on the day on which the Director in whose place he / she is chosen was last elected as Director.

As per Article 67, the Company may remove a director but only in accordance with the Act

7.10 VOTING RIGHTS

As per Article 37, on a show of hands every member present in person shall have one vote except for election of directors in which case the provisions of Section 159 of the Act shall be applicable. The Voting rights are in line with Section 134 of the Act criteria

7.11 INTERNAL AUDIT

The Board of Directors has set up an effective internal audit function managed by suitable qualified and experienced personnel who are conversant with the policies and procedures of the Company and are involved in the internal audit function on a full time basis.

The audit committee comprises of the following members:

1. Mr. Ahmed Zuberi – Chairman
2. Mr. Adnan Shahid – Member
3. Mr. Muhammad Riaz – Member
4. Mr. Yousuf Zohaib Ali - Secretary

7.12 HUMAN RESOURCE AND REMUNERATION COMMITTEE

The Board of Directors has set up an effective Human Resources function managed by suitable and qualified personnel who are conversant with the policies and procedures of the Company and are involved in Human Resources function on a full time basis.

The human resource and remuneration committee comprises of the following members

1. Mr. Salim Chinoy – Chairman
2. Mr. Adnan Shahid – Member
3. Mr. Sarwar Ali Khan – Member
4. Mr. Nader Nawaz - Secretary

7.13 POWERS OF DIRECTORS

The control of the Company shall be vested in the Board of Directors and the business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company and do all such acts and things as may be exercised or done by the Company as by the Companies Act or by Articles of the Company or by a special resolution expressly directed or required to be exercised or done by the Company.

7.14 INVESTMENT IN ASSOCIATE COMPANIES

TPL Trakker Limited has made the following investments in its associate company.

Associate	Amount In PKR	Stake Held (%)
Trakker Middle East LLC ¹	85,030,450	29.00%

¹The Company currently holds 29% stake in Trakker Middle East LLC with it being the Company's Associated Company. The Company is currently in the process of acquiring a further 21% stake in Trakker Middle East LLC which will give the Company controlling interest in it and it shall become Company's subsidiary

7.15 CORPORATE GOVERNANCE

The Company shall comply with all the rules and regulations applicable to the Company with regards to the Listed Companies (Code of Corporate Governance) Regulation, 2019. Furthermore, as of November, 2019, out of the eight (08) members of Board, two directors have completed the Directors Training Program (“DTP”) as prescribed by the SECP under the Listed Companies (Code of Corporate Governance) Regulation, 2019. Whereas, the company is in the process of getting the DTP for the remaining directors done.

The Company shall also encourage representation of minority shareholders on the board of directors.

8 LEGAL PROCEEDINGS AND OVERDUE LOANS

The Company, to the best of its knowledge, hereby confirm that neither the Company nor its directors, sponsors, substantial shareholders or its associated companies have any pending legal proceedings except in the ordinary course of business.

The Company, to the best of its knowledge, hereby confirm that there are no overdue loans (local or foreign currency) on the Company, its directors, sponsors, substantial shareholders or its associated companies.

9 EXPENSES TO THE ISSUE (COMMISSIONS, BROKERAGE AND OTHER EXPENSES)

9.1 UNDERWRITING

The present public offer of 83,400,000 shares of PKR 10 each offered at an Issue Price of PKR 12 per share has been fully underwritten as under:

[.]

9.2 OPINION OF DIRECTORS REGARDING RESOURCES OF THE UNDERWRITERS

In the opinion of the Directors of the Company, the resources of the Underwriters are sufficient to discharge their underwriting commitments.

9.3 NO BUY BACK / REPURCHASE AGREEMENT

The Underwriters nor any of their associates have entered into any buyback or repurchase agreement with the sponsors, the Company or any other person in respect of this Issue.

Also, neither the Company nor any of its associates have entered into any buy back / re-purchase agreement with the underwriters or their associates.

The Company and its associates shall not buy back / re-purchase shares from the underwriters and their associates.

9.4 UNDERWRITING EXPENSE

The Underwriters have been paid an underwriting commission at [.]% on the amount of the Issue underwritten by them

9.5 COMMISSION OF THE BANKERS TO THE ISSUE

Commission at the rate of 0.075% (inclusive of all taxes) of the amount collected on allotment in respect of successful applicants will be paid by the Company to the Bankers to the Issue for services to be rendered by them in connection with this Issue.

9.6 FEES AND EXPENSES FOR CENTRALIZED E-IPO SYSTEM ("CES")

Commission on application received through CES will be paid to CDC which shall not be more than 0.8% of the amount of the successful applications. CDC will share, the fee with other participants of CES at a ratio agreed amongst them.

9.7 BROKERAGE

For this Issue, brokerage shall be paid to the TRE Certificate Holders of PSX at the rate of 1.00% of the value of shares on successful applications for the Issue. No brokerage shall be payable in respect of shares taken up by the Underwriters by virtue of their underwriting commitment.

9.8 ESTIMATED EXPENSES OF THE ISSUE

Expenses to the Issue are estimated not to exceed PKR _____/-. The break-up of these preliminary expenses is given below:

Particulars	Rate	Expense
Consultant to the Issue Fee	2.00%	20,016,000
Underwriters Expense		[.]
Commission to Bankers to the Issue	0.075%	675,540
e-IPO Facility Charges	0.80%	1,700,906
TREC Holders' Commission ¹	1.00%	10,008,000
PSX Initial Listing Fees		1,500,000
PSX Services Fee		50,000
Transfer Agent and Balloting Agent		1,000,000
Marketing & Printing Expenses		6,000,000
CDC - Fresh Issue Fees	0.16%	1,601,280
CDC - Annual Fees for Eligible Security (Listing Fees)		680,000
SECP IPO Application Processing Fee		200,000
SECP Supervisory Fee		150,000
Legal Counsel		1,000,000
Miscellaneous Expenses		1,000,000
Total		

Note: The above figures are indicative and may change at the time of IPO

¹This amount represent maximum the maximum possible cost under this head

10 MISCELLANEOUS INFORMATION

10.1 REGISTERED OFFICE

12th and 13th Floor,
 Centrepont, Off Shaheed-e-Millat Expressway,
 Adjacent KPT Interchange, Karachi
 Phone: (+92)-21-34390300
 UAN: (+92)-21-111-000-300
 FAX: (+92)-21-35316032
 Email: info@trakker.com.pk
 Website: www.tpltrakker.com

CORPORATE OFFICE

12th and 13th Floor,
 Centrepont, Off Shaheed-e-Millat Expressway,
 Adjacent KPT Interchange, Karachi

10.2 BANKERS TO THE ISSUE

1. Habib Bank Limited
2. Meezan Bank Limited
3. Habib Metropolitan Bank Limited
4. Bank Al-Habib Limited
5. Allied Bank Limited
6. MCB Bank Limited

10.3 BANKERS AND FINANCIAL INSTITUTIONS TO THE COMPANY

S.#	Name	Address	Telephone number	E-mail address
1	National Bank of Pakistan	Chappal Plaza, Hasrat Mohani Road, Karachi, Pakistan	021-99217109	ahsan.abid@nbp.com.pk
2	Habib Metropolitan Bank Limited	2nd Floor, HBZ Plaza, I.I. Chundrigar Road, Karachi, Pakistan.	021-32644714	osama.iftikhar@habibmetro.com
3	Standard Chartered Bank (Pakistan) Limited	SCB Main Building, I.I. Chundrigar Road, Karachi	021-111-722-724	syed-naveed.hussaini@sc.com
4	Habib Bank Limited	C-20, Society Appartment, Dhoraji Colony, Karachi	021-34920043	Waqas.Shahid@hbl.com
5	Dubai Islamic Bank Pakistan Limited	2nd Floor, Hassan Chambers,	35360034-39	ahsan.r@dibpak.com
6	Faysal Bank Limited	Faysal House, ST-02, Shahr-e-Faisal, Karachi.	021-111-747-747	mohanidsoomro@faysalbank.com
7	United Bank Limited	United Bank Ltd Head Office Building, I. I. Chundrigar Road, Karachi	021-99033-2042	ali.hussain@ubl.com.pk
8	Silk Bank Limited	Boat Basin Branch Karachi	021 35148238-40	zuhair.ismail@silkbank.com.pk
9	Summit Bank Limited	Khayaban-e-Shahbaz Karachi	0213 - 5344939	mahwishahmed@summitbank.com.pk

10	Bank Al Habib Limited	DC-7, Block-7, Clifton, Karachi	021-34373150-53	abbas.zaheer@bankalhabib.com
11	JS Bank Limited	Khayaban-e-Iqbal, Main Clifton Road, Karachi, Pakistan	021-35166602-06	Marium.Alizay@jsbl.com

10.4 AUDITORS OF THE COMPANY

S.#	Name	Address	Telephone number	E-mail address
1	EY Ford Rhodes, Chartered Accountants	Progressive Plaza, Beaumont Road, Karachi, Pakistan	UAN: +9221 111 11 3937 (FYFR) Tel: +9221 3565 0007-11	ey.khi@pk.ey.com

10.5 LEGAL ADVISOR OF THE COMPANY

Mohsin Tayebaly & Co.

1st Floor, Dime Centre, BC-4,
Block – 9, Kehkashan, Clifton
Karachi, Pakistan
Tel: +92 (021) 111 682 529
Email: contact@mtclaw.com.pk
Website: <https://mtclaw.com.pk/index.html>

10.6 CONSULTANT TO THE ISSUE

Arif Habib Limited

Arif Habib Center
23, MT Khan Road, Karachi
Tel: 021-3246 5891
Fax: 021-3242 9653
Email: ali.ahmed@arifhabibltd.com
Website: www.arifhabibltd.com

10.7 COMPUTER BALLOTTER & SHARES

THK Associates (Pvt.) limited

1st Floor, 40-C, Block-6, P.E.C.H.S
Karachi
Tel: +92 (021) 111 000 322
Website: <http://thk.com.pk/>
Email: secretariat@thk.com.pk

11 MATERIAL CONTRACTS

11.1.1 Details of Short-Term Financing Facilities

Bank	Facility	Limit (PKR millions)	Mark-up Commission	Date Sanctioned	Expiry / Review Date*
Habib Metropolitan Bank	Running Finance	207.5	3MK+3%	01-Oct-19	30-Sep-20
National Bank of Pakistan	Running Finance	500	3MK+2.5%	30-Jun-19	30-Jun-20
	FATR	100	3MK+3.5%	30-Jun-19	30-Jun-20
JS Bank Limited	Running Finance/FATR	35	1MK+3%	24-Dec-18	28-Feb-20
	Running Finance	50	1MK+2%	24-Dec-18	28-Feb-20
Silk Bank Limited	Running Finance	100	3MK+1.5%	01-May-19	30-Apr-20
Summit Bank Limited	Running Finance	165	3MK+2.5%	01-Dec-19	30-Nov-20
Bank Al Habib Limited	Sight LC/FATR	75	3MK+2.5%	1-Jun-19	31-May-20
	Running Finance	75	3MK+2.5%	1-Jun-19	31-May-20

*All short-term facilities are subject to renewal

11.1.2 Details of Long-Term Financing Facilities

Bank	Facility	Limit (PKR millions)	Mark-up Commission	Date Sanctioned	Expiry / Review Date
Habib Metropolitan Bank	Term Finance I	37.5	3MK+2.1%	26-01-2017	26-01-2020
	Term Finance II	100	3MK+2.1%	27-09-2017	27-09-2020
Dubai Islamic Bank	Sukuk	600	1YK+3%	13-04-2016	13-04-2021
Faysal Bank National Bank of Pakistan	Term Finance	200	3MK+1.75%	5-07-2017	05-05-2020
	Term Finance	240	3MK+2.5%	30-06-2019	30-06-2020
JS Bank	Term Finance VI	250	1MK+2.5%	24-12-2018	24-12-2021
	Term Finance II	70	3MK+3%	20-10-2017	20-10-2020
	Term Finance III	50	1MK+3%	08-04-2016	08-04-2021

*These Facilities are as of January 31, 2020

11.1.3 Details of Letter of Credit

Particular	Beneficiary	Country	L/C NO. & Date	Amount	Status
2149 pcs of G3SC units	Gosafe Systems (Pvt.) Limited	Pakistan	LC/1862/00416/1 31-05-2019	14,995,464.12 Margin: 2,258,709	FATR

11.2 INSPECTION OF DOCUMENTS AND CONTRACTS

Copies of the Memorandum and Articles of Association, the Audited Financial Statements, the Auditor's Certificates, Information Memorandum and copies of the agreements referred to in this Prospectus may be inspected during usual business hours on any working day at the registered office of the Company from the date of publication of this Prospectus until the closing of the subscription list.

11.3 MEMORANDUM OF ASSOCIATION

The Memorandum of Association, inter alia, contains the objects for which the Company was incorporated and the business which the Company is authorized to undertake. A copy of the Memorandum of Association is annexed to this Prospectus and with every issue of the Prospectus except the one that is released in newspapers as advertisement.

11.4 FINANCIAL YEAR OF THE COMPANY

The financial year of the Company commences on July 1 and ends on June 30.

12 APPLICATION AND ALLOTMENT INSTRUCTIONS

12.1 ELIGIBLE INVESTORS INCLUDE:

1. Pakistani citizens resident in or outside Pakistan or Persons holding dual nationalities including a Pakistani nationality;
2. Foreign Nationals whether living in or outside Pakistan
3. Companies, bodies corporate or other legal entities incorporated or established in or outside Pakistan (to the extent permitted by their constitutive documents and existing regulations, as the case may be);
4. Mutual Funds, Provident / Pension / Gratuity Funds / Trusts, (subject to the terms of the Trust Deed and existing regulations); and
5. Branches in Pakistan of companies and bodies corporate incorporated outside Pakistan.

12.1.1 APPLICATION MUST BE MADE ON SECP's APPROVED APPLICATION FORM OR A LEGIBLE PHOTOCOPY THEREOF ON A PAPER OF A4 SIZE WEIGHING AT LEAST 62 GM

12.1.2 Copies of Prospectus

Copies of this Prospectus and Applications Forms can be obtained from members of PSX, the Bankers to the Issue and their branches, the Consultant to the Issue and registered office of the Company. The Prospectus and the Application Form can also be downloaded from the following websites:

<http://www.arifhabibltd.com>, <https://tpltrakker.com/> & www.cdceipo.com;

Shares against the successful and accepted applications shall be issued in the Book Entry Form only and will be credited into the Applicants CDS Account mentioned in the Application. The applicants, therefore, must provide detail of their CDS Account (investors Account or Sub-Account) in the Shares Subscription Form. Investors who do not have CDS account may visit www.cdcpakistan.com for information and details. For further guidance and queries regarding opening of CDS account, investors may contact CDC at phone Number: 0800 – 23275 (CDCPL) and e-mail: info@cdcpak.com.

12.2 NAMES(S) AND ADDRESS (ES) MUST BE WRITTEN IN FULL BLOCK LETTERS, IN ENGLISH AND SHOULD NOT BE ABBREVIATED

12.3 ALL APPLICATIONS MUST BEAR THE NAME AND SIGNATURE CORRESPONDING WITH THE ONE RECORDED WITH THE APPLICANT'S BANKER. IN CASE OF DIFFERENCE OF SIGNATURE WITH THE BANK AND COMPUTERIZED NATIONAL IDENTITY CARD (CNIC) OR THE NATIONAL IDENTITY CARD FOR OVERSEAS PAKISTANI (NICOP) OR PASSPORT, BOTH THE SIGNATURES SHOULD BE AFFIXED ON THE APPLICATION FORM.

12.3.1 APPLICATIONS MADE BY INDIVIDUAL INVESTORS

1. In case of individual investors, an attested photocopy of CNIC (in case of Resident Pakistanis) / NICOP or Passport (in case of Non-Resident Pakistanis) as the case may be, should be enclosed and the number of CNIC / NICOP / Passport should be written against the name of the applicant. Copy of these documents can be attested by any Federal / Provincial Government Gazette Officer, Councilor, Oath Commissioner or Head Master of High School or bank manager in the country of applicant's residence.
2. Original CNIC / NICOP / Passport, along with one attested photocopy, must be produced for verification to the Banker to the Issue and the applicant's banker (if different from the Banker to the Issue) at the time of presenting the application. The attested photocopy will, after verification, be retained by the bank branch along with the application.

12.4 APPLICATIONS MADE BY INSTITUTIONAL INVESTORS

1. Applications made by companies, corporate bodies, mutual funds, provident / pension / gratuity funds / trusts and other legal entities must be accompanied by an attested photocopy of their Memorandum and Articles of Association or equivalent instrument / document. Where applications are made by virtue of Power of Attorney,

the same should also be submitted along with the application. Any Federal / Provincial Government Gazette Officer, Councilor, Bank Manager, Oath Commissioner and Head Master of High School or bank manager in the country of applicant's residence can attest copies of such documents.

2. Attested photocopies of the documents mentioned in 8.7 (i) must be produced for verification to the Banker to the Issue and the applicant's banker (if different from the Banker to the Issue) at the time of presenting the application. The attested copies, will after verification, be retained by the bank branch along with the application.

12.5 ADDITIONAL INSTRUCTIONS FOR INVESTORS

1. Only one application will be accepted against each account, however, in case of joint account, one application may be submitted in the name of each joint account holder.
2. Joint application in the name of more than two persons will not be accepted. In case of joint application each applicant must sign the application form and submit attested copies of their CNICs / NICOP / Passport. The share certificates will be dispatched to the person whose name appears first on the application form while in case of CDS, it will be credited to the CDS account mentioned on the face of the form and where any amount is refundable, in whole or in part, the same will be refunded by cheque or other means by post, or through the bank where the application was submitted, to the person named first on the application form, without interest, profit or return. Please note that joint application will be considered as a single application for the purpose of allotment of shares.
3. Subscription money must be paid by check drawn on applicant's own bank account or pay order / bank draft payable to one of the Bankers to the Issue **"TPL Trakker Limited - General Subscription"** and crossed **"A/C PAYEE ONLY"**.
4. For the applications made through pay order / bank draft, it would be permissible for a Banker to the Issue to deduct the bank charges while making refund of subscription money to unsuccessful applicants through pay order / bank draft individually for each application.
5. The applicant should have at least one bank account with any of the commercial banks. The applicants not having a bank account at all (non-account holders) are not allowed to submit application for subscription of shares.
6. Applications are not to be made by minors and / or persons of unsound mind.
7. Applicants should ensure that the bank branch, to which the application is submitted, completes the relevant portion of the Application Form.
8. Applicants should retain the bottom portion of their Application Forms as provisional acknowledgement of submission of their applications. This should not be construed as an acceptance of the application or a guarantee that the applicant will be allotted the number of shares for which the application has been made.
9. Making of any false statements in the application or willfully embodying incorrect information therein shall make the application fictitious and the applicant or the bank shall be liable for legal action.
10. Bankers to the Issue are prohibited to recover any charges from the subscribers for collecting subscription applications. Hence, the applicants are advised not to pay any extra charges to the Bankers to the Issue.
11. It would be permissible for a Banker to the Issue to refund subscription money to unsuccessful applicants having an account in its bank by crediting such account instead of remitting the same by cheque, pay order or bank draft. Applicants should, therefore, not fail to give their bank account numbers.
12. Submission of false and fictitious applications is prohibited and such applications' money may be forfeited under section 87(8) of the Securities Act, 2015.

12.6 ADDITIONAL INSTRUCTIONS FOR FOREIGN / NON-RESIDENT INVESTORS

1. In case of foreign investors who are not individuals, applications must be accompanied with a letter on applicant's letterhead stating the legal status of the applicant, place of incorporation and operations and line of

business. A copy of Memorandum of Association or an equivalent document should also be enclosed, if available. Where applications are made by virtue of Power of Attorney, the same must be lodged with the application. Copies of these documents can be attested by the bank manager in the country of applicant's residence.

- Foreign / Non- resident investors should follow payment instructions given in Section 12.9.5 of this Prospectus.

12.7 BASIS OF ALLOTMENT

The basis and conditions of transfer of shares to the General Public shall be as follows:

- The minimum value of application will be calculated as Issue Price x 500 shares. Application for amount below the minimum value shall not be entertained.
- Application for shares must be made for 500 shares or in multiple of 500 shares only. Applications which are neither for 500 shares nor for multiples of 500 shares shall be rejected.
- Allotment / Transfer of shares to successful applicants shall be made in accordance with the allotment criteria / instructions disclosed in the Prospectus.
- Allotment of shares shall be subject to scrutiny of applications in accordance with the criteria disclosed in the Prospectus and / or the instructions by the Securities & Exchange Commission of Pakistan.
- Applications, which do not meet the above requirements, or applications which are incomplete will be rejected. The applicants are, therefore, required to fill in all data fields in the Application Form.
- The Company will credit shares in the CDS Accounts of the successful applicants.

12.7.1 LIST OF BANKERS TO THE ISSUE

S.#	Name	Address	Contact Person	Telephone number	E-mail address
1	Habib Bank Limited	HBL Mega Tower, Teen Talwar, Clifton, Karachi	Maaz Ali Baig	+92 21 33117337	maaz.baig@hbl.com
2	Meezan Bank Limited	Meezan House, C-25, Estate Avenue, SITE, Karachi	Ammar Farooqui	+92 21 36406117	Ammar.Farooqi@meezanbank.com
3	Bank Al Habib	Techno City Building, Hasrat Mohani Road, Opposite I.I Chundrigarh Road, Karachi	Syed Muhammad Akbar	+92 21 32277231 – 9	cmu@bankalhabib.com
4	Allied Bank Limited	Allied Bank Limited, Bath Island Building, Main Clifton Road, Karachi	Muhammad Haroon	+92 21 35301058	muhammad.haroon@abl.com
5	MCB Bank Limited	MCB Tower, I. I. Chundrigar, Karachi	Talha Hyder	+92 21 32645035	talha.hyder@mcb.com.pk
6	Habib Metropolitan Bank	HBZ Plaza, I.I Chundrigar road Karachi	Ahsen Raza Abidi	+92 21 3264-4852-4191-4377	tbs.solutiondelivery@habibmetro.com

12.8 CODE OF OCCUPATION OF INVESTORS / APPLICANTS

Code	Occupation
01	Business
02	Business Executive
03	Service
04	Housewife

05	Household
06	Professional
07	Student
08	Agriculturist
09	Industrialist
10	Other

12.9 NATIONALITY CODE

Code	Name of Country
001	U.S.A
002	U.K
003	U.A.E
004	K.S.A
005	Oman
006	Bangladesh
007	China
008	Bahrain
009	Other

12.9.1 Opening and Closing of the Subscription List

The subscription list will open at the commencement of banking hours on [.]2020 and will close on [.]2020 at the close of banking hours. **Please note that online applications can be submitted 24 hours during the subscription period which will close at 12:00 midnight on [.]2020.**

12.9.2 e-IPO SYSTEM

e-IPO is submission of application for subscription of securities electronically through internet, Automated Teller Machines (ATM) and mobile phones. In order to facilitate the public during IPOs / SPOs / OFS, SECP has introduced the concept of e-IPO. The following two systems are available for e-IPOs:

I. Centralized e-IPO Systems

In order to facilitate investors, the Central Depository Company of Pakistan (“CDC”) in collaboration with 1Link (G) Limited (1Link) has developed a Centralized e-IPO System (“CES”) through which applications for subscription of securities offered to the general public can be made electronically/online. CES has been made available in this Initial Public Offering (IPO) and can be accessed through the web link www.cdceipo.com. Payment of subscription money can be made through 1LINK’s member banks available for CES, list of which is available on above-mentioned website.

For making application through CES, investors must be registered with CES. Registration with CES is one time activity, free of cost and can be done under a self-registration process by filling the CES registration form, which is available 24/7 all around the year. Investors who have valid Computerized National Identity Card (CNIC), International Bank Account Number (IBAN) with any of the commercial bank, email address, mobile phone number and CDS Account (Investor account or sub account) can register themselves with CES.

Investors who do not have CDS account can visit www.cdcpkpakistan.com for information regarding opening CDS account.

For further guidance and queries regarding CES and opening of CDS account, **investors may contact CDC at phone number: 0800 – 23275 (CDCPL) and e-mail: info@cdcpak.com or Mr. Farooq Ahmed Butt at Phone 021-34326030 and email: farooq_butt@cdcpak.com**

Investors who are registered with CES can submit their applications through the web link www.cdceipo.com 24 hours a day during the subscription period which will close at midnight on [.]2020.

II. e-IPO Facilities by Bankers to the Issue

Habib Bank Limited (“HBL”), Meezan Bank Limited (“MEBL”) and Bank AL-Habib Limited (“BAHL”) are offering electronic submission of application (e-IPO) to their account holders. HBL account holders can use HBL Net Banking to submit their application via link <https://www.hbllibank.com.pk/Login>. MEBL account holders can use MEBL Net Banking to submit their application via link <https://www.meezanbank.com/eipo>. BAHL account holders can use BAHL Net Banking to submit their applications via link www.bankalhabib.com

12.9.3 Benefits of e-IPO

e-IPO has the following benefits:

1. It enables the investors to make application for subscription of shares through the internet without going to the bank, and waiting in long queues.
2. It is efficient and simultaneously facilitative for both the Issuer and the investors.
3. It is available for use 24 hours during the subscription period.
4. If you are registered with CES or accountholder of a bank providing e-IPO facility, you may get SMS for new IPOs.
5. By applying through CES you can also track your application status.

12.9.4 Procedure for Opening CDS Account

CDS is the Participant (TREC Holders) driven system where sub-accounts are opened by the Participants. All new Sub-Accounts shall only be opened in CDS based on the complete and correct information obtained from the investor as per the Standardized Account Opening Form (SAOF). The SAOF is part of CDC Regulations and is also placed on CDC’s website www.cdcpakistan.com. Terms & Conditions contained in the SAOF shall govern the opening and maintenance of the Sub-Accounts.

The Participant before opening a sub-account into CDS should obtain duly filled and signed SAOF from their clients / investors along with all necessary documents. Participants to obtain signatures of concerned Sub-Account Holders / Authorized Signatories as acknowledgement on the Posted Registration Detail Report generated from CDS after establishing Sub-Accounts in their names. Participant must ensure that:

1. The sub-account holder is not a minor and fulfils the requirements of the Companies Act, Central Depositories Act, 1997 and Central Depository Company of Pakistan Limited Regulations in respect of a shareholder of a company. However, minor through a guardian can open a sub-account.
2. Sub-Account is not in the name of “Trust. The sub-account title for a trust can only be in the name of the “Trustee”. Example: (Name of Trustee) (Name of Fund / Trustee etc.).
3. A sole proprietorship or a partnership firm cannot open and maintain a sub-account in CDS, however they can open and maintain a sub-account in the name of sole proprietor or partner(s).
4. A Participant who is a registered securities broker shall not open and/or maintain subaccount in the CDS in its own name either under its own Participant ID or with any other Participant”. Non-broker Participants may have sub-accounts with other Participant on a need basis.
5. Participant is not required to enter Account Title and Joint Account Holder(s) name manually at the time opening of new sub account. When the Participant enters UIN in the designated field of CDS for the purpose of account

opening, title will be automatically populated in the designated field as mentioned in the UIN database maintained with NCCPL.

6. Account Title and Joint holder(s) name are not allowed to be amended once inserted in the posted account. However, a new provision has now been introduced in the CDS for existing accounts where the account title in the CDS is required to be matched with account title available in UIN database. For matching the account title of existing sub accounts, Participants no longer have to request CDC for updating rights. Participants will now press the newly added “synchronize” button and the system will update the title (account holder and joint) as per title(s) mentioned in the UIN database. However, Participants shall not use “Synchronize Account Title” button for Trustee, Minor and Manager to offer accounts.
7. At the time of account opening in case where the account title is different from the UIN database (for e.g. Trustee accounts, account of the Minors, Manager to the offer etc. needs to be added in account title, a request letter for by-pass will be required from the Participant, signed by their authorized signatories along with the certified true copies of the relevant supporting documents, enabling them to have the authority to insert the title other than the title mentioned in the UIN database.
8. Any updation in CNIC / Passport no. / NICOP / Registration no. is not allowed. In case of any change due to issuance of a new document, written request to be provided to CDC along with submission of certified true copy of relevant documents. Updation in CDS will be made after necessary changes in NCCPL database.
9. Input of Local mobile number and / or email address is mandatory for opening of SubAccounts in the CDS.
10. Residential status of the account will be linked with the residential status of the Title Holder of the account. Hence, residential status of joint holders can be different. In case where Residential Status is Repatriable, such as, Non-Resident Pakistani (Repatriable) / Foreigner (Repatriable), the Title Holder and all Joint Account Holders must possess the same Residential Status. Further, updation of residential status, as applicable, will be allowed based on written request of the Participant.
11. Zakat status is linked with the Residential Status such that where the user selects the status of Resident Pakistani, Non-Resident Pakistani (Repatriable) or Non-Resident Pakistani (Non-Repatriable), the Zakat status needs to be entered. For all other selections it will be automatically marked as ‘Not Applicable’.
12. Zakat Status of all account holders in an account should be identical.
13. Subsequent to the opening of sub-account, addition / deletion of joint holder(s) is not allowed.
14. In light of section 79 subsection (3) of the Companies Act, 2017, the person to be nominated shall not be a person other than the relatives of the sub-account holder, namely, a spouse, father, mother, brother, sister and son or daughter, including a step or adopted child.
15. In case of Joint Holders, input of nominee detail will not be allowed.
16. Additional Account Title field will be disabled for Updation of account. In case any change is required in Additional Account Title field, written request to be provided to CDC along with the relevant documents.
17. In The Dividend mandate, Account number, Account title, Name of the Bank & Branch and City name should be properly mentioned.
18. Permanent Address field is available in addition to the mailing address field in CDS with the selection of city, province and country (as applicable). While the Residential Status is associated with the city, province and country fields such that the fields will be enabled or disabled as per the selected Residential Status.
19. In case of individual account, Business / Participant address is not allowed in the permanent address field.
20. In case of corporate account, Registered/Head office address should be entered in permanent address field.
21. Mailing address should be correct and complete i.e. (House #, Street #, Sector / Block / phase/ number, nearest land mark, area, city, province & country name). In case the permanent address is same as the mailing address, the Participant will be able to copy the same address. The Residential Status is also associated such that the fields will be enabled or disabled as per the selected Residential Status.
22. Person maintaining sub-accounts, either singly or jointly, must select “INDIVIDUAL” as Shareholder category.

23. Contact person can only be the sub-account holder him / herself (or any of the joint holder(s)). Moreover, a person in whose name the Power of attorney is issued by the account holder(s) can also be the contact person.
24. Participant may add or update details pertaining to Special Convertible Rupee Account (SCRA) of Sub Account Holder in case of resident status selected as "Repatriable".
25. Attorney Details must be recorded in the attorney fields (if applicable).
26. In case of any change in the registration details of the sub-account holders, the respective Participant himself can make necessary changes in the registration details based on their SAOF & internal procedures which must be framed in light of the Central Depository Company of Pakistan Limited Regulations.

12.9.5 Facilities available to Non-Resident Pakistani and Foreign Investors

Companies are permitted under paragraph 6 (with specific reference to sub para (B) (I)) of Chapter 20 of the State Bank of Pakistan's ("SBP") Foreign Exchange Manual (the "Manual") to issue shares on repatriation basis to non-residents who are covered under paragraph 6 (A) of Chapter 20 of the Manual, i.e. (I) A Pakistani national resident outside Pakistan, (II) A person who holds dual nationality including Pakistani nationality, whether living in or outside Pakistan, (III) A foreign national, whether living in or outside Pakistan and (IV) A firm (including a partnership) or trust or mutual fund registered and functioning outside Pakistan, excluding entities owned or controlled by a foreign government, provided the issue price, is paid in foreign exchange through normal banking channel by remittance from abroad or out of foreign currency account maintained by the subscriber/purchaser in Pakistan.

Non-residents who wish to subscribe shares out of the Issue may contact any of the bankers to the Issue for taking instructions regarding payment of subscription money against shares offered to general public. List of bankers to the issue for retail portion is available on page 1 and Section 12.7.1 of this Prospectus.

The shares issued/transferred to non-resident shareholders shall be intimated by the Company to the designated Authorized Dealer, along with the documents prescribed in the Manual within 30 days of issue/transfer.

Non-residents who are covered under paragraph 6 (A) of Chapter 20 of the Manual do not require SBP's approval to invest in the shares being issued in terms of this Prospectus. Furthermore, under paragraph 7 (vii) of Chapter 20 of the Manual the Authorized Dealer shall allow repatriation of dividends, net of applicable taxes and proceeds on sale of listed shares (i.e. divestment proceeds) not exceeding the market value less brokerage/commission on provision of prescribed documents.

Payments made by non-residents shall be supported by proof of receipt of foreign currency through normal banking channels. Such proof shall be submitted along with the application by the non-residents.

12.9.6 Minimum amount of Application and Basis for Allotment of Shares of the Issue

The basis and conditions for allotment of shares out of the Issue shall be as follows:

1. Application for shares must be made for 500 shares or in multiples of 500 shares only. Applications which are neither for 500 shares nor for multiples of 500 shares shall be rejected.
2. The minimum amount of application for subscription of 500 shares is the Issue Price x 500 shares.
3. Application for shares below the minimum amount shall not be entertained.
4. **SUBMISSION OF FALSE AND FICTITIOUS APPLICATIONS IS PROHIBITED AND SUCH APPLICATIONS' MONEY MAY BE FORFEITED UNDER SECTION 87(8) OF THE SECURITIES ACT, 2015.**
5. If the shares offered to the general public are sufficient to accommodate all applications, all applications shall be accommodated.
6. If the shares applied for by the general public are in excess of the shares allocated to them, the distribution shall be made by computer balloting, in the presence of the representative(s) of PSX in the following manner:

- If all applications for 500 shares can be accommodated, then all such applications shall be accommodated first. If all applications for 500 shares cannot be accommodated, then balloting will be conducted among applications for 500 shares only.
 - If all applications for 500 shares have been accommodated and shares are still available for allotment, then all applications for 1,000 shares shall be accommodated. If all applications for 1,000 shares cannot be accommodated, then balloting will be conducted among applications for 1,000 shares only.
 - If all applications for 500 shares and 1,000 shares have been accommodated and shares are still available for allotment, then all applications for 1,500 shares shall be accommodated. If all applications for 1,500 shares cannot be accommodated, then balloting will be conducted among applications for 1,500 shares only.
 - If all applications for 500 shares, 1,000 shares and 1,500 shares have been accommodated and shares are still available for allotment, then all applications for 2,000 shares shall be accommodated. If all applications for 2,000 shares cannot be accommodated, then balloting will be conducted among applications for 2,000 shares only.
 - After the allotment in the above mentioned manner, the balance shares, if any, shall be allotted in the following manner:
 - If the remaining shares are sufficient to accommodate each application for over 2,000 shares, then 2,000 shares shall be allotted to each applicant and remaining shares shall be allotted on pro-rata basis.
 - If the remaining shares are not sufficient to accommodate all the remaining applications for over 2,000 shares, then balloting shall be conducted for allocation of 2,000 shares to each successful applicants.
7. If the Issue is over-subscribed in terms of amount only, then allotment of shares shall be made in the following manner:
- First preference will be given to the applicants who applied for 500 shares;
 - Next preference will be given to the applicants who applied for 1,000 shares;
 - Next preference will be given to the applicants who applied for 1,500 shares;
 - Next preference will be given to the applicants who applied for 2,000 shares; and then
 - After allotment of the above, the balance shares, if any, shall be allotted on pro rata basis to the applicants who applied for more than 2,000 shares.
8. Allotment of shares will be subject to scrutiny of applications for subscription of shares.
9. Applications, which do not meet the above requirements, or application which are incomplete, will be rejected.

12.9.7 Refund/Unblocking of Subscription Money to Unsuccessful Applicants

As per the regulation 6(10) of the PO Regulations, within ten (10) working days of the close of public subscription period the Shares shall be allotted and issued against the accepted and successful applications and the subscription money of the unsuccessful applicants shall be unblocked/ refunded.

As per sub-section (2) of Section 68 of the Companies Act, if refund as required under sub-section (1) of Section 68 of the Companies Act is not made within the time specified hereinabove, the directors of the company shall be jointly and severally liable to repay that money with surcharge at the rate of two percent (2%) for every month or part thereof from the expiration of the fifteenth day and, in addition, shall be liable to a penalty of level 3 on the standard scale as defined in Section 479 of the Companies Act. Provided that the directors of the Company shall not be liable if it proves that the default in making the refund was not on their own account and was not due to any misconduct or negligence on their part.

12.9.8 Issue and Credit of Share Certificates

Within ten (10) working days of the closing of public subscription period, the shares shall be allotted, issued and credited against the accepted and successful applications and the subscription money of the unsuccessful applicants shall be unblocked/refunded, as required under regulation 11(4) of the PO Regulations. **Shares will be issued only in the book-entry form and will be credited into the respective CDS Accounts of the successful applicants. Therefore, the applicants must provide their CDS Account Number in the Shares Subscription Applicant.**

If the Company defaults in complying with the above requirements, it shall pay PSX a penalty of PKR 5,000 per day for every day during which the default continues. PSX may also notify the fact of such default and name of the Company by notice and also by publication in its ready-board quotation of the Stock Exchange.

Name of the Company will also be notified to the TRE Certificate Holders of the PSX and placed on the web site of the PSX.

12.9.9 Transfer of Shares

The shares shall be transferred in accordance with the provisions of Section 74 of the Companies Act read with Section 75 thereof and the Central Depositories Act, 1997 and the CDCPL Regulations.

12.10 INTEREST OF SHAREHOLDERS

None of the holders of the Issued shares of the Company have any special or other interest in the property or profits of the Company other than their capacity as holder of Ordinary shares except from the shareholders who are also the Director of the company. Directors of the Company have interest in receiving remuneration for their role as Directors.

12.11 ELIGIBILITY FOR DIVIDEND

The ordinary shares issued shall rank pari-passu with the existing shares in all matters of the Company, including the right to such bonus or right issues, and dividend as may be declared by the Company subsequent to the date of issue of such shares.

12.12 DEDUCTION OF ZAKAT

Income distribution will be subject to deduction of Zakat at source, pursuant to the provisions of Zakat and Ushr Ordinance, 1980 (XVIII of 1980) as may be applicable from time to time except where the Ordinance does not apply to any shareholder or where such shareholder is otherwise exempt or has claimed exemption from payment / deduction of Zakat in terms of and as provided in that Ordinance.

12.13 CAPITAL GAINS TAX

Capital gains derived from the sale of listed securities are taxable in the following manner under section 37A of Income Tax Ordinance, 2001:

Serial #	Capital Gain Tax for FY 19	Filer	Non-Filer
1	Applicable Capital Gain Tax Rate	15%	30%

12.14 WITHHOLDING TAX ON DIVIDENDS

Dividend distribution to shareholders will be subject to withholding tax under section 150 of the Income Tax Ordinance, 2001 as specified in Part III Division I of the First Schedule of the said ordinance or any time to time amendments therein. In terms of the provision of Section 8 of the said ordinance, said deduction at source, shall be deemed to be full and final liability in respect of such profits in case of persons only. Applicable withholding tax rate on dividend is 15% for filers of income tax returns and 30% for non-filers of income tax returns.

12.15 TAX ON BONUS SHARES

As per section 236M of the Income Tax Ordinance 2001, amended vide Finance Act 2018-19, tax on issue of bonus shares has been omitted and will not be applicable from 1st July 2018 and onwards.

12.16 INCOME TAX

The income of the Company is subject to Income Tax under the Income Tax Ordinance, 2001.

12.17 DEFERRED TAXATION

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable income. Deferred tax is calculated by using the tax rates enacted at the balance sheet date. In this regard, the effect on deferred taxation of the portion of income subjected to Final Tax Regime is adjusted in accordance with the requirements of Accounting Technical Release – 27 of the Institute of Chartered Accountants of Pakistan, if considered material.

Deferred tax liability is recognized for all taxable temporary differences and deferred tax asset is recognized for all deductible temporary differences and carry-forward of unused tax losses and unused tax credits, if any, to the extent that it is probable that future taxable profit will be available against which these can be utilized.

Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

As of June 30th, 2019, Company has reported deferred tax asset of PKR 7,178,349.

12.17.1 Sales Tax

General Sales Tax is applicable as per Sales Tax Act, 1990 on supplies and services. Sales tax is applicable on services as per Punjab Sales Tax on Services Act, 2012 by Punjab Revenue Authority. Sales tax is applicable on services as per Sindh Sales Tax on Services Act, 2011 by Sindh Revenue Board.

12.17.2 Sales Tax on Sale / Purchase of Shares

Under the Constitution of Pakistan and Articles 49 of the 7th NFC Award, the Government of Sindh, Government of Punjab, Government of Khyber Pakhtunkhwa and Government of Baluchistan have promulgated the Sindh Sales Tax on Services Act, 2011, Punjab Sales Tax on Services Act, 2012, Khyber Pakhtunkhwa Sales Tax on services through Khyber Pakhtunkhwa Finance Act, 2013 and the Baluchistan Sales Tax on services Act, 2015 respectively. The Sindh Revenue Board, the Punjab Revenue Authority, the Khyber Pakhtunkhwa Revenue Authority and the Baluchistan Revenue Authority administer and regulate the levy and collection of the Sindh Sales Tax ("SST"), Punjab Sales Tax ("PST"), Khyber Pakhtunkhwa Sales Tax ("KST") and Baluchistan Sales Tax ("BST") respectively on the taxable services provided or rendered in Sindh, Punjab or Khyber Pakhtunkhwa provinces respectively.

The value of taxable services for the purpose of levy of sales tax is the gross commission charged from clients in respect of purchase or sale of shares in a Stock Exchange. The above mentioned Acts levy a sales tax on Brokerage at the rate of 13% in Sindh, 16% in Punjab and in Baluchistan and Khyber Pakhtunkhwa the rate is 15%. Sales tax charged under the aforementioned Acts is withheld at source under statutory requirements.

12.17.3 Capital Value Tax ("CVT") on Purchase of Shares

Pursuant to amendments made in the Finance Act, 1989 through Finance (Amendments) Ordinance, 2012 promulgated on April 24, 2012, 0.01% Capital Value Tax will be applicable on the purchase value of shares.

12.17.4 Tax Credit for Investment in IPO

Under Section 62 of the Income tax Ordinance, 2001, a resident person other than a Company, shall be entitled to a tax credit, as mentioned in the said section, for a tax year in respect of the cost of acquiring in the year, new shares offered to the public by a public company listed on a stock exchange in Pakistan, provided the resident person is the original allottee of the shares or the shares are acquired from the Privatization Commission of Pakistan.

As per section 62(3)(b) of the Income Tax Ordinance, 2001, the time limit for holding shares has been designated as 24 months to avail tax credit.

12.17.5 Tax Credit for Enlistment

Upon enlistment under Section 65C of the Income Tax Ordinance, 2001, tax credit at 20% of the tax payable shall be allowed for the tax year in which a Company is listed on PSX and also extended for the following three tax years of enlistment through Finance Bill 2017. Provided that the tax credit for the last two years shall be 10% of the tax payable.

13 SIGNATORIES TO THE PROSPECTUS

-sd-

Jameel Yusuf
 Non-Executive Director

-sd-

Sabiha Sultan
 Executive Director

-sd-

Sarwar Ali Khan
 Executive Director

-sd-

Muhammad Tahir Chaudhary
 Non-Executive Director

-sd-

Adnan Shahid
 Non-Executive Director

-sd-

Mohammad Riaz
 Non-Executive Director

-sd-

Ahmed Zuberi
 Independent Director

-sd-

Salim Chinoy
 Independent Director

Signed by the above in presence of witness:

Witness:

-sd-

 [.]
 [.]
 TPL Trakker Limited

Date:[.],

14 MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT, 2017 (XIX of 2017)

(Public Company Limited by Shares)

MEMORANDUM OF ASSOCIATION

OF

TPL TRAKKER LIMITED







- I. The name of the Company is “**TPL Trakker Limited**”
- II. The Registered Office of the Company will be situated in the Province of the Sindh.
- III. The objects for which the Company is established are all or any of the following:
 1. To carry on all or any of the business of manufacturing, assembling and providing vehicle tracking and fleet management systems as well as to sell, purchase or rent alarm systems for commercial and residential use.
 2. To carry on the business of providing information technology and related services and facilities including but not restricted to information technology related consultancy services, information technology related education services, structuring and restructuring of business processes, publishing of information technology literature, information technology support services, internet services, electronic mailing, web development and networking, business of software development, implementation, maintenance, migration, hosting and support services to be provided locally and internationally, to commence, acquire and carry on the business of information technology consulting, hardware and software general merchants, importers, exporters, commission agents and distributors.
 3. To design, modify, develop, rent, repair, install, alter, maintain, manufacture, buy, sell, own, supply, devise, import, export, assemble and otherwise generally deal in computer software and related services and businesses including but not restricted to software implementation, software training, data administration, systems analysis, systems development and preparation of computer programs and to engage in the activities and operations ancillary thereto.
 4. To carry on the business of all sorts of engineering goods and machinery and equipment whether locally manufactured or not and to carry on trading, fabrication, manufacturing, import, export, indenting and to act as contractors, agents, dealers of all sorts of engineering goods, automobile accessories and parts of all sort of vehicles and machinery and equipments as ancillary to the said business and which may seem to the Company capable of being carried on in connection with the said business and to establish and maintain workshops and testing laboratories.
 5. Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Real Estate Investment Trust management company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, *Modaraba* management company, Stock Brokerage business, forex, real estate business, managing agency, business of providing the services of security guards or any

other business restricted under any law for the time being in force or as may be specified by the Commission.

6. It is hereby undertaken that the company shall not:
- (a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation;
 - (b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;
 - (c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.
7. The authorised capital of the Company is PKR 1,150,000,000/- (Rupees One Billion One Hundred Fifty Million only) divided into 115,000,000 (One Hundred Fifteen Thousand) ordinary shares of PKR 10/- (Pak Rupees Ten) each with powers to the Company, to increase or reduce, consolidate, sub-divide or otherwise reorganize the share capital of the Company in accordance with the provisions of the Companies Act, 2017 and subject to any permission required under the law.



We the several persons, whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:-


Name and surname	CNIC No /NICOP No.	Father's/ Husband's Name in full	Nationality	Occupation	Residential Address	Number of shares taken by each subscriber	Signatures
TPL Trakker Limited acting through its authorized representative Muhammad Ali Jameel holding CNIC no. 42301-2108221-5	-	-	Pakistani	-	12th Floor, Centrepont, Off Shaheed-e-Millat Expressway, Adjacent KPT Interchange, Karachi	5 (Five) Ordinary shares of PKR 10/- (Pak Rupees Ten) each	
Muhammad Ali Jameel	42301-2108221-5	Jameel Yousuf Ahmed	Pakistani	Businessman	House No. 79, Street No. 3, Off Khayaban – e-Seher, Phase 6, Karachi	1 (one) Ordinary Share of PKR 10/- (Pak Rupees Ten) each	
Jameel Yusuf Ahmed	42201-0519615-9	Yusuf Ahmed	Pakistani	Businessman	House No. 37-L-1, Block-6, PECHS, Karachi	1 (one) Ordinary Share of PKR 10/- (Pak Rupees Ten) each	
Nadeem Arshad Elahi	42301-5825779-3	Arshad tanveer	Pakistani	Businessman	House No. 37/1. M Street, DHA, Phase IV, Karachi	1 (one) Ordinary Share of PKR 10/- (Pak Rupees Ten) each	
Saad Nissar	42201-9687803-1	Nissar Yousuf	Pakistani	Businessman	Flat No. 7, Dilkashan Apartment, KDA Scheme 1, Karsaz, Block C, Karachi	1 (one) Ordinary Share of PKR 10/- (Pak Rupees Ten) each	
Yousuf Ali	42101-1614869-9	Zohaib Ali	Pakistani	Businessman	House No. A-306, Burhani Bagh, Block – E, North Nazimabad,	1 (one) Ordinary Share of PKR 10/- (Pak Rupees	

					Karachi	Ten) each	
					Total Number of Shares to be taken	10 (Ten ordinary Shares of PKR 10/- (Pak Rupees Ten) each)	

Dated: The 20th day of December, 2017.

Witness to the above signatures:

Witness to above signatures: (For the documents submitted in physical form)

Signature	
Full Name (in Block Letters)	SAQIB NAIM
Father's/ Husband's name	MUHAMMAD NAIM AKHTER
Nationality	Pakistani
Occupation	Private Job
NIC No.	42101-9799202-9
Usual residential address	Flat No. 6, Phase II, Nadeem Fine Apartment, Sector 14-B, Shadman Town, North Karachi

Certified to be True Copy

 Joint Registrar of Companies



