

December 08, 2023

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

Dear Sir

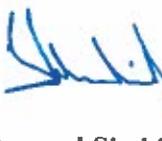
Certified Copy of Resolutions Unanimously Adopted at the Extraordinary General Meeting of ZIL Limited held at 09:00 a.m. on Friday, December 08, 2023 at The Royal Rodale, Plot No Tc-V, 34th Street, Khayaban-e-Sehar, Phase -V, D.H.A, Karachi, Pakistan.

We are pleased to attach a certified copy of resolutions adopted by the shareholders of ZIL Limited (the Company) at the Extraordinary General Meeting of the Company held at 09:00 a.m. on Friday, December 08, 2023 at The Royal Rodale, Plot No Tc-V, 34th Street, Khayaban-e-Sehar, Phase -V, D.H.A, Karachi, Pakistan.

The above is submitted for information as per the Regulation 5.6.9 (b) of the PSX Rule Book of Pakistan Stock Exchange Limited.

Thanking you,

Yours faithfully,



Muhammad Shahid
Company Secretary

Encl: As stated above

CC: Securities Exchange Commission of Pakistan; NIC Building, Jinnah Avenue, Blue Area,
Islamabad, Pakistan

RESOLUTIONS UNANIMOUSLY ADOPTED BY THE SHAREHOLDERS OF ZIL LIMITED AT THE EXTRAORDINARY GENERAL MEETING HELD AT 09:00 A.M ON FRIDAY, DECEMBER 08, 2023 AT THE ROYAL RODALE, PLOT NO TC-V, 34TH STREET, KHAYABAN-E-SEHAR, PHASE -V, DEFENCE HOUSING AUTHORITY, KARACHI, PAKISTAN

ORDINARY BUSINESS:

1. To confirm the minutes of the last Annual General Meeting held on March 30, 2023.

SPECIAL BUSINESS:

2. To consider and, if thought fit, approve the circulation the Company's annual audited financial statements through QR enabled code and weblink, as part of notice of Annual General Meeting by passing, with or without any modifications, additions or deletions, the following resolution as special resolution:

SPECIAL RESOLUTION-1

RESOLVED THAT the consent and approval of the members of ZIL Limited ("Company") be and is hereby accorded and the Company be and is hereby authorized to circulate its annual audited financial statements to the members through QR enabled code and weblink as part of the notice of Annual General meeting.

FURTHER RESOLVED THAT the Company be and is hereby authorized to discontinue the circulation annual audited financial statements through CD / DVDS /USB as allowed by SECP vide its S.R.O. 389(1)/2023 dated March 21, 2023.

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution.

3. To consider and approve the disposal of the Company's Hyderabad factory with freehold land, building on freehold land, along with plant, machinery & equipment, capital spares, furniture & fixtures, general stores & tools and other related assets, located at Link Hali Road, Hyderabad-71000, hereinafter referred to as the "Asset Sale", by passing following resolutions as ordinary resolutions with or without any modification, addition or deletion in terms of section 183(3)(a) of the Companies Act, 2017 ("Act"):

ORDINARY RESOLUTIONS-2

"RESOLVED THAT the consent of shareholders be and is hereby accorded to the disposal and sale of Hyderabad factory with freehold land, admeasuring 3 Acre 26 Ghuntas, building



on freehold land, along with plant, machinery & equipment, capital spares, furniture & fixtures, general stores & tools and other related assets, located at Link Hali Road, Hyderabad ("Assets Sale")."

"RESOLVED FURTHER THAT, as part and parcel of the foregoing consent, Board of Directors be and are hereby authorized and empowered for "Assets Sale". The Board may delegate its powers to the Chairman and / or Chief Executive Officer ["CEO"] or including with or without any Director of the Company or any other person on such terms and conditions they deem fit, to act on behalf of the Company in doing and performing all acts, matters, things and deeds to implement and / or give effect to the "Assets Sale" and the transactions contemplated by it, which shall include, but not be limited to: -

- a) conducting negotiations, obtaining quotations etc., with interested parties in such manner and on such terms and conditions as are in the best interest of the Company and its shareholders and which secure the best available market price for the "Assets Sale";
- b) selling the "Assets Sale" to any individual, firm(s) / partnership, bank(s) or private / public limited companies or organization(s) or to any other person and, for that purpose, negotiating with financial institution(s) for vacating lien/charges against assets, if any, entering into an agreement to sell, sale deed or any other agreement with the buyer(s) or any other person, receiving the sale consideration, executing, preparing and signing any sale deed, conveyance deed and / or transfer documents in favor of the buyer(s) or another person to effect the "Assets Sale" in favor of the buyer(s) or any other person by representing the same before all parties & authorities concerned and admitting execution thereof;
- c) representing before the Sub-Registrar or any other competent authority and getting any sale deed or other document(s) registered and collecting consideration amount in respect of the "Assets Sale", and
- d) generally performing and executing in respect of the "Assets Sale" all lawful deeds, agreements, acts and things as they may think fit and proper in order to implement and complete the "Assets Sale" transactions."

"RESOLVED FURTHER THAT, Chairman and / or CEO, and / or any Director, Chief Financial Officer and Company Secretary, or such other person(s) as may be authorized by any of them (the "Authorized Persons"), be and are hereby, jointly or severally, authorized and empowered to take all necessary steps, make the requisite decisions from time to time, do all such acts, deeds and things, obtain necessary approvals, and to execute and deliver all such deeds, agreements, declarations, undertakings and guarantees, including any ancillary document thereto or provide any such documentation for and on behalf and in the name of the Company as may be necessary or required or as they or any of them may think fit for or in connection with or incidental for the purposes of carrying out the proposed resolutions."

"RESOLVED FURTHER THAT, the Company be and is hereby authorized to take all actions incidental or ancillary thereto with regard to the "Assets sale"."

"RESOLVED FURTHER THAT, the Board be and is hereby empowered to agree upon



modification in these resolutions that may be directed / required by Company Registration Office [“CRO”], Securities and Exchange Commission of Pakistan [“SECP”], Pakistan Stock Exchange [“PSX”] or any other competent authority / regulator without the need for any other further approval of the shareholders.”

“RESOLVED FURTHER THAT, all actions heretofore taken by Board, Chairman and / or CEO and / or any Director or Authorized Person(s) on behalf of the Company in respect of the above matters are hereby confirmed, ratified, and adopted by the Company in full.”

“ALSO RESOLVED THAT, Chairman and / or, Chief Executive Officer, and / or Chief Financial Officer and / or the Company Secretary of the Company be and are hereby severally authorized to sign and submit required statutory returns, announcements, e-filings with the Registrar of Companies, CRO, SECP, PSX and / or any other authority / regulator and to do all such acts, deeds and things as may be necessary to do in this regard.”

“ALSO RESOLVED THAT, certified copies of resolutions as present form or modified by Chairman/CEO/Company Secretary be communicated to the concerned authorities and shall remain in force until notice in writing to the contrary be given.”

Certified True Copy



Muhammad Shahid
Company Secretary

**ZIL LIMITED****Result Sheet for Resolution at the Extraordinary General Meeting to be held on Friday, December 08, 2023 at 09:00 a.m at the The Royal Rodale, Plot No.TC-V, 34th Street, Khayaban-e-Sehar, Phase - V, Defence Housing Authority, Karachi.**

Date of the AGM/EOGM	08 Dec. 2023
Date of poll	08 Dec. 2023
Dates for casting e-voting	05 Dec. 2023 To 07 Dec. 2023
Last date of receiving postal ballot	07 Dec. 2023

Resolution

Agenda Item No. 1	RESOLVED THAT the consent and approval of the members of ZIL Limited ("Company") be and is hereby accorded and the Company be and is hereby authorized to circulate its annual audited financial statements to the members through QR enabled code and weblink as part of the notice of Annual General meeting.
	FURTHER RESOLVED THAT the Company be and is hereby authorized to discontinue the circulation annual audited financial statements through CD / DVDS /USB.
	FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution.
Agenda Item No. 2	"RESOLVED THAT the consent of shareholders be and is hereby accorded to the disposal and sale of Hyderabad factory with freehold land, admeasuring 3 Acre 26 Ghuntas, building on freehold land, along with plant, machinery & equipment, capital spares, furniture & fixtures, general stores & tools and other related assets, located at Link Hall Road, Hyderabad ("Assets Sale")."
	"RESOLVED FURTHER THAT, as part and parcel of the foregoing consent, Board of Directors be and are hereby authorized and empowered for "Assets Sale" The Board may delegate its powers to the Chairman and / or Chief Executive Officer ("CEO") or including with or without any Director of the Company or any other person on such terms and conditions they deem fit, to act on behalf of the Company in doing and performing all acts, matters, things and deeds to implement and / or give effect to the "Assets Sale" and the transactions contemplated by it, which shall include, but not be limited to: -
	a) conducting negotiations, obtaining quotations etc., with interested parties in such manner and on such terms and conditions as are in the best interest of the Company and its shareholders and which secure the best available market price for the "Assets Sale";
	b) selling the "Assets Sale" to any individual, firm(s) / partnership, bank(s) or private / public limited companies or organization(s) or to any other person and, for that purpose, negotiating with financial institution(s) for vacating lien/charges against assets, if any, entering into an agreement to sell, sale deed or any other agreement with the buyer(s) or any other person, receiving the sale consideration, executing, preparing and signing any sale deed, conveyance deed and / or transfer documents in favor of the buyer(s) or another person to effect the "Assets Sale" in favor of the buyer(s) or any other person by representing the same before all parties & authorities concerned and admitting execution thereof;
	c) representing before the Sub-Registrar or any other competent authority and getting any sale deed or other document(s) registered and collecting consideration amount in respect of the "Assets Sale", and
	d) generally performing and executing in respect of the "Assets Sale" all lawful deeds, agreements, acts and things as they may think fit and proper in order to implement and complete the "Assets Sale" transactions."
	"RESOLVED FURTHER THAT, Chairman and / or CEO, and / or any Director, Chief Financial Officer and Company Secretary, or such other person(s) as may be authorized by any of them (the "Authorized Persons"), be and are hereby, jointly or severally, authorized and empowered to take all necessary steps, make the requisite decisions from time to time, do all such acts, deeds and things, obtain necessary approvals, and to execute and deliver all such deeds, agreements, declarations, undertakings and guarantees, including any ancillary document thereto or provide any such documentation for and on behalf and in the name of the Company as may be necessary or required or as they or any of them may think fit for or in connection with or incidental for the purposes of carrying out the proposed resolutions."
	"RESOLVED FURTHER THAT, the Company be and is hereby authorized to take all actions incidental or ancillary thereto with regard to the "Asset's sale"."
	"RESOLVED FURTHER THAT, the Board be and is hereby empowered to agree upon modification in these resolutions that may be directed / required by Company Registration Office ("CRO"), Securities and Exchange Commission of Pakistan ("SECP"), Pakistan Stock Exchange ("PSX") or any other competent authority / regulator without the need for any other further approval of the shareholders."
	"RESOLVED FURTHER THAT, all actions heretofore taken by Board, Chairman and / or CEO and / or any Director or Authorized Person(s) on behalf of the Company in respect of the above matters are hereby confirmed, ratified, and adopted by the Company in full."
"ALSO RESOLVED THAT, Chairman and / or, Chief Executive Officer, and / or Chief Financial Officer and / or the Company Secretary of the Company be and are hereby severally authorized to sign and submit required statutory returns, announcements, e-filings with the Registrar of Companies, CRO, SECP, PSX and / or any other authority / regulator and to do all such acts, deeds and things as may be necessary to do in this regard."	
"ALSO RESOLVED THAT, certified copies of resolutions as present form or modified by Chairman/CEO/Company Secretary be communicated to the concerned authorities and shall remain in force until notice in writing to the contrary be given."	

Vote cast through e-voting

S. No.	Agenda Name	Votes In Favour	Votes In Against	Remarks
1	Agenda Item No. 1	5194516	0	
2	Agenda Item No. 2	5194516	0	

Vote cast through ballot paper

S. No.	Agenda Name	Votes In Favour	Votes In Against	Remarks
1	Agenda Item No. 1	0	0	
2	Agenda Item No. 2	0	0	

Vote cast in person or through proxy

S. No.	Agenda Name	Votes In Favour	Votes In Against	Remarks
1	Agenda Item No. 1	615196	0	
2	Agenda Item No. 2	615196	0	

Consolidated Result

S. No.	Agenda Name	Total No. of Shares / Voters Held	Total Number of Votes Casted	Total Number of Invalid Votes	Votes In Favour	Votes In Against	Percentage of Votes Casted In Favour	Resolution Passed / Not Passed	Remarks
1	Agenda Item No. 1	6122600	5809712		5809712	0	100.000	Passed	
2	Agenda Item No. 2	6122600	5809712		5809712	0	100.000	Passed	

SIGNATURE OF CHAIRMAN

PLACE: Karachi

DATE: 08-12-2023

**ZIL LIMITED**

**Tabulation Sheet for Resolution at the Extraordinary General Meeting to be held on Friday, December 08, 2023
at 09:00 a.m at The Royal Rodale, Plot No.TC-V, 34th Street,
Khayaban-e-Sehar, Phase - V, Defence Housing Authority, Karachi.**

Date of the AGM/EOGM	08 Dec, 2023
Date of poll	08 Dec, 2023
Dates for casting e-voting	05 Dec, 2023 To 07 Dec, 2023
Last date of receiving postal ballot	07 Dec, 2023

Resolution**Vote cast through E-voting**

Folio No.	Name	Shares Held	Agenda Item No. 1		Agenda Item No. 2	
			In Favor	Against	In Favor	Against
3277126923	NEW FUTURE CONSUMER INTERNATIONAL GENERAL TRADING L.L.C	5194514	5194514	0	5194514	0
6684291750	SHAHZAD MALIK BASHIR	2	2	0	2	0
Total		5194516	5194516	0	5194516	0

Vote cast through postal ballot paper

Folio No.	Name	Shares Held	Agenda Item No. 1		Agenda Item No. 2	
			In Favor	Against	In Favor	Against
Total		0	0	0	0	0

Vote cast through In-person/Proxy

Folio No.	Name	Shares Held	Agenda Item No. 1		Agenda Item No. 2	
			In Favor	Against	In Favor	Against
867	MR. MUHAMMAD TOUFIQUE	4	4	0	4	0
7269	MR. ZUBAIR AHMED	11	This Vote is not in Poll			
7270	MRS. NASREEN TOUFIQUE	11	11	0	11	0
7271	MR. AJAZ UR REHMAN	11	11	0	11	0
7274	MR. MUHAMMAD TAQI	10	10	0	10	0
7277	MRS. SAMINA ANIS	11	11	0	11	0
7278	MRS. SYEDA SHAISTA ARSHAD	11	11	0	11	0
7279	MR. MUHAMMAD WASEEM	11	This Vote is not in Poll			
7281	MR. MUHAMMAD FAHEEM	11	This Vote is not in Poll			
7282	KANWAR VIQAR AHMED	11	11	0	11	0
7291	MRS. FERIEL ALI MEHDI	710	710	0	710	0
7305	SYED WAQARUDDIN	11	This Vote is not in Poll			
7306	NAZIM BADAR	11	This Vote is not in Poll			
7307	MUHAMMAD ANIS	11	11	0	11	0
7344	MUBASHIR HASAN ANSARI	500	500	0	500	0
7369	MR. AHSAN RASHID	500	500	0	500	0
7382	MUHAMMAD SALMAN HUSAIN CHAWALA	500	500	0	500	0
307020549	RAHILA KHANUM	3	3	0	3	0
307074322	MUHAMMAD SHOAB	3	This Vote is not in Poll			
1651023052	SAAD AMANULLAH KHAN	500	500	0	500	0
3277007533	MUHAMMAD ASLAM ANSARI	6	6	0	6	0
3277028341	FERIEL ALI MEHDI	612366	612366	0	612366	0
3277041419	MOHAMMAD SHAHID	1	1	0	1	0
3277064359	MANSHA IQBAL	1	1	0	1	0
3277080817	MUHAMMAD JAVAID IQBAL	2	2	0	2	0
3277119087	JIBRAN SARFARAZ	1	This Vote is not in Poll			
4010025333	MOHAMMED JAVAID IQBAL	1	1	0	1	0
4085141208	MUHAMMAD ALI AGARYA	1	1	0	1	0
4366001788	MOHAMMAD ALI	1	1	0	1	0
4457059967	MUHAMMAD ALI	1	1	0	1	0
4457065253	ERUM BANO	1	1	0	1	0
4952010621	MUHAMMED HANIF	5	5	0	5	0
5264075643	ABDUL MATEEN	1	1	0	1	0
6122066134	AHMER MAHMOOD	1	1	0	1	0
6445018582	MUHAMMAD ALI	1	1	0	1	0
6684002983	SAEED AHMED BAIG	1	This Vote is not in Poll			
6684099211	ASHFAQ AHMED	10	10	0	10	0
6684103484	AQEEL AHMED	1	1	0	1	0
6684144462	REHAN AHMED	2	This Vote is not in Poll			
10231010745	MOHAMMAD HANIF 1513	1	This Vote is not in Poll			
10231014705	AMBER GHORI	1	1	0	1	0
10231016338	AMBER GHORI	1	1	0	1	0
10629204076	MARIA	1	1	0	1	0
Total		615259	615196	0	615196	0