



December 12, 2024

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

Dear Sir,

Certified Copy of Resolutions Adopted at the Extraordinary General Meeting of ZIL Limited held on Thursday, December 12, 2024 at 10:00 am at Pakistan Society For Training and Development, Plot # TC-3, Khayaban-e-Seher, 34th Street, Phase V DHA, 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 on Thursday, December 12, 2024 at 10:00 am at Pakistan Society For Training and Development, Plot # TC-3, Khayaban-e-Seher, 34th Street, Phase V DHA, 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:

The Director
Company Law Division
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue Blue Area, Islamabad

The Director
Enforcement Department
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue Blue Area, Islamabad

RESOLUTIONS ADOPTED BY THE SHAREHOLDERS OF ZIL LIMITED AT THE EXTRAORDINARY GENERAL MEETING HELD ON THURSDAY, DECEMBER 12, 2024 AT 10:00 AM AT PAKISTAN SOCIETY FOR TRAINING AND DEVELOPMENT, PLOT # TC-3, KHAYABAN-E-SEHER, 34TH STREET, PHASE-V DHA, KARACHI, PAKISTAN

ORDINARY BUSINESS:

1. Confirmation of the minutes of the last Annual General Meeting held on April 24, 2024.

“RESOLVED THAT the minutes of the Annual General Meeting held on April 24, 2024 be and are hereby confirmed”.

SPECIAL BUSINESS:

2. 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

“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 Thursday, December 12, 2024

at 10:00 a.m at the Pakistan Society for Training and Development.

Plot # TC-3, Khayaban-e-Seher, 34th Street, Phase V, DHA, Karachi.

Date of the AGM/EOGM	12 Dec. 2024
Date of poll	12 Dec. 2024
Dates for casting e-voting	09 Dec. 2024 To 11 Dec. 2024
Last date of receiving postal ballot	11 Dec. 2024

Resolution

Agenda Item No.2	<p>"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."</p>
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Vote cast through e-voting

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

Vote cast through Postal Ballot

S. No.	Agenda Name	Votes In Favour	Votes In Against	Remarks
1	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.2	5808768	5	

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.2	5808776	5808775	1	5808770	5	99.9999	Passed	

CHAIRMAN

SCRUTINIZER

SHARE REGISTRAR