

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

PUCARS/Courier
ZAL/PSX/AGM 100604-2025
October, 06, 2025

NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

This is to announce that Zarea Limited (the 'Company') intends to hold its Annual general Meeting for the year ended June 30,2025 to be held on Monday , October 27,2025 at Varioline, Le Grand Hall, Garrison Golf and Country Club, Lahore Cantt at 09:00 AM. The Notice of Meeting is attached for information

The Share Transfer Books of the Company will remain closed from October 21, 2025 to October 27, 2025(Both days inclusive).

Please note that the transfer received at M/s THK Associates (Pvt.)Ltd., Plot No. 32-C, Jami Commercial Street 2, D.H.A. Phase VII, Karachi by the closed of business on October 20, 2025, will be considered in time for attending the Annual General Meeting and Entitlement.

Further in pursuance of Clause 5.6.9(b) of the Listing Regulation of Pakistan Stock Exchange. Please find attached herewith also a copy of the Notice publish to publication in the newspapers both in Urdu and English languages (Daily Ausaf & Business Recorder on Oct 07, 2025).

Yours faithfully,

For Zarea Limited



Company Secretary



Encl: As above

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 5th Annual General Meeting (AGM) of the Shareholders of Zarea Limited (the "Company") will be held at Varioline, Le Grand Hall, Garrison Golf and Country Club, Lahore Cantt, Lahore on Monday, 27 October 2025 at 09:00 a.m., to transact the following business:

ORDINARY BUSINESS:

- To confirm the minutes of the Extra Ordinary General Meeting held on 18-01-2025.
- To receive, consider and adopt the audited Separate and Consolidate financial statements of the Company for the year ended June 30, 2025, together with Directors', Auditors' Report and Chairman's Review thereon.
- To approve, as recommended by the Board of Directors, the payment of final Dividend @ Re. 1/- per share (100%) for the financial year ended June 30, 2025.
- To appoint auditors and to fix their remuneration for the year ending 30 June 2026.

SPECIAL BUSINESS:

Circulation of Annual Report through QR enabled code and weblink

- To consider and, if deemed fit, pass, with or without modification(s), addition(s) or deletion(s), the following resolution, as special resolutions, to enable and authorize the Company to circulate the Annual Report (including the audited financial statements, auditor's report, Directors' report, Chairman's review report) to the members of the Company through QR enabled code and weblink, in accordance with Section 223(6) of the Companies Act, 2017 read with S.R.O. 389(I)/2023 dated March 21, 2023.

"RESOLVED THAT Zarea Limited (the "Company") be and is hereby authorized to circulate its annual report, including the annual audited financial statements, auditor's report, Directors' report, Chairman's review report and other reports contained therein, to the members of the Company through QR enabled code and weblink, in allowed by Securities and Exchange Commission of Pakistan vide its S.R.O. 389(I)/2023 dated March 21, 2023, and that the practice of circulation of the annual report through CD / USB be discontinued."

(Attached to this Notice is a Statement of Material Facts covering the above-mentioned Special Business, as required under Section 134 (3) of the Companies Act, 2017).

ANY OTHER BUSINESS:

- To transact any other business with the permission of the Chair.

By order of the Board



Company Secretary

Lahore

Dated: October 06, 2025

Notes:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from October 21, 2025 to October 27, 2025 (both days inclusive). Transfers received in order at the office of Share Registrar M/s THK Associates (Pvt.) Ltd., Plot No. 32-C, Jami Commercial Street 2, D.H.A. Phase VII, Karachi by the closed of business on October 20, 2025, will be considered in time for attending the Annual General Meeting and Entitlement. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote on his/her behalf. The instrument appointing proxy must be received at Company's Head Office Delta 6, Office No.6011, NASTP, Abid Majeed Road, Lahore Cantt. Lahore duly stamped and signed not later than 48 hours before the meeting. Proxy Form may also be downloaded from the Company's website: ZAREA.PK

CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting:

- In case of individuals, the account holders or sub account holders and / or the person whose securities are in group account and their registration detail are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- In case of corporate entity, the Board of Director's resolution / power of attorney with the specimen signature of the nominee shall be produced (unless it has been provided earlier at the time of the meeting).

B. For Appointing Proxies:

- In case of individuals, the holder or sub account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC Numbers shall be mentioned on the form.
- Attested copies of CNIC or Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his / her original CNIC or original Passport at the time of the meeting.
- In case of corporate entity, the Board of Director's resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

2. Video Conference Facility

Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city other than Lahore, and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video -link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given herein above at least 7 days prior to the date of the meeting. The Company will intimate members regarding venue of video conference facility at least 5 days before the date of Annual General Meeting along with complete information necessary to enable them to access such facility.

I / we _____ of _____ being member of Zarea Limited, holder of _____ Ordinary shares as per Register Folio#/CDC Account # / participant ID # hereby opt for Video Conference facility at _____.

3. E-voting and Postal Ballot

The members of the Company are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange commission of Pakistan ("SECP"), Wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of the Company will be allowed to exercise their right to vote through electronic voting facility and voting by post for the special business in its Annual General Meeting Schedule on October 27, 2025 at 09:00 hours, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations,

For the convenience of the members, ballot paper is annexed to this notice and the same is also available on the Company's website.

Procedure for E-Voting:

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of 20-10-2025.
- The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of e-voting service provider.
- Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- E-voting lines will start from 23-10-2025, 09:00 hours and shall close on 26-10-2025 at 05:00 hours. Member can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper along with copy of CNIC should reach the Chairman of the meeting through post on the Company's registered address, at Head Office Delta 6, office No.6011, NASTP, Abid Majeed Road Lahore Cantt one day before the Annual General Meeting on October 27, 2025 during working hours. The signature on the ballot paper shall match with the signature on CNIC.

4. A. Payment of Cash Dividend Electronically (E-mandate)

In accordance with the provisions of Section 242 of the Companies Act, 2017 and Companies (Distribution of Dividend) Regulations, 2017, it is mandatory that dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder. All shareholders are requested to provide details of their bank mandate specifying: (i) title of account, (ii) IBAN number (iii) bank name and (iv) branch name, code & address; to Company's Share Registrar. Shareholders who hold shares with Participants/Central Depository Company of Pakistan (CDC) are advised to provide the mandate to the concerned Broker/CDC. In absence of the complete bank details, including IBAN mentioned above the Company shall withhold the Dividend under the provision of Section 243 of the Companies Act, 2017. The "Electronic Dividend Mandate Form" in English and Urdu is available on the Company's website: (www.Zarea.pk).

B. Withholding Tax on Dividend

Currently, the deduction of withholding tax on the amount of dividend paid by the companies under Section 150 read with division I of Part III of the First Schedule of the Income Tax Ordinance, 2001, are as under:

- For Persons appearing in Active Taxpayer List (ATL): 15%
- For Persons appearing in Active Taxpayer List (ATL): 30%

Shareholders who have filed their return are advised to make sure that their names are entered into latest Active Taxpayers List (ATL) provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as persons not appearing in ATL and tax on their cash dividend will be deducted accordingly.

C. Withholding Tax on Dividend in Case of Joint Account Holders

In order to enable the Company to follow the directives of the regulators to determine shareholding ratio of the Joint Account Holder(s) (where shareholding has not been determined by the Principal shareholder) for deduction of withholding tax on dividend of the Company, shareholders are requested to please furnish the shareholding ratio details of themselves as Principal shareholder and their Joint Holders, to the Company's Share Registrar, enabling the Company to compute withholding tax of each shareholder accordingly. The required information must reach the Company's Share Registrar by October 20, 2025, otherwise each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

D. Deduction of Zakat

Pursuant to the requirements of the Zakat and Ushr Ordinance, 1980, Zakat will be deducted at source from the dividend amount at the rate of 2.5% of the face value of shares as on the first day of Ramadan (subject to the sighting of the moon), only from the dividend payable to shareholders who are Muslim and have not submitted a Zakat Declaration Form (CZ-50) with the Company or their respective Central Depository Company (CDC) Participant/Investor Account Services.

In case no CZ-50 Form has been submitted, it will be presumed that the shareholder is liable to pay zakat and zakat will accordingly be deducted.

To claim exemption, shareholders are requested to ensure that their Zakat Declaration (CZ-50 Form) is duly submitted before the first day of Ramadan:

Physical shareholders must send the duly attested CZ-50 Form to the Company's Share Registrar.

CDC account holders must submit the form directly to their respective CDC Participant / CDC IAS account provider.

For further assistance, shareholders may contact the Share Registrar of the Company.

5. Change of Address

Members are requested to notify any change in their addresses immediately. Shareholders are requested to provide above mentioned information/documents to the respective Central Depository System (CDS) participants.

- The Annual Report is being transmitted to shareholders through Emails instead of sending these in Book form / hard copy.
- In pursuance of directive issued by the Securities & Exchange Commission of Pakistan, no gifts will be distributed at the meeting.
- The Annual Report for the Financial Year ended June 30, 2025 has been placed on Company's website at "<http://www.Zarea.pk>". However, if any shareholder desire to get the hard copy of Annual Audited Financial Statements, the same shall be provided free of cost within seven working days of receipt of such request.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

Agenda No.4 of Notice of AGM

In view of technological advancements, and taking into account that old technology is becoming obsolete, the Securities and Exchange Commission of Pakistan, vide its SRO.389(1)/2023 dated March 21, 2023 has allowed listed companies to circulate the annual report, including the annual audited financial statements, auditor's report, Directors' report, Chairman's review report and other reports contained therein, to their members through QR enabled code and web-link (instead of CD/DVD/USB), subject to approval of the shareholders in the general meeting. To comply with the requirement of said SRO shareholder's approval is being sought.

ZAREA LIMITED

Ballot paper for voting through post for Special Business at the Annual General Meeting to be held on (Monday) October 27, 2025 at 9:00 hours at Varioline, Le Grand Hall, Garrison Golf and Country Club, Lahore Cantt, Lahore	
Designated email address of the Chairman at which the duly filled in ballot paper may be sent: cosecretary@Zarea.pk	
Name of shareholder/joint shareholders	
Registered Address	
Folio No./CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC, NICOP/Passport No. (in case of foreigner)(copy to be attached)	
<u>Additional Information and enclosures</u> (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (in case of foreigner)of Authorized Signatory (copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (V) mark in the appropriate box below (delete as appropriate);

“Special Resolutions”
<p>AGM Agenda Item No: 5</p> <p>5. To consider and, if deemed fit, pass, with or without modification(s), addition(s) or deletion(s), the following resolution, as special resolutions, to enable and authorize the Company to circulate the Annual Report (including the audited financial statements, auditor's report, Directors' report, Chairman's review report) to the members of the Company through QR enabled code and weblink, in accordance with Section 223(6) of the Companies Act, 2017 read with S.R.O. 389(I)/2023 dated March 21, 2023.</p> <p>“RESOLVED THAT Zarea Limited (the "Company") be and is hereby authorized to circulate its annual report, including the annual audited financial statements, auditor's report, Directors' report, Chairman's review report and other reports contained therein, to the members of the Company through QR enabled code and weblink, in allowed by Securities and Exchange Commission of Pakistan vide its S.R.O. 389(I)/2023 dated March 21, 2023, and that the practice of circulation of the annual report through CD / USB be discontinued.”</p>

Sr. No.	Nature and Description of resolutions “Special Resolutions”	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	As per AGM Agenda item No.5 (as given above)		

Signature of shareholder/Proxy holder/Authorized Signatory
(in case of corporate entity, please affix company stamp)
Place: _____ Date _____

NOTES:

1. Dully filled postal ballot should be sent to **chairman of Zarea Limited at Registered Office Delta 6 Office No.6011, NASTP , Abid Majeed Road Lahore Cantt Or e-mail at cosecretary@Zarea.pk**
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before 25-10-2025(last date of receiving postal ballot). Any postal ballot received after this date, will not be considered for voting.
4. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Consul General of Pakistan having jurisdiction over the member.
5. Signature on postal ballot should match with signature on CNIC.
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.