

ZUMA RESOURCES LTD

(Formerly Bilal Fibres Ltd)

EXPORT REGISTRATION NO W-077224

NTN 0658669-4

IMPORTER REGISTRATION NO W-211496



SALES TAX REGISTRATION NO

04-04-5202-011-46

December 10, 2025

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

SUB: NOTICE OF ANNUAL GENERAL MEETING – ZUMA RESOURCES LIMITED (FORMERLY: BILAL FIBRES LIMITED)

Dear Sir,

Enclosed please find a copy of the Notice of Annual General Meeting (AGM) of Zuma Resources Limited (formerly: Bilal Fibres Limited) to be held on **Wednesday December 31, 2025 at 09:00 AM** at Registered Office of the Company--4th floor Building, 90/50-B, Broadway, DHA, Phase-08, Lahore--for circulation amongst the TRE Certificate Holders of the Exchange.

You may please inform the TRE Certificate holders of the Exchange accordingly.

Yours truly,

For Zuma Resources Limited (formerly: Bilal Fibres Limited)


Naeem Omer
Chief Executive Officer

Cc: Executive Director/HOD, Offsite II Department, Supervision Division, SECP, Islamabad.

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04-04-5202-011-46



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (AGM) of Zuma Resources Limited (formerly: Bilal Fibres Limited) (the Company) will be held on **Wednesday, December 31, 2025** at 09:00 AM at the registered office of the Company at 4th floor building, 90/50-B, Broadway, DHA, Phase-08, Lahore to transact the following business:

A. ORDINARY BUSINESSES

1. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2025 together with the reports of directors and auditors thereon.
2. To appoint auditors for the financial year 2025-26 and to fix their remuneration. The present auditors, retire and being eligible for re-appointment offer themselves for re-appointment.

B. SPECIAL BUSINESSES

1. To change the primary line of business to engage in **IT investing**, partnering, and strategically collaborating with a diversified portfolio of companies in Technology, AI-enabled services, Electric Vehicle (EV) Tech, healthcare Tech, E-Commerce and other sectors.;
2. To approve sale of land, building, and plant and machinery (including other fixed assets) in pursuance of the order of Honourable Lahore High Court, Lahore.

Statement in compliance with Section 134(3) of the Companies Act, 2017 is annexed to the notice of AGM.

C. OTHER BUSINESS

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

By Order of the Board

December 05, 2025

Naeem Omer

Lahore.

Chief Executive Officer

Zuma Resources Limited | 4th Floor, Building 90/50-B, Broadway, DHA Phase 8, Lahore – Pakistan

Email: info@zumaresources.ltd , fm@bilalfibres.com, Website: www.zumaresources.com

Ph: 0300-8659501

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NOTES:

BOOK CLOSURE NOTICE;

The Shares Transfer Books of the Company will remain closed from **24-12-2025 to 31-12-2025** (both days inclusive). Transfers received in order in all respect up to the close of business hours on Tuesday December 23, 2025 at Share Registrar Office, M/S Corplink (Pvt.) Limited, Wing Arcade, 1 Commercial, Model Town, Lahore, will be considered in time for attending and voting at the meeting.

ATTENDANCE AT THE MEETING

A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the company.

Members through book entry system under Central Depository Company of Pakistan Limited, are advised to must bring their original National Identity Cards/ Passport along with copy of their particulars of CDC Account duly authenticated by the concerned Participant/Investor Account Services for verification and also follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan under Circular No.1 of 2000:

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing is/her original CNIC or, original Passport along with copy of CDC Account Registration details duly authenticated by the concerned Participant/Investor Account Services at the time of attending the Meeting.
- b. In case of corporate entity, the person attending the meeting on behalf of the corporate entity must produce Board Resolution duly certified by the Chief Executive Officer/Director and/or a duly notarized power of attorney in his

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NTN 0658669-4

IMPORTER REGISTRATION NO W-211496

SALES TAX REGISTRATION NO

04-04-5202-011-46



favor along with copy of proxy form submitted with the Company, the Board Resolution/Power of Attorney must contain specimen signature of the person attending meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners, proxy holder and witnesses shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- e. In case of corporate entity, Board Resolution duly certified by the Chief Executive Officer/Director and/or a duly notarized power of attorney in favor of proxy holder along with proxy form to the Company, the Board Resolution/Power of Attorney must contain specimen signature of proxy holder.

Video Conference Facility

If the Company receives consent from the members holding at least 10% shareholding residing in a city, to participate in the meeting through video-link at least 07 days prior to date of the meeting, the Company will arrange facility of video-link in that city subject to availability of such facility in that city. The Company will intimate members regarding venue of the video-link facility at least five days before the date of the general meeting along with complete information necessary to enable them to access the facility.

In this regard, shareholders are requested to fill the following form and submit to the Registered Office of the Company seven days before the date of holding of the general meeting:

ZUMA RESOURCES LTD

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EXPORT REGISTRATION NO W-077224

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IMPORTER REGISTRATION NO W-211496

SALES TAX REGISTRATION NO

04-04-5202-011-46



I/We.....of.....being a member of Zuma Resources Limited (formerly: Bilal Fibres Limited), holder of ordinary shares as per Registered Folio No./CDC A/C #hereby opt for video conference facility at.
.....
.....

Signature of Member

Video Link Facility for Meeting

Securities and Exchange Commission of Pakistan (“SECP”) has advised vide Circular No. 4 of 2021 dated 15 February, 2021 to provide participation of the members through electronic means. The members can also attend the AGM via video link. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card {both sides}/passport, attested copy of board resolution/power of attorney {in case of corporate shareholders) through mail at info@zumaresources.ltd not later than seven days before holding of AGM.

Name of Member / Proxy holder	CNIC No.	Folio No./CDC Account No.	Cell No./Whatsapp No.	Email ID

The video-link and login credentials will be shared with shareholders upon authentication.

E-Voting / Postal Ballot:

Pursuant to the Companies (Postal Ballot) Regulations, 2018 read with Sections 143 and 144 of the Companies Act, 2017, Members will be allowed to exercise their right to vote through postal ballot, that is voting by post or electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations. Detailed procedures for voting by postal ballot are provided

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SALES TAX REGISTRATION NO

04-04-5202-011-46



on the ballot paper, while instructions for electronic voting will be sent to the Members who have valid cell numbers/e-mail addresses available in the Register of Members of the Company on or before December 18, 2025 by the Company's Share Registrar.

Voting Rights of Members At The AGM Under S.R.O. 451(I)/2025:

Pursuant to S.R.O. 451(I)/2025 dated March 13, 2025 issued by the SECP shareholders/members who did not cast their vote through electronic voting or postal ballot prior to the date of the AGM and attend the meeting in person shall be allowed to cast their vote at the AGM through ballot paper only for agenda items classified as special business under the Companies Act, 2017.

Prohibition of Distribution of Gifts:

The SECP, vide Circular No. 2 of 2018 dated February 9, 2018, and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from offering or distributing gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to Members at or in connection with general meetings. In accordance with Section 185 of the Companies Act, 2017, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties.

E-voting Service Provider:

M/S Corplink (Private) Limited

Scrutinizer:

In accordance with Regulation 11 of the Postal Ballot Regulations 2018, the Board of the Company has appointed--M/S A.H.W. & Co., Chartered Accountants, (a QCR rated audit firm), to act as the Scrutinizer of the Company for the Special Business to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11 of the Postal Ballot Regulations 2018.

Zuma Resources Limited | 4th Floor, Building 90/50-B, Broadway, DHA Phase 8, Lahore – Pakistan

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SALES TAX REGISTRATION NO

04-04-5202-011-46



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

This statement sets out the material facts concerning the Special Businesses to be transacted at the Annual General Meeting to be held on December 31, 2025.

1. Change of Primary Line of Business:

Under Section 32 of the Companies Act, 2017 - Alteration of Memorandum

Under Section 26 of the Companies Act, 2017 - Business and objects of a company

RESOLVED THAT approval of the members of the Company for the change of principal line of business in Memorandum of Association of the Company and accordingly alter, by replacing, its existing object Clause 3 (i) of Memorandum of Association of the Company in accordance with the provisions of the Companies Act, 2017 be substituted by adopting following new object clause 3(i) accordingly:

“The principal line of business of the Company is to engage in **IT investing**, partnering, and strategically collaborating with a diversified portfolio of companies in Technology, AI-enabled services, Electric Vehicle (EV) Tech, healthcare Tech, E-Commerce and other sectors.;

“**RESOLVED THAT** the approval be and is hereby accorded to replace the existing Object clause under Clause 3(i) of the Memorandum of Association to change its principal line of business as mentioned above”

RESOLVED FURTHER THAT each of the Chief Executive, and the Company Secretary of the Company, acting singly, be and is hereby authorized to take all necessary steps and execute all necessary documents towards fulfillment of all legal and corporate requirements involved, and to file all requisite documents with the Securities and Exchange Commission of Pakistan, as may be necessary or expedient for the purpose of fully giving effect to and implementing the letter, spirit and intent of the foregoing resolutions.

RESOLVED FURTHER THAT the aforesaid special resolution(s) shall be subject to any amendment, addition or deletion as may be suggested, directed and advised by the SECP and/or any other regulatory body which suggestion, direction or advice shall be deemed to be part of these Special Resolution(s) without the need of the Shareholders to pass fresh Resolution(s).”

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NTN 0658669-4

IMPORTER REGISTRATION NO W-211496



SALES TAX REGISTRATION NO

04-04-5202-011-46

INFORMATION REQUIRED PURSUANT TO SRO 423(I)/2018

S.R. No.	Description	Information Required
1.	Existing and proposed principal line of business of the company	Please see Annexure-A below.
2.	Reasons for change in the principal line of business	The Company is repositioning itself to engage in IT investing , partnering, and strategically collaborating with a diversified portfolio of companies in Technology, AI-enabled services, Electric Vehicle (EV) Tech, healthcare Tech, E-Commerce and other sectors. To reflect this change, change in principal line of business is required.
3.	Benefits likely to accrue to the company and its members from the proposed change	The Company has suspended its operations for last few years. With the proposed change, the management expects resumption of profitability, resulting in capital gains and dividends to the shareholders.
4.	Financial projections, including, inter alia, project cost for new proposed principal business, sources of funds to cover the project cost, revenues, expenses etc. along with underlying assumptions	Please refer to business plan placed at our website www.zumaresources.ltd
5.	Impact on existing line of business of the company	The Company has suspended its operations for last few years. With the proposed change, no impact on existing line of business.
6.	Expected time period when proposed change is expected to be implemented	Six months-Eight months

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NTN 0658669-4

IMPORTER REGISTRATION NO W-211496

SALES TAX REGISTRATION NO

04-04-5202-011-46



7.	A statement by the board that the proposed change will not be detrimental to the interest of the company or its members as a whole	We, the Board of Directors, hereby confirm that the proposed change will not be detrimental to the interest of the Company as a whole.
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EXPORT REGISTRATION NO W-077224

NTN 0658669-4

IMPORTER REGISTRATION NO W-211496



SALES TAX REGISTRATION NO

04-04-5202-011-46

Annexure-A

Existing Clause 3 (i)	Proposed Clause 3 (i)
The principal line of business of the company shall be to erect, maintain, alter, extend and purchase plant and machinery for the purpose of ginning, preparing, combing, spinning, weaving, manufacturing, bleaching, dyeing, mercerizing, printing or otherwise working any of the fabrics and materials; to carry on the business of seizers, spinners, weavers; ginnerers, pressers, doublers and balers of cotton, jute, hems, silk, artificial silk, synthetic fiber, wool and any fibrous material used in textile and manufacturing thereof and the business of weaving; to rent out the factory and or otherwise manufacturing, bleaching, printing, dyeing, finishing, calendaring, processing, whether textile, frebled, netted or looped and of importing, exporting, buying, selling and dealing in cotton, yarn, fabrics, wool and other raw material and transact mercantile business that may be necessary or expedient and to purchase and sell raw material and manufactured articles and as permissible under law.	“The principal line of business of the Company is to engage in IT investing , partnering, and strategically collaborating with a diversified portfolio of companies in Technology, AI-enabled services, Electric Vehicle (EV) Tech, healthcare Tech, E-Commerce and other sectors.;

ZUMA RESOURCES LTD

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NTN 0658669-4

IMPORTER REGISTRATION NO W-211496

SALES TAX REGISTRATION NO

04-04-5202-011-46



2. Approval of Sale of Land, Building and Plant & Machinery (including other fixed assets) of the Company in Pursuance of the Order of Honourable Lahore High Court, Lahore

The Company has suspended its operations in 2016 due to heavy losses. The banks had filed recovery suits against the company due to non-payment. The Honourable Lahore High Court, Lahore had issued decree and execution orders against the Company. Subsequently, the Company entered into tripartite settlement agreements with banks. The execution of the formal sale deed shall be subject to obtaining the necessary corporate, legal and regulatory approvals. This matter is being placed before shareholders for formal approval.

The following information is relevant under SRO 423(I)/2018 of 03rd April 2018 to the members:

A.	Description/Name of the asset (A)	Land and Building (including security deposit against utilities)
i.	Acquisition date of the asset	From 1986 Till 2023
ii.	Cost	PKR 365,550,980
iii.	Revalued amount	PKR 574,153,937
iv.	Date of Revaluation	July 11, 2022
v.	Book value	PKR 574,153,937
vi.	Approximate current market price/fair value	PKR 600,000,000
B.	Description/Name of the asset (B)	Plant and machinery, factory equipment, office and electrical equipment, and furniture and fixtures (PPE)
i.	Acquisition date of the asset	From 1986 Till 2023
ii.	Cost	PKR 516,898,493

ZUMA RESOURCES LTD

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NTN 0658669-4

IMPORTER REGISTRATION NO W-211496

SALES TAX REGISTRATION NO

04-04-5202-011-46



iii.	Revalued amount	N/A
iv.	Date of Revaluation	N/A
v.	Book value	PKR 383,512,578
vi.	Approximate current market price/fair value	PKR 68,172,951
C.	Other Information (A&B)	
i.	If the expected sale price is lower than book value or fair value, then the reasons thereof	Mill was closed in 2016. PPE deteriorated due to non-maintenance, depreciation, rapid technological advancement in spinning machinery etc.
ii.	Location	Chak.#60 & 61/RB 38 Km Sheikhpura Road, Faisalabad
iii.	Nature of Land (e.g. commercial, agricultural etc.)	Industrial
iv.	Area proposed to be sold	154.30 Kanals
v.	The proposed manner of disposal of the said assets	Negotiation
vi.	In case the Company has identified a party, who is a related party the fact shall be disclosed in the statement of material facts	N/A
vii.	Purpose of the sale	The sale of fixed assets is carried out to generate cash inflows for debt repayment
viii.	Utilization of the proceeds received from the transaction	Settlement of banking and directors' non-interest debt

ZUMA RESOURCES LTD

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EXPORT REGISTRATION NO W-077224

NTN 0658669-4

IMPORTER REGISTRATION NO W-211496

SALES TAX REGISTRATION NO

04-04-5202-011-46



ix.	Effect on operational capacity of the Company	No effect on operational capacity as the Company has curtailed production since 2016
x.	Quantitative and qualitative benefits expected to accrue to the members	The Company shall have banking/long term debt free balance sheet
xi.	A brief containing all the necessary details of viable alternate business plan duly authenticated by the board; including total cost of the proposed future business plan and means of financing	Please refer to Item Agenda No. 1 of Special business
xii.	Expected time of completion of the proposed project	Please refer to Item Agenda No. 1 of Special business
xiii.	Mode of disposal shall be through tender in newspaper	N/A

The following special resolutions are proposed to be passed at the meeting:

"RESOLVED THAT approval of the members of the Company be and is hereby accorded in terms of Section 183(3)(a) of the Companies Act, 2017 to sale its land, building and Plant and machinery, factory equipment, office and electrical equipment, and furniture and fixtures (PPE) located at Chak.#60 & 61/RB 38 Km Sheikhpura Road, Faisalabad in pursuance of the order of Honourable Lahore High Court Lahore.

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EXPORT REGISTRATION NO W-077224

NTN 0658669-4

IMPORTER REGISTRATION NO W-211496

SALES TAX REGISTRATION NO

04-04-5202-011-46



RESOLVED FURTHER THAT each of the Chief Executive, and the Company Secretary of the Company, acting singly, be and is hereby authorized to take all necessary steps and execute all necessary documents towards fulfillment of all legal and corporate requirements involved, and to file all requisite documents with the Securities and Exchange Commission of Pakistan, as may be necessary or expedient for the purpose of fully giving effect to and implementing the letter, spirit and intent of the foregoing resolutions.

RESOLVED FURTHER THAT the aforesaid special resolution(s) shall be subject to any amendment, addition or deletion as may be suggested, directed and advised by the SECP and/or any other regulatory body which suggestion, direction or advice shall be deemed to be part of these Special Resolution(s) without the need of the Shareholders to pass fresh Resolution(s)."

INTEREST OF DIRECTORS AND THEIR RELATIVES

None of the directors or their relatives have any personal interest in above special business except to the extent that they are members of the Company.

INSPECTION OF DOCUMENTS

Statement under Section 134(3) of the Companies Act 2017, existing and proposed Memorandum of Association and other relevant documents may be inspected / procured during business hours on any working day of the Registered Office of the Company from the date of publication of this notice till the last working day before the day of the meeting.

ZUMA RESOURCES LTD

(Formerly Bilal Fibres Ltd)

EXPORT REGISTRATION NO W-077224
IMPORTER REGISTRATION NO W-211496

NTN 0658669-4

SALES TAX REGISTRATION NO
04-04-5202-011-46



Form of Proxy

The Corporate Secretary

Zuma resources Limited (Formerly: Bilal Fibres Limited)

4th floor building, 90/50-B, Broadway, DHA, Phase-08, Lahore

Folio # /	
CDC A/C #.	
Participant I.D	
Account #	
Shares held	

I/We _____ of _____

being a member (s) of Zuma Resources Limited (formerly: Bilal Fibres Limited) hold _____ ordinary shares hereby appoint Mr./Mrs./Miss _____ of _____

or failing him/her _____ of _____

_____ as my /our Proxy to attend and vote for me/us and on my/our behalf at the General Meeting of the Company to be held on -----at 09:00 a.m. at, 4th floor building, 90/50-B, Broadway, DHA, Phase-08, Lahore and at every adjournment thereof.

Signed this _____ day of _____ 2025.

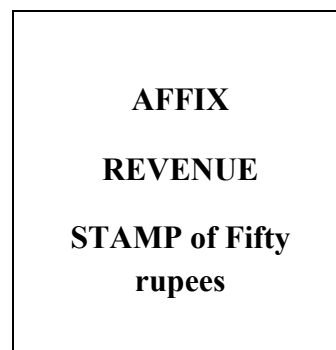
1. Witness:

Signature _____

Name _____

Address _____

CNIC _____



ZUMA RESOURCES LTD

(Formerly Bilal Fibres Ltd)

EXPORT REGISTRATION NO W-077224

NTN 0658669-4

IMPORTER REGISTRATION NO W-211496



SALES TAX REGISTRATION NO

04-04-5202-011-46

2. Witness:

Signature _____

Signature _____

Name _____

(Signature appended above
should agree with the
specimen signatures registered
with the Company.)

Address _____

CNIC _____

IMPORTANT

1. This Form of proxy, duly completed and signed, must be received at the registered office of the company, at 4th floor building, 90/50-B, Broadway, DHA, Phase-08, Lahore Pakistan, not less than 48 hours before the time of holding the meeting.
2. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the company, all such instruments of proxy shall be rendered invalid.

ZUMA RESOURCES LTD

(Formerly Bilal Fibres Ltd)

EXPORT REGISTRATION NO W-077224

NTN 0658669-4

IMPORTER REGISTRATION NO W-211496

SALES TAX REGISTRATION NO

04-04-5202-011-46



BALLOT PAPER

Ballot paper for voting through post for the Special Business at the Annual General Meeting (AGM) of the Company, to be held on Wednesday, December 31, 2025, at 4th floor building, 90/50-B, Broadway, DHA, Phase-08, Lahore.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: chairman@zumaresources.ltd.

Folio / CDS Account Number	
Name of shareholder/joint shareholders	
Registered Address	
Number of shares held	
CNIC Number / Passport No (in case of foreigner) (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

INSTRUCTION FOR POLL

1. Please indicate your Vote by ticking (✓) the relevant box.
2. In case if both the boxes are marked as (✓), your poll shall be treated as “Rejected”

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 (✓) mark in the appropriate box below against the particular resolution:

Special Resolutions

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(Formerly Bilal Fibres Ltd)

EXPORT REGISTRATION NO W-077224

NTN 0658669-4

IMPORTER REGISTRATION NO W-211496

SALES TAX REGISTRATION NO

04-04-5202-011-46



1. Change of Primary Line of Business:

RESOLVED THAT approval of the members of the Company for the change of principal line of business in Memorandum of Association of the Company and accordingly alter, by replacing, its existing object Clause 3 (i) of Memorandum of Association of the Company in accordance with the provisions of the Companies Act, 2017 be substituted by adopting following new object clause 3(i) accordingly:

“The principal line of business of the Company is to engage in IT investing, partnering, and strategically collaborating with a diversified portfolio of companies in Technology, AI-enabled services, Electric Vehicle (EV) Tech, healthcare Tech, E-Commerce and other sectors.;

“RESOLVED THAT the approval be and is hereby accorded to replace the existing Object clause under Clause 3(i) of the Memorandum of Association to change its principal line of business as mentioned above”

RESOLVED FURTHER THAT each of the Chief Executive, and the Company Secretary of the Company, acting singly, be and is hereby authorized to take all necessary steps and execute all necessary documents towards fulfillment of all legal and corporate requirements involved, and to file all requisite documents with the Securities and Exchange Commission of Pakistan, as may be necessary or expedient for the purpose of fully giving effect to and implementing the letter, spirit and intent of the foregoing resolutions.

RESOLVED FURTHER THAT the aforesaid special resolution(s) shall be subject to any amendment, addition or deletion as may be suggested, directed and advised by the SECP and/or any other regulatory body which suggestion, direction or advice shall be deemed to be part of these Special Resolution(s) without the need of the Shareholders to pass fresh Resolution(s)."

2. Approval of Sale of Land, Building Together With Plant & Machinery (including other fixed assets) of the Company in Pursuance of the Order of Lahore High Court, Lahore

"RESOLVED THAT approval of the members of the Company be and is hereby accorded in terms of Section 183(3)(a) of the Companies Act, 2017 to sale its land, building and Plant and machinery, factory equipment, office and electrical equipment, and furniture and fixtures

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EXPORT REGISTRATION NO W-077224

NTN 0658669-4

IMPORTER REGISTRATION NO W-211496

SALES TAX REGISTRATION NO

04-04-5202-011-46



(PPE) located at Chak.#60 & 61/RB 38 Km Sheikhpura Road, Faisalabad in pursuance of the order of Honourable Lahore High Court Lahore.

.RESOLVED FURTHER THAT each of the Chief Executive, and the Company Secretary of the Company, acting singly, be and is hereby authorized to take all necessary steps and execute all necessary documents towards fulfillment of all legal and corporate requirements involved, and to file all requisite documents with the Securities and Exchange Commission of Pakistan, as may be necessary or expedient for the purpose of fully giving effect to and implementing the letter, spirit and intent of the foregoing resolutions.

RESOLVED FURTHER THAT the aforesaid special resolution(s) shall be subject to any amendment, addition or deletion as may be suggested, directed and advised by the SECP and/or any other regulatory body which suggestion, direction or advice shall be deemed to be part of these Special Resolution(s) without the need of the Shareholders to pass fresh Resolution(s)."

I/we hereby exercise my/our vote in respect of the above resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below against the particular resolution:

Sr. No.	Nature and Description of Resolutions	No. of Ordinary Share For Which Votes Cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution as per the Agenda Item No. 01 (as given above)			
2.	Special Resolution as per the Agenda Item No. 02 (as given above)			

ZUMA RESOURCES LTD

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EXPORT REGISTRATION NO W-077224

NTN 0658669-4

IMPORTER REGISTRATION NO W-211496

SALES TAX REGISTRATION NO

04-04-5202-011-46



Signature of shareholder(s) / Proxy holder Signature / Authorized Signatory

(in case of corporate entity, please affix company stamp)

Place: _____

Date: _____

NOTES:

i. Dully filled postal ballot should be sent to Chairman, Zuma Resources Limited (formerly: Bilal Fibres Limited) 4th floor building, 90/50-B, Broadway, DHA, Phase-08, Lahore Designated e-mail address: chairman@zumaresources.ltd.

ii. Copy of CNIC/Passport (in case of foreign shareholder) must be enclosed with the postal ballot form.

iii. Postal ballot forms should reach chairman of the meeting on or before December 30, 2025 during business hours, (05:00pm closing time). Any postal ballot received after this date, will not be considered for voting

. iv. Signature on postal ballot should match with signature on CNIC/Passport.

v. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

vi. In case of representative of body corporate and corporation, postal ballot must be accompanied with copy of CNIC of authorized person, along with a duly attested copy of Board Resolution, Power of Attorney, or Authorization Letter in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable. In case of foreign body corporate etc. all documents must be attested from the Counsel General of Pakistan having jurisdiction over the member.

vii. The Ballot paper form has also been placed on the website of the Company at www.zumaresources.ltd.

Zuma Resources Limited | 4th Floor, Building 90/50-B, Broadway, DHA Phase 8, Lahore – Pakistan

Email: info@zumaresources.ltd , fm@bilalfibres.com, Website: www.zumaresources.com

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