

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