



## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extraordinary General Meeting of the shareholders of the Company will be held on Tuesday, June 14, 2016 at 10:30 hours at The Royal Rodale, Plot No.Tc-V 34th Street, Khayaban-e-Sehar, Phase - V (Extension), DHA,Karachi Pakistan to transact the following business:

1. To confirm the minutes of the last Annual General Meeting held on April 29, 2016.
2. To elect seven (7) directors of the Company for a period of three years commencing from July 1, 2016 to June 30, 2019, as stipulated vide section 178 of the Companies Ordinance 1984, in that:-
  - a. Pursuant of section 178(1) and (2) (a) of the Companies Ordinance 1984, the Board of Directors through a resolution passed in their meeting held on April 26, 2016 have fixed the number of Directors as 7 (Seven);
  - b. Pursuant of section 178 (2) (b) of the Companies Ordinance 1984, the names of retiring Directors are Mrs. Ferial Ali Mehdi, Mrs. Ameena Saiyid, Mr. Mujahid Hamid, Mr. Shahid Nazir Ahmed, Syed Hasnain Ali, Mr. Kemal Shoaib and Mr. Saad Amanullah Khan.

Karachi: May 20, 2016

By order of the Board

**Ata-ur-Rehman Shaikh**  
Company Secretary



**Notes:**

1. As required under section 178 (3) of the Companies Ordinance 1984, any member who seeks to contest the election of the office of Directors of the Company shall, whether he/she is a retiring Director or otherwise, should file with the company at its registered office, not later than 14(fourteen) days before the date of the meeting at which elections are to be held, a notice of his/her intention to offer himself/herself for election as director of the Company together with:
  - a. Consent to act as director in Form-28, duly completed, as required under section 184(1) of the Companies Ordinance 1984;
  - b. Detailed profile alongwith office address for placement on to the Company's website seven days prior to the date of election in terms of SRO 634(1)/ 2014 of 10th July, 2014 clause E (ii) sub clause (b).
  - c. Declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2012 and eligibility criteria as set out in the Companies Ordinance, 1984 to act as director of the listed companies.
  - d. Any such member may, at any time before the holding of election, withdraw aforementioned such notice.
2. The share transfer Books of the Company will remain closed from June 8, 2016 to June 14, 2016 (both days inclusive).
3. A member entitled to attend and vote at the general meeting is entitled to appoint another person as proxy to attend and vote in his/her place, in the case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting. Proxies in order to be effective must be received at the registered office of the Company not less than forty-eight hours before the time of the meeting.
4. Members are requested to submit their copies of CNIC and notify any change in their address immediately to the Share Registrars of the Company, M/s THK Associates (Pvt) Ltd., Second Floor, State Life Building - 3, Dr. Ziauddin Ahmed Road, Karachi 75530.
5. CDC Account Holders will further have to follow the guidelines laid down by the SECP contained in Circular No. 1 of 2000.



## FORM OF PROXY EXTRAORDINARY GENERAL MEETING

The Company Secretary  
ZIL Limited

پراکسی فارم

I /We \_\_\_\_\_  
of \_\_\_\_\_ being a member of **ZIL Limited** and holding \_\_\_\_\_  
ordinary shares as per Share Register Folio No. \_\_\_\_\_ and /or CDC  
Participant I.D. No. \_\_\_\_\_ and Sub Account No. \_\_\_\_\_  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my proxy  
to vote for me and on my behalf at the Extraordinary General Meeting of the Company  
to be held on Tuesday June 14, 2016 at 10:30 hours at The Royal Rodale, Plot No.Tc-V,  
34th Street, Khayaban-e-Sehar, Phase - V (Extension), DHA, Karachi, Pakistan and at  
any adjournment thereof.

### Notes:

The instrument appointing a proxy must be received at the registered office of the Company not less than forty-eight hours before the time of the meeting.

CDC Shareholders and their Proxies are each requested to attach an attested photocopy of their CNIC or Passport with this Proxy Form before submission to the Company.

میں / ہم \_\_\_\_\_ ساکن \_\_\_\_\_ بطور زل لمیٹڈ کے رکن و حامل

عام حصص بمطابق شیئر رجسٹر فو لیو نمبر \_\_\_\_\_ اور یا سی ڈی سی کے شراکتی آئی ڈی نمبر \_\_\_\_\_ اور ذیلی کھاتہ نمبر \_\_\_\_\_

یا بصورت دیگر \_\_\_\_\_ ساکن

یا بصورت دیگر \_\_\_\_\_ ساکن

کو اپنی جگہ بروز منگل مورخہ ۱۴ جون ۲۰۱۶ء یووقت ۱۰:۳۰ بجے صبح بمقام: رائل روڈال، پلاٹ نمبر TV-C، ۳۴ اسٹریٹ، خیابان سحر، فیز-۷، ایکسٹینشن، ڈی ایچ اے، کراچی، پاکستان میں منعقد یا ملتوی ہونے والے غیر معمولی اجلاس میں رائے دہنگی کیلئے نمائندہ مقرر کرتا / کرتی ہوں۔  
نوٹ:

1- پراکسی کے موثر ہونے کیلئے لازم ہے کہ وہ اجلاس سے 48 گھنٹہ قبل کمپنی کے رجسٹرڈ آفس کو موصول ہوں۔

2- سی ڈی سی نمائندہ (Member) اور ان کے مقرر کردہ نمائندہ سے گزارش ہے کہ وہ تصدیق شدہ شناختی کارڈ یا پاسپورٹ اس پراکسی فارم کے ہمراہ کمپنی کو جمع کرائیں۔

### Witnesses:

1. Signature: \_\_\_\_\_ گواہ:

Name: \_\_\_\_\_ دستخط:

Address: \_\_\_\_\_ نام:

CNIC or \_\_\_\_\_ شناختی کارڈ:

Passport No. \_\_\_\_\_ پاسپورٹ نمبر:

Signature on  
Rupees Five  
Revenue Stamp

براہ کرم پانچ روپے مالیت کے  
ریونیٹڈ چسپاں کر کے دستخط کریں۔

The Signature should agree  
with the specimen registered  
with the Company.

(دستخط کمپنی میں درج نمونہ کے دستخط کے مطابق ہونے چاہئے)

Signature of Proxy

(نمائندہ کے دستخط)

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M.T. Khan Road, Karachi.  
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To,  
The Company Secretary  
**ZIL Limited**  
Ground Floor, Bahria Complex-III,  
M.T. Khan Road, Karachi.  
Tel: 35630251-60

**AFFIX  
CORRECT  
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