



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of the ZIL Limited will be held on **Thursday, June 27, 2019 at 09:30 hours** at The Royal Rodale, Plot No. Tc-V, 34th Street, Khayaban-e-Sehar, Phase -V Ext., DHA, Karachi, Pakistan to transact the following business:-

1. Confirmation of the minutes of Annual General Meeting held on April 29, 2019.
2. To elect Directors of the Company for a period of three years commencing from July 01, 2019 to June 30, 2021 in terms of Section 159 of the Companies Act, 2017.
 - a. Pursuant to Section 159(1) and (2)(a) of the Companies Act, 2017, the Directors, through a Resolution passed in the Board of Directors Meeting held on April 29, 2019 have fixed the number of Directors at 07 (Seven).
 - b. Pursuant to Section 159(2)(b) of the Companies Act, 2017, the names of the retiring Directors are Mrs. Feriel Ali Mehdi, Mr. Mubshir Hasan Ansari, Mr. Kemal Shoaib, Mr. Saad Amanullah Khan, Syed Hasnain Ali, Mr. Muhammad Qaysar Alam and Mr. Muhammad Salman H. Chawala (Nominee NIT).

By Order of the Board

Ata-ur-Rehman Shaikh
Company Secretary

Karachi:- April 29, 2019

NOTES

1. As required under Section 159 (3) of the Companies Act 2017, any member who seeks to contest the election of the office of Director 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 167(1) of the Companies Act 2017;
 - 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 and eligibility criteria as set out in the Companies Act, 2017 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 Friday, June 21, 2019 to Thursday, June 27, 2019 (both days inclusive) and no request for transfer of shares will be accepted for registration. Transfers received at Company's Share Registrar M/s THK Associates (Pvt) Limited, 1st Floor, 40 - C, Block - 6, P. E. C. H. S, Karachi 75400 by the close of business on June 20, 2019 will be considered in time for the purpose.
3. Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Sections 143 and 144 of the Companies Act 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with requirements and procedure contained in the aforesaid regulations.
4. A member of the Company entitled to attend and vote at the General Meeting may appoint a person/representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at Company's registered office duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. Attested copy of shareholder's CNIC must be attached with the proxy form.
5. The CDC/sub account holders are required to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan contained in Circular No. 1 of 2000.

Statement made under Section 166(3) of the Companies Act, 2017 In Respect of Appointment of Independent Directors

Any person who is eligible under section 153 and meet the criteria under section 166(2) of the Companies act, 2017, may submit nomination to be elected as independent directors. However, it is noteworthy to mention here that independent director shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017. Final list of contesting directors will be published in Newspapers not later than seven days before the date of the said meeting in terms of section 159(4). Further, website of the company will also be updated with the required information for each Director. No directors have direct or indirect interest in the above said business except they may consent for election of directors accordingly.