

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 **Wednesday, June 18, 2025 at 09:00 hours** at Pakistan Society for Training and Development, Plot # TC-3, Khayaban-e-Seher, 34th Street, Phase V DHA, Karachi Pakistan, through in-person and video link facility to transact the following business:

1. To, confirm the minutes of Annual General Meeting held on April 22, 2025.
2. To elect Directors of the Company for a period of three years commencing from July 01, 2025 to June 30, 2028 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 24, 2025 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 Dr. Salomon Jacobus Van Rooijen, Mrs. Feriel Ali Mehdi, Mr. Muhammad Irfan-ul-Haq, Mr. Mubashir Hasan Ansari, Mr. Saad Amanullah Khan, Mr. Ahsan Rashid and Mr. Muhammad Salman Husain Chawala.

By Order of the Board

Muhammad Shahid
Company Secretary

Karachi: - May 26, 2025

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 on Appendix to the Form-09 of the Companies Regulations, 2024 under section 167(1) of the Companies Act 2017;
 - b. Detailed profile along with office address for placement on to the Company's website seven days prior to the date of election in terms of SRO 1196 (1)2019 of 3rd October, 2019 Serial No. 2, paragraph (g), sub-clause (iii)(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. Details of other directorship(s) and office(s) held.
 - e. A declaration confirming that:
 - (i) He/she is aware of his/her duties and powers under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 (Code), the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and Regulations.
 - (ii) He/she is not serving as a director in more than seven (7) listed companies simultaneously including as an alternate Director.
 - (iii) He/she is not ineligible to become a director of a listed company under the provisions of the Act and any other applicable laws and Regulations.

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 Thursday, June 12, 2025 to Wednesday, June 18, 2025 (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, Plot No. 32-C, Jami Commercial Street 2, D. H. A Phase VII, Karachi 75500 Pakistan by the close of business on June 11, 2025 will be considered in time for the purpose.
3. A member 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 the Registered Office of the Company not later than forty-eight (48) hours before the time of holding the meeting.
4. Any individual Beneficial Owner of CDC entitled to vote at this meeting, must bring his/her original Computerized National Identity Card / Passport to prove identity. In case of proxy, a copy of shareholder and proxy's CNIC or Passport must be attached with the proxy form. Representatives of corporate members should bring the usual documents required for such purpose.
5. In compliance with the directives from SECP, the Company is also providing the facility to its shareholders to attend the Meeting through video link. To avail this facility, members are requested to register their following particulars by sending an e-mail at meetings@zil.com.pk.

Folio / CDC account no.	No. of shares held	Name	CNIC	Cell No.	Email address

After necessary verification, the video link and login credentials will be shared with the shareholders whose emails, containing all the requested particulars are received at the given e-mail address by or before the close of business on June 15, 2025.

6. The CDC/sub account holders are required to follow the guidelines as laid down by SECP contained in Circular No.1 of 2000.
7. Members are requested to notify the change in their addresses, if any, immediately to the Share Registrars of the company, M/s. THK Associates (Pvt) Ltd. Plot No.32, Jami Commercial Street 2, D.H.A, Phase VII, Karachi.
8. 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.
9. Under Regulation 11 of the Companies (Postal Ballot) Regulations 2018, the Board of the Company has appointed M/s PKF F.R.A.N.T.S Chartered Accountants, (a QCR- rated audit firm) to act as the Scrutinizer of the company for the business of election of directors to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Companies (Postal Ballot) Regulations 2018.
10. Independent Directors shall be elected through the process of election of directors in terms of Section 159 of the Companies Act 2017. Independent Director(s) shall meet the criteria laid down in section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations 2018. Accordingly, the following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:
 - (i) Confirming regarding existence of his/her name in the Data Bank (PICG) of Independent Directors maintained by the Pakistan Institute of Corporate Governance along with evidence thereof.
 - (ii) Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
11. The Notice of EOGM has been placed on Company's Website: www.zil.com.pk

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

The statement sets out the material facts pertaining to the justification for choosing a person for appointment as an independent director to be elected at the EOGM of the company to be held on June 18, 2025.

The independent directors will also be elected through the process of election of directors in terms of Section 159 and 166 (1) of the Companies Act, 2017 read with the COCG Regulations, they shall meet criteria laid down under Section 166 (2) of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulation, 2018. The Company shall exercise its due diligence before selecting a person as an independent director and ensure that the name of independent director is available in the databank of independent directors maintained by the Pakistan Institute of Corporate Governance.

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) of the Companies Act, 2017. Further, website of the Company will also be updated with the required information for each Director.

The present Directors of the Company have no interest in the above business except their eligibility for re-election as Director of the Company.