ZIL
LIMITED

NOTICE OF 57th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-seventh Annual General Meeting of ZIL Limited will be held on **Thursday, April 27, 2017 at 9:00 am** at The Royal Rodale, Plot No. Tc-V, 34th Street, Khayaban-e-Sehar, Phase -V Ext., DHA, Karachi, Pakistan to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the last Extraordinary General Meeting held on Tuesday, June 14, 2016.
2. To receive, consider and approve the Audited Financial Statements of the Company together with the Directors' and Auditors' report thereon for the year ended December 31, 2016.
3. To appoint Auditors of the Company and fix their remuneration.
4. To approve as recommended by directors a final cash dividend @ 5% per share for the financial year 2016.

SPECIAL BUSINESS:

5. To consider and approve the amendments to be made in Articles of Association of the Company for the purpose of compliance with the mandatory e-voting requirements as prescribed in the Companies (E-Voting) Regulations, 2016 issued vide SRO 43 (I)/2016 dated 22.01.2016 and if thought fit to pass the following resolution as special resolution:

*"**RESOLVED THAT** the Articles of Association of the Company be amended by adding following new articles as 83A and 92(2):*

***83A(1) E-Voting**: Members may exercise voting rights at General Meetings through electronic means, if the Company receives the requisite demand for poll in accordance with the Companies (E-voting) Regulations, 2016 and any amendments made from time to time, hereinafter refer to as E-Voting. The Company shall provide E-voting facility in accordance with the mandatory requirements prescribed under said Regulations and amendments made to them from time to time by the Securities & Exchange Commission of Pakistan, irrespective of anything contained in any other provisions of these Articles and anything contradictory therein.*

***(2)** Notwithstanding, anything contained in these Articles, in case of E-Voting both members and non-members can be appointed as proxy and the instrument appointing shall be deposited, in writing, with the Company in the form and within such timelines as prescribed by the Commission from time to time.*

92(2) *The form of proxy in writing in relation to e-voting shall be in the following form:*

Option 2 for E-Voting as per The Companies (E-Voting) Regulations 2016

I/We ______________________ of ________________ , being a member of __________________, holder of _______ ordinary share(s) as per Register Folio No. ________________ or CDC account No. ___________ hereby opt for E-voting through intermediary and hereby consent the appointment of execution officer ________________ as proxy and will exercise e-voting as per the Companies (E-Voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is __________________, please send login details, password and electronic signature through email.

____

Signature of Member

(Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

Signature of Witness	*Signature of Witness*

(The proxy e-voting form shall be required to be witnessed by two persons whose names, address and CNIC number shall be mentioned on the form.)

FURTHER RESOLVED THAT *the Company Secretary be and is hereby authorized to do all acts, deeds and things necessary to complete the legal formalities and file the required documents as maybe necessary or ancillary for the purpose of implementing the aforesaid resolution.*

5. To approve transmission of annual audited financial statements, auditor's report and directors' report etc. ("Annual Audited Accounts") along with notice of general meeting to the shareholders of ZIL Limited through CD/DVD/USB at their registered address as allowed by the Securities and Exchange Commission of Pakistan (SECP) and if thought fit to pass the following resolution as ordinary resolution:

   *"**RESOLVED THAT** transmission of annual audited financial statements, auditor's report and directors' report etc. ("Annual Audited Accounts") along with notice of general meeting to shareholders of ZIL Limited at their registered address in soft form i.e. CD/DVD/USB as notified by SECP vide its SRO No. 470 (1)/2016 dated May 31, 2016 be and is hereby approved".*

   A statement under Section 160(1)(b) of the Companies Ordinance, 1984 pertaining to Special Businesses alongwith the ordinary resolutions proposed to be passed, are being sent to the shareholders with the Notice.

By the order of the board

Ata-ur-Rehman Shaikh
Company Secretary

Karachi: March 28, 2017

ZIL LIMITED

NOTES:

1. The Share Transfer Books of the Company will remain closed from April 21, 2017 to April 27, 2017 (both days inclusive) for the purpose of holding the Annual General meeting.

2. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote in his/her place. Proxies completed in all respect, in order to be effective, must be received at the Registered Office of the Company not less than forty eight (48) hours before the time of meeting.

3. Members are therefore requested to notify the change in their addresses, if any, immediately to the Share Registrar of the company, M/s THK Associates (Pvt) Limited, 1st Floor, 40 – C, Block - 6, P. E. C. H. S, Karachi 75400.

4. The CDC/sub account holders are required to follow the guidelines as laid down by Securities & Exchange Commission of Pakistan contained in Circular No.1 of 2000.

5. As per clear direction of SECP, CNIC number is mandatory for the issuance of Dividend warrant. The shareholders, who have not yet submitted copy of their CNIC, are once again requested to submit the copy of their valid CNIC to our share registrar.

Statement under Section 160(1)(b) of the Companies Ordinance, 1984 and notes relating to CNIC, Circulation of Accounts through E-mail, E-Dividend & Filer/Non filer status, Video conference facility for attending AGM and placement of Audited Financial Statements have been sent to the shareholders with the Notice of the Meeting.

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