



## **NOTICE OF 57<sup>th</sup> 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.*

6. 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

## **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, 1<sup>st</sup> 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 have been sent to the shareholders with the Notice of the Meeting.

# Statement of Material Facts

## Statement under Section 160(1) (b) of the Companies Ordinance, 1984

This statement sets out the material facts concerning the special businesses to be transacted at 57<sup>th</sup> Annual General Meeting of ZIL Limited to be held on April 27 2017.

### **Agenda Item No. 4**

#### **Amendments in the Articles of Association of the Company.**

To give effect to the Companies (E-Voting) Regulation 2016, shareholders' approval is being sought to amend the Articles of Association of the Company to enable the Shareholders to appoint non-members as their proxies in line with the requirements of e-voting regulations issued by the Securities & Exchange Commission of Pakistan.

### **Agenda Item No. 5**

#### **Transmission of Annual Audited Financial Statements through CD/DVD/USB.**

The SECP through SRO 470 (1)/2016 dated May 31, 2016 has allowed companies to circulate the annual balance sheet and profit and loss account, auditor's report and directors report etc. ("annual audited accounts") along with notice of general meeting to its shareholders in electronic form through CD/DVD/USB at their registered addresses. This would result in timely delivery of Annual Audited Accounts to the shareholders. The Company has placed on its website i.e. [www.zil.com.pk](http://www.zil.com.pk) a standard request form containing postal and e-mail address of Company Secretary/Share Registrar, so that shareholders may request a hard copy of the Annual Audited Accounts. The Company will provide one hard copy free of cost to the requesting shareholder at their registered address within one week of the request.

#### **Inspection of Documents:**

The copies of the existing and amended Memorandum and Articles of Association have been kept at the Registered Office of the Company which could be inspected on any working day during usual business hours till the date of 57<sup>th</sup> Annual General Meeting of the Company.

#### **Website of the Company:**

The Annual Audited Financial Statements of the Company for the year ended December 31, 2016 and Notice of 57<sup>th</sup> Annual General Meeting along with the Statement under Section 160 (1)(b) of the Companies Ordinance, 1984, pertaining to Special Business, have been placed on website of the Company.

#### **Interest of Directors:**

The directors of the Company have no direct or indirect interest in the above mentioned Special Business.

**The following Circulars/Notifications require special attention of the shareholders:**

## **1. Mandatory submission of CNIC:**

SECP has made it mandatory for listed companies to mention, in the case of Individuals, Computerized National Identity Card (“CNIC”), National Identity Card for Overseas Pakistanis (“NICOP”) or Passport number and in the case of Corporate Entity, National Tax Number (“NTN”) of the shareholders or their authorized persons, on dividend warrants and in the absence of such information payment of dividend will be withheld.

The Shareholders are once again requested to provide a valid copy of their CNIC to the Share Registrar and Transfer Agent at below mentioned address, enabling the company to comply with the directions issued by the SECP vide SRO # 831 (I) 2012, dated July 05, 2012 read with SRO # 19 (I) 2014, dated January 10, 2014.

## **2. Payment of Cash Dividend Electronically (e-Dividend Mechanism):**

SECP through its Notification No. 8(4)SM/CDC 2008, dated April 05, 2013, has advised that the shareholders who have provided bank mandate, should be paid dividend by transferring directly to their respective bank accounts (e-dividend mechanism); therefore, the registered shareholders of the Company, who have not yet provided us dividend mandate are requested to provide the details of their bank account including title of account, account number, bank name, branch name & code and address, in order to credit their cash dividends, as and when declared, directly to their respective bank accounts. This information would require to be provided to: (i) in case of book-entry securities in Central Depository System (“CDS”), to CDS Participants; and (ii) in case of physical securities to Share Registrar and Transfer Agent of ZIL Limited at below mentioned address. It would facilitate the shareholders to take dividend mandate option for instant credit of dividends, eliminating the chances of dividend warrants getting lost in the post, undelivered or delivered at the wrong address etc.

## **3. Circulation Annual Audited Financial Statements and Notice of AGM to Members through E-mail:**

SECP through its Notification No. SRO 787 (I)/2014, dated September 08, 2014, has allowed companies to circulate Annual Audited Financial Statements along with Notice of Annual General Meeting (“AGM”) to its members through email. The shareholders who desire to receive Annual Financial Statements and Notice of AGM through email are requested to fill the requisite form titled ‘Standard Request Form’ placed on the website of the Company and dispatch it to Company’s Share Registrar and Transfer Agent at below mentioned address. In case any member, subsequently, requests for hard copy of Annual Financial Statements, the same shall be provided free of cost within seven days of receipt of such request.

## **4. Consent for video conferencing facility:**

Members can also avail video conference facility in Lahore. In this regard please fill the following and submit to registered address of the Company at least 10 days prior to date of annual general meeting.

If the Company receives consent from members holding in aggregate 10% or more shareholding and residing at geographical location, to participate in the meeting through video conference, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The company will intimate members regarding venue of video conference at least 5 days before the date of annual general meeting alongwith complete information necessary to enable them to access such facility.

### **Consent Form for Video Conferencing Facility**

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of ZIL Limited, holder of \_\_\_\_\_ ordinary share(s) as per Registered Folio No./CDC Account No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_

\_\_\_\_\_  
Signature of Member

#### **5. Deduction of Withholding Tax on the Amount of Dividend:**

The Government of Pakistan through Finance Act, 2016, has made amendment in Section 150 of the Income Tax Ordinance, 2001, whereby, withholding tax on dividends has been enhanced as follows:

- For Filers of Income Tax Returns: 12.5%
- For Non-Filers of Income Tax Returns: 20.0%

In case of joint-shareholders, tax is to be deducted as per ratio of their shares in the ownership. Federal Board of Revenue ("FBR") has provided the Active Tax-Payer List ("ATL"), for identification on the basis of National Tax Number ("NTN")/Computerized National Identity Card ("CNIC") number; hence, in case of non-availability of valid NTN/CNIC number of the respective shareholder with the Company's Share Registrar and Transfer Agent, he/she will be treated as 'Non-Filer' and accordingly tax at the rate of 20% would be deducted. Therefore, the shareholders who have not yet provided such information are requested to ensure that their valid NTN/CNIC number should be available with the Share Registrar and Transfer Agent of ZIL Limited, whereas, shareholders having CDC Accounts would require to provide their valid NTN/CNIC number to their respective CDC participants.

#### **6. Requirement of Valid Tax Exemption Certificate for Claim of Exemption U/S 150 of the Income Tax Ordinance, 2001:**

Please be advised that in wake of recent judgments of respective courts of law, the exemption certificate u/s 159 of the Income Tax Ordinance, 2001, is mandatory to claim tax exemption u/s 150. Accordingly, the Company may not be awarding exemption on the basis of Clause 47B of Part IV of Second Schedule to the Income Tax Ordinance, 2001. However, if an entity has filed a petition against the FBR, in any relevant court, a certified true copy of the Stay Order of honorable court along with all latest court proceedings (if any) would be required in lieu of valid tax exemption certificate, for non-deduction of withholding tax. In case of non-availability of valid tax exemption, deduction of tax under relevant sections shall be made accordingly.

#### **7. Deduction of Withholding Tax on Joint Account Holder(s):**

The Joint Account Holders whose shareholding details as to Principal Shareholder have not yet been determined for deduction of withholding tax on the upcoming dividend of the Company, are requested to please furnish to the Company's Share Registrar and Transfer Agent at below mentioned address, the shareholding details of yourself as Principal Shareholder and your Joint Holder(s) in the following manner, enabling the Company to compute withholding tax of each shareholder accordingly:

CDC Account No./Folio No.	Name of Principal Shareholder/Joint Holders	Shareholding Proportion (%)	CNIC No. (copy attached)	Signature

Kindly note that in case of non-receipt of the information each Account Holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly.

#### 8. Deposit of Physical Shares into CDC Account:

The Shareholders having physical shareholding may open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into script-less form, this will facilitate them in many ways including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Stock Exchange.

#### 9. Merger of Different Folios into One Folio:

As per record, some of the shareholders are maintaining more than one folio under the same particulars. Carrying two different folios may be a hassle for the shareholders to reconcile and receive different benefits in the shape of dividends/ bonus. In order to provide better services and convenience, such shareholders are requested to send requests to the Company's Share Registrar and Transfer Agent at the below mentioned address to merge their folios into one folio.

- While sending the copy of NTN/CNIC number, the shareholders are requested to quote their respective folio numbers for identification purpose.

M/s THK Associates (Pvt) Ltd,  
 Share Registrar-ZIL Limited  
 First Floor, 40-C, Block-6,  
 P.E.C.H.S., Karachi-75530  
 UAN: +92 (21) 111-000-322  
 Direct: +92 (21) 34168266-68-70  
 Fax: +92 (21) 3 4168271  
 Email: secretariat@thk.com.pk