



NOTICE OF 58th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-eight Annual General Meeting of ZIL Limited will be held on **Thursday, April 26, 2018 at 11:00 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 Annual General Meeting held on Thursday, April 27, 2017.
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, 2017.
3. To approve as recommended by directors a final cash dividend @ 12.5% per share for the financial year 2017.
4. To appoint Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit to approve an increase in Authorized Share Capital of the Company and for this purpose to pass the following resolution as Special Resolution and alter the clause IV of the Memorandum of Association and Article 4 of the Articles of Association of the Company accordingly.

RESOLVED that the authorized share capital of the Company be increased from Rs.100,000,000/- (Rupees one hundred million) divided into 10,000,000 Ordinary Shares of Rs.10/- each to Rs.400,000,000/- (Rupees four hundred million) divided into 40,000,000 Ordinary Shares of Rs.10/- each.

FURTHER RESOLVED that the figures "Rs.100,000,000/-" and "10,000,000 ordinary Shares" appearing in the clause IV of the Memorandum of Association and Article 4 of the Articles of Association of the Company be and is here by substituted by the figures "Rs.400,000,000/-" and "40,000,000 ordinary shares of Rs.10/- each".

FURTHER RESOLVED that the Chief Executive Officer and 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 may be necessary or ancillary for the purpose of implementing the afore said resolution.

By the order of the board

Ata-ur-Rehman Shaikh

Company Secretary

Karachi: March 21, 2018

NOTES:

1. The Share Transfer Books of the Company will remain closed from April 20, 2018 to April 26, 2018 (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 person 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 requested to notify the change in their addresses, if any, immediately to the Share Registrars of the company, M/s THK Associates (Pvt) Ltd, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi 75400 Pakistan.
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.
6. Notes relating to CNIC, Transmission of Annual Audited Financial Statements and Notice of AGM to Members through CD/DVD/USB/e-mail, E-Dividend & Filer/Non filer status, Video conference facility form for attending AGM and form of proxy have been sent to the shareholders with the Notice of the Meeting.

Statement of Material Facts

Statements under Section 134(3) of the Companies Act, 2017.

In order to meet the challenges that lie ahead, it is envisaged to diversify the scope of activities of the company for which the Company may require further investment by the shareholders. Further, as the paid-up capital presently is 61.226 million whereas, the Authorized Share Capital being 100 million, there is little room for further issue of capital through bonus or right-issues.

In order to meet these objectives, it is proposed to increase the Authorized Share Capital of the Company from Rs. 100 million to Rs. 400 million by the creation of 30,000,000 new Ordinary Shares of Rs. 10/- each to facilitate further issue of Capital from time to time according to the requirements of the Company.