

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 **Tuesday, June 28, 2022 at 10:00 hours** at The Royal Rodale, Plot No. Tc-V, 34th Street, Khayaban-e-Sehar, Phase-V (Extension), D.H.A, Karachi, Pakistan to transact the following business:

1. Confirmation of the minutes of Annual General Meeting held on April 20, 2022.
2. To elect Directors of the Company for a period of three years commencing from July 01, 2022 to June 30, 2025 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 28, 2022 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. Mubashir Hasan Ansari, Mr. Mir Muhammad Ali, Mr. Saad Amanullah Khan, Syed Hasnain Ali, Mr. Ahsan Rashid and Mr. Muhammad Salman H. Chawala (Representing NIT).

By Order of the Board

Muhammad Shahid
Company Secretary

Karachi: June 03, 2022

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 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.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 Wednesday, June 22, 2022 to Tuesday, June 28, 2022 (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 21, 2022 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 guidelines as laid down by Securities and Exchange Commission of Pakistan contained in Circular No. 1 of 2000.

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

Any person who is eligible under section 153 and meet the criteria under section 166 of the Companies Act, 2017 and The Companies (Manner and Selection of Independent Directors) Regulations, 2018 may submit his/her nomination for election as Independent Director alongwith his /her written consent. Names of Independent Directors must be registered in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) or any other institute as notified by the Commission. Furthermore, as required by Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 any such nomination for election as independent director must also attach a declaration to the Company that he/she qualifies the criteria of independence as notified under the Act. 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 candidates 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 candidate. No directors have direct or indirect interest in the above said business except they may consent for election of directors accordingly.