

NOTICE OF 64th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-fourth Annual General Meeting of ZIL Limited will be held on **Wednesday, April 24, 2024 at 09:00 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 Friday, December 08, 2023.
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, 2023.
3. To approve as recommended by directors a final cash dividend @ 20% per share for the financial year 2023.
4. To appoint Auditors and fix their remuneration.

By the order of the board

Muhammad Shahid

Company Secretary

Karachi: February 27, 2024

NOTES:

1. The Share Transfer Books of the Company will remain closed from April 18, 2024 to April 24, 2024 (both days inclusive). Transfers received at company's share registrar M/s. THK Associates (Pvt) Ltd. Plot No.32, Jami Commercial Street 2, D.H.A, Phase VII, Karachi, by the close of business on April 17, 2024 will be considered in time for the purpose of payment of final dividend to the transferees.
2. 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.
3. 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 CNIC or Passport must be attached with the proxy form. Representatives of corporate members should bring the usual documents required for such purpose.
4. Members can also avail facility of video conference at their hometown. In this case if the Company receives consent from members holding aggregate 10% or more shareholding, residing at a geographical location to participate in the meeting through video conference at least 07 days prior to the date of meeting, the Company will arrange video conference facility. For the purpose, please fill the following and submit at Registered Office of the Company as per time frame given above:

"I/We, _____ of _____,
being a member of ZIL Limited, holder of _____
Ordinary Share(s) as per Registered Folio / CDC A/c _____
hereby opt for video conference facility at _____.

Signature of Member / Attorney".

5. 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.
6. 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.

SPECIAL NOTE TO THE SHAREHOLDERS:

7. **PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE: (MANDATORY)**

Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders.

In order to receive dividend directly to respective bank account, shareholders are requested to fill in **ELECTRONIC CREDIT MANDATE FORM** available at Company's website and send it duly signed along with a copy of CNIC to the Share Registrar of the Company in case of physical shares. In case of shares held in CDC then form must be submitted directly to shareholder's broker/participant/ CDC account services.