



NOTICE OF 60th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixtieth Annual General Meeting of ZIL Limited will be held on **Friday, May 29, 2020 at 11:30 am** to transact the following business at Karachi.

In wake of the outbreak of COVID-19 (Corona Virus Disease - 2019) shareholders are encouraged to attend the Meeting online as per the instructions given in notes section below.

ORDINARY BUSINESS:

1. To confirm the minutes of the last Extraordinary General Meeting held on Thursday, June 27, 2019.
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, 2019.
3. To approve as recommended by directors a final cash dividend @ 35% per share for the financial year 2019.
4. To appoint Auditors of the Company and fix their remuneration.

By the order of the board
Muhammad Shahid
Company Secretary

Karachi: May 06, 2020

NOTES:

- i) In order to determine the entitlement of Final Dividend, and to participate and vote via video link in the AGM of the Company, Share Transfer Book Closure dates shall remain the same i.e. April 10, 2020 to April 16, 2020, as previously mentioned in the initial notice of holding the Annual General Meeting and Book Closure published through PUCARS. Furthermore, only those shareholders will be entitled for the dividend payment and to vote at the AGM whose names will appear in the Register of Members on April 10, 2020.
- ii) 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 or email scanned copy of the same at agm@zil.com.pk. Attested copy of shareholder's Computerized National Identity Card (CNIC) must be attached with the Form.
- iii) 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.
- iv) 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.

SPECIAL NOTES TO THE SHAREHOLDERS:

v) WITHHOLDING OF PAYMENT OF DIVIDEND - SUBMISSION OF COPIES OF CNIC (URGENT & MANDATORY):

As per SECP directives the dividend of shareholders whose valid CNICs, are not available with the Share Registrar could be withheld. All shareholders having physical shareholding are therefore advised to submit a photocopy of their valid CNICs immediately, if already not provided, to the Share Registrar of the company without any further delay.

vi) 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 including 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 into their 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





ELECTRONIC CREDIT MANDATE FORM must be submitted directly to shareholder's broker/participant/ CDC account services.

In case of non-receipt of IBAN detail, the Company will be constrained to withhold payment of dividend under Companies (Distribution of Dividends) Regulations, 2017.

vii) UNCLAIMED DIVIDENDS AND SHARES (IMPORTANT & MANDATORY)

Shareholders of the Company are hereby informed that as per the record, there are some unclaimed/uncollected / unpaid dividends and shares. Shareholders who could not collect their dividends/shares are advised to contact Company's Share Registrar, to collect/enquire about their unclaimed dividend or shares, if any. In compliance with Section 244 (2) of the Companies Act, 2017, after having completed the stipulated procedure, of three (3) years or more from the date due and payable, shall be deposited to the credit of Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to SECP.

viii) ONLINE PARTICIPATION IN AGM:

In pursuance of SECP Circular No. 5 dated March 17, 2020, Circular No. 6 dated March 22, 2020 and Circular No. 10 dated April 1, 2020 respectively regarding Regulatory Relief to dilute impact of Corona Virus (COVID 19) for Corporate Sector, the proceedings of the AGM shall be held online through video link only. The shareholders attending AGM through video link are requested to post/send their respective questions/comments/suggestions along with their Name and Folio Number on the following email address or WhatsApp number according to their convenience.

Email ID: agm@zil.com.pk

WhatsApp number 0334-3155091

In pursuance of SECP Circular No. 10 dated April 1, 2020 regarding Regulatory Relief to dilute impact of Corona Virus (COVID 19) for Corporate Sector, the Annual Report shall be circulated via email to those shareholders whose email addresses are present in the records/database of the company. The Annual Report has also been uploaded at the Company's website and is readily accessible to the shareholders (www.zil.com.pk).

In view of the evolving situation on the spread of the COVID-19, ZIL Limited has **decided to conduct above Shareholders' Meeting online** in order to protect the wellbeing of the shareholders.

The shareholders will be able to login and participate in the AGM proceedings through their smartphones or computer devices from their homes or any convenient location after completing all the formalities required for the verification and identification of the shareholders.

In this regard, shareholders are required to **update their valid e-mail addresses with the Share Registrar, latest by May 15, 2020**. A detailed procedure shall be communicated through e-mail directly to the shareholders who have provided their valid e-mail IDs and same shall be placed at the Company's website www.zil.com.pk in investor relation section.

The shareholders who **have already updated** their valid e-mail addresses with the Company or its Share Registrar and are interested to attend AGM may send below information at agm@zil.com.pk for their / their appointed proxy's verification. Such information should be sent from their **duly registered valid e-mail address for the registration purposes latest by May 24, 2020**.

S. NO.	NAME OF THE SHAREHOLDER	CNIC NUMBER	FOLIO NUMBER	CELL NUMBER	REGISTERED E-MAIL ADDRESS

In case of **appointment of a proxy**, please communicate above information for the individual who has been appointed as proxy of the Shareholder to participate and vote on behalf of the respective shareholder along with the duly signed proxy form.

