



H/FIN/10573/2018

October 1, 2018

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi

SUBJECT: NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on Tuesday, October 23, 2018 at 2:00 p.m. at Plot # 368/4&5, Landhi Industrial Area, Baldia Road, Karachi for circulation amongst the TRE Certificate Holders of the Exchange.

Yours faithfully,

For Shield Corporation Limited


M. Zaid Kaliya
Company Secretary

SHIELD CORPORATION LTD
(An ISO 9001 and ISO 14001 certified company)

37-G, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi-75400, Pakistan.
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NOTICE OF MEETING

Notice is hereby given that the 47th Annual General Meeting of the shareholders of the company will be held on Tuesday, 23 October 2018 at 2:00 p.m. at Plot # 368/4&5, Landhi Industrial Area, Baldia Road, Karachi to transact the following business:

Ordinary Business

1. To confirm the minutes of the last Annual General Meeting held on 27 October 2017.
2. To receive, consider and adopt the audited Financial Statements for the year ended 30 June 2018 along with Auditors' and Directors' reports thereon.
3. To consider & approve the final cash dividend of Rs. 3.50/- (35%) per share as recommended by the Board of Directors.
4. To appoint auditors of the Company for the year ending 30 June 2019 and fix their remuneration.

Special Business

5. To consider and adopt with or without modification, the following Special Resolution to amend Articles of Association of the Company in accordance with the Companies Act, 2017:

Clause 85

Current Clause

The remuneration of the Directors, shall, from time to time be determined by the Company in General Meeting and in addition to such remuneration, if any, the Directors shall be entitled to be paid by the Company for any special services rendered by them to the Company, such amount for travelling and other expenses incurred by the Directors for the purpose of services rendered to the Company as the Directors may, from time to time, fix. Additionally each Director shall be paid out of the funds of the Company by way of remuneration for his services such sum as the Board may determine, for each meeting of the Board attended by him. All such amounts paid to the Directors shall be considered as part of the expenses of the Company.

Suggested Amendment

The remuneration and benefits of the Directors and Chief Executive, shall, from time to time be determined by the Board of Directors of the Company and in addition to such remuneration, if any, the Directors and Chief Executive shall be entitled to be paid by the Company for any special services rendered by them to the Company, such amount for travelling and other expenses incurred by the Directors and Chief Executive for the purpose of services rendered to the Company as the Directors may, from time to time, fix. Additionally each Director shall be paid out of the funds of the Company by way of remuneration for his services such sum as the Board may determine, for each meeting of the Board and its committees attended by him. All such amounts paid to the Directors shall be considered as part of the expenses of the Company.

A statement under section 134(3) of the Companies Act, 2017 pertaining to Special Business along with the ordinary resolutions proposed to be passed, are being sent to the shareholders with the Notice.

By order of the Board

M. Zaid Kaliya
Company Secretary

Karachi: 6 September 2018

Notes:

1. The share transfer book of the Company will remain closed from 09-10-2018 to 23-10-2018 (both days inclusive) for the purpose of determining the entitlement for the Dividend.
2. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend, speak and vote on his / her behalf. Forms of Proxy must be deposited at the registered office of the Company not less than 48 hours before the time of the meeting.
3. In accordance with the notification of the Securities and Exchange Commission of Pakistan vide Notification SRO 275(I)/2016 dated 31 March 2016 read with SRO 19(I)/2014 dated 10 January 2014 and SRO 831(1) 2012 dated 5 July 2012, dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. Accordingly, members who have not yet submitted copy of their valid CNIC / NTN (in case of corporate entities) are requested to submit the same to the Registrar of the Company M/s. Central Depository



Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400, with members' folio no. mentioned thereon for updating record.

4. Shareholders (non CDC) are requested to promptly notify the Company's Registrar of any change in their addresses and submit if applicable to them, the Non-deduction of Zakat Form CZ-50 with the Registrar of the Company M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi. All the Shareholders holding their shares in book entry form are requested to please update their addresses and Zakat status with their respective Participants. This will assist in the prompt receipt of Dividend.
5. Under the provisions of Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 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. Shareholders who have not yet submitted their International Bank Account Number (IBAN) are requested to fill in Electronic Credit Mandate Form available on the Company's website; www.shield.com.pk and send it duly signed along with a copy of CNIC to the Registrar of the Company in case of physical shares. In case shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/participant/CDC account services.
6. Pursuant to Section 134(1)(b) of the Companies Act, 2017, if the Company receives a request from member(s) holding an aggregate ten percent (10%) or more shareholding residing at another city, such member(s) may request a video conferencing facility for the purposes of participating in the meeting at such a location by sending a request to the Company at least 10 (ten) days prior to the date of meeting, the Company will arrange video conference facility in that city subject to the availability of such facility in that city. To avail such facility, please submit the following form with the requisite information at the registered office of the Company:

I/we _____ of _____ being a member of Shield Corporation Limited, holding _____ ordinary shares as per register Folio / CDC Account No. _____ hereby opt for video conference facility at _____.

Name and signature

Date

The Company will intimate members regarding venue of video conference facility at least 7 days before the date of General Meeting along with complete information necessary to enable them to access such facility.

7. Pursuant to the provisions of the Finance Act 2018 effective from 1 July 2018, the rates of deduction of income tax from dividend payments under Section 150 of the Income Tax Ordinance, 2001 have been revised as follows:
 - 1) Rate of tax deduction for filer @ 15%
 - 2) Rate of tax deduction for non-filers @ 20%

To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 20%, shareholders whose names are not entered into the Active Taxpayers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 20% instead of 15%.

8. Shareholders are advised to ensure that they have provided their CNIC / NTN to their respective Participant / CDC Investor Account Services (if shareholding in Book Entry Form) or Company's Share Registrar (if shareholding in Physical Form) for checking the tax status as per the ATL issued by FBR from time to time.
9. Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as Joint-holder (s) based on their shareholding proportions, in case of joint accounts.

In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Company Name	Folio/CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

The required information must reach our Share Registrar within 10 days of this notice, otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

10. CDC Account Holders will further have to follow the under mentioned guideline as laid down in circular 1 dated 26 January 2000 issued by SECP.



A. For Attending the Meeting

- i. In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For Appointing Proxies

- i. In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
 - ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned in the form.
 - iii. Attested copies of CNIC or passport of beneficial owner and the proxy shall be furnished with the proxy form.
 - iv. The proxy shall produce his / her original CNIC or passport at the time of the meeting. In case of corporate entity, the Board of Directors' resolution / power of attorney with the specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
11. Pursuant to Para 3(a) of SRO 634(I)/2014 dated 10 July 2014 issued by the SECP the financial statements and reports have been placed on website of the Company.

Statement of Material Facts

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

This statement sets out the material facts concerning the special business to be transacted at 47th Annual General Meeting of Shield Corporation Limited to be held on 23 October 2018.

Agenda Item No. 5

Remuneration of Directors and Chief Executive:

In order to update the Articles of Association of the Company, the Board of Directors has recommended to the members of the Company to approve amendments in clause 85 of Articles of Association.

Interest of Directors:

The directors of the Company have no direct or indirect interest in the above mentioned Special Business to the extent that they are the members of the Company.