



H/FIN/00273/2020

June 25, 2020

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

Subject: NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on July 20, 2020 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours faithfully,
For **Shield Corporation Limited**

A handwritten signature in blue ink, appearing to read 'Hafiz Muhammad Hasan', is written over a horizontal line.

Hafiz Muhammad Hasan
Company Secretary

Encl: As above

SHIELD CORPORATION LTD

(An ISO 9001 and ISO 14001 certified company)

1007, Business Avenue, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi, Pakistan
Tel: (92-21) 34385003-4, Fax: (92-21) 34556344, Factory: (92-21) 35017301-35021463
Web: www.shield.com.pk



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Company will be held on Monday, July 20, 2020 at 11:00 a.m. at 109, Business Avenue, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi to transact the following business:

Ordinary Business

1. To confirm the minutes of the 48th Annual General Meeting held on October 25, 2019.
2. To elect seven directors as fixed by the Board of Directors for a period of three years commencing from July 20, 2020 in accordance with the provisions of section 159 of the Companies Act, 2017 in place of following retiring directors:
 - Mr. Ebrahim Qassim
 - Mr. Muhammad Haroon Qassim
 - Mr. Vali Muhammad A. Habib
 - Mr. Pir Muhammad
 - Mrs. Saadia Butt Naveed
 - Mr. Syed Imran Chishti
 - Mr. Muhammad Salman Qassim

Special Business

3. To consider and, if deemed fit, to pass with or without modification, the following resolutions as special resolutions to amend the Memorandum of Association and Articles of Association of the Company:

“RESOLVED THAT amendments in Memorandum of Association of the Company as mentioned in Annexure A are hereby approved.”

“FURTHER RESOLVED THAT amendments in Articles of Association of the Company as mentioned in Annexure A are hereby approved.”

Statements under section 134(3) and 166(3) of the Companies Act, 2017 pertaining to the material facts are annexed to this notice.

By order of the Board

Hafiz Muhammad Hasan
Company Secretary

Karachi: June 15, 2020

NOTES:

1. The share transfer book of the Company will remain closed from July 13, 2020 to July 20, 2020 (both days inclusive).



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 received at the registered office of the Company not less than 48 hours before the time of the meeting.
3. Any member who seeks to contest for election as a director shall, whether he/she is a retiring director or otherwise, file with the Company at its registered office not later than 14 (fourteen) days before the date of meeting, a notice of his intention to offer himself/herself for election as director in accordance with the provisions of the Companies Act, 2017 along with the following documents and information:
 - a. Folio / CDC Account No.
 - b. Consent to act as director in Form 28 under Section 167 of the Companies Act, 2017 and Regulation 4 of the Companies (General Provisions and Forms) Regulations, 2018.
 - c. A detailed profile along with his/her office address for placement on website of the Company.
 - d. Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria, as set out in Section 153 of the Companies Act, 2017 to act as Director or an Independent Director of a listed company.
 - e. Attested Copy of valid CNIC and NTN
 - f. Independent Director(s) shall meet the criteria laid down in Section 166 of the Companies Act, 2017, and the Companies (Manner and Selection of Independent Directors) Regulation 2018; accordingly, the following additional documents are to be submitted by the candidates intending to consent election of Directors as an Independent Director:
 - i. Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019;
 - ii. Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulation 2018.

The final list of contesting directors will be circulated not later than 7 (seven) days before the date of the Extra Ordinary General Meeting in terms of section 159(4) of the Companies Act, 2017. Further, the website of the Company will also be updated with the required information

4. Shareholders (non-CDC) are requested to notify any change of address immediately to the Share Registrar of the Company, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi.
5. Members who have not yet submitted photocopy of their valid CNIC / NTN (in case of corporate entities) are requested to submit the same to the Share Registrar of the Company.
6. Members can exercise their right to poll subject to meeting of requirement of Section 143 to 145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.
7. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the SECP.

A. For Attending the meeting

1. 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



identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

2. 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:

1. 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.
2. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned in the form.
3. Attested copies of CNIC or passport of the beneficial owners and the proxies shall be furnished with the proxy form.
4. The proxy shall produce his original CNIC or passport at the time of the meeting.
5. 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.



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 Extra Ordinary General Meeting of Shield Corporation Limited to be held on July 20, 2020.

Agenda Item No. 3 (A)

To Incorporate Principal Line of Business of the Company:

To update object clause and incorporate principal line of business of the Company in Memorandum of Association of the Company in line with the Companies Act, 2017, the Board of Directors has recommended to the members of the Company to approve amendments to Memorandum of Association of the Company as mentioned in annexure A of this notice.

Agenda Item No. 3 (B)

To Adopt Table A of the Companies Act, 2017 as Articles of Association of the Company

To adopt Table A of the Companies Act, 2017 with certain changes, as mentioned in annexure A of this notice, as Articles of Association of the Company.

Interest of Directors:

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

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

The Company is required to have Independent Directors on its Board in accordance with the requirements of Listed Companies (Code of Corporate Governance) Regulations, 2019. Independent Directors will be elected through the process of election of directors in terms of section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under section 166 (2) of the Act.



Annexure A

Amendments to Memorandum of Association of the Company:

1) Current clause III (1), clause III (81) and clause III (82) shall be re-numbered as clause III (81), clause III (82) and clause III (83) respectively.

2) Clause III (1) will be read as follows:

To carry on and undertake the business as manufacturers, toll manufacturers, distributors, dealers, wholesalers, retailers, importers, e-commerce market place, exporters of Fast Moving Consumer Goods including but not limited to baby care and oral care products, whether being finished goods, semi-finished goods, or raw and packing materials and every kind of machinery or accessories appertaining thereto or any other commodities and things which may be conveniently used or manufactured in conjunction with any of the above or any similar businesses or manufactures.

3) Words “wines,” and “beers,” shall be deleted from clause III (35).

Amendment to Articles of Association of the Company:

Current: Complete existing Articles of Association of the Company

Suggested: To adopt table A of the Companies Act, 2017 as Articles of Association of the Company except for the below mentioned:

- Article 1 (3) to be incorporated as follows:
“The regulations contained in Table ‘A’ in the first schedule to the Companies Act, 2017 SHALL NOT apply to the Company except so far as the same are expressly made applicable by these Articles but the regulations for management of the Company, and for the observance thereof by the members of the Company, and their representative shall, subject as aforesaid and to any exercise of the statutory powers of the Company in reference to the repeal or alteration of, or addition to its regulations by Special Resolution as prescribed by the said Act, be such as are contained in these Articles.”
- Below mentioned articles of Table A of the Companies Act, 2017 (Column A) to be replaced by articles in Column B named as ‘Amended Applicable Articles’:

Table 1

Article Reference	Articles of Table A of the Companies Act, 2017 (Column A)	Amended Applicable Articles (Column B)
13	The person nominated under regulation 12 shall, after the death of the member, be deemed as a member of company till the shares are transferred to the legal heirs and if the deceased was a director of the company, not being a listed company, the nominee shall also act as director of the company to protect the interest of the legal heirs.	The person nominated under regulation 12 shall, after the death of the member, be deemed as a member of company till the shares are transferred to the legal heirs.

19	The company may, by special resolution, reduce its share capital in any manner and with, and subject to confirmation by the Court and any incident authorised and consent required, by law.	The company may, by special resolution, reduce its share capital in any manner in compliance with the applicable law.
24	The company may provide video-link facility to its members for attending general meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members: Provided that in case of listed companies if the members holding ten percent of the total paid up capital or such other percentage of the paid up capital as may be specified, are resident in any other city, the company shall provide the facility of video-link to such members for attending annual general meeting of the company, if so required by such members in writing to the company at least seven days before the date of the meeting.	The company may provide video-link facility to its members for attending general meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members: Provided that if the members holding such percentage of the paid up capital as may be specified, are resident in any other city, the company shall provide the facility of video-link to such members for attending annual general meeting of the company, if so required by such members in writing to the company at least seven days before the date of the meeting.
36	Except for the businesses specified under sub-section (2) of section 134 to be conducted in the annual general meeting, the members of a private company or a public unlisted company (having not more than fifty members), may pass a resolution (ordinary or special) by circulation signed by all the members for the time being entitled to receive notice of a meeting. The resolution by circulation shall be deemed to be passed on the date of signing by the last of the signatory member to such resolution.	This article to be deleted
37A	This article to be added	The provisions and requirements for e-voting as prescribed by the Securities & Exchange Commission of Pakistan for the time being and from time to time shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles of Association and notwithstanding anything contradictory therein.
44	The following subscribers of the memorandum of association shall be the first directors of the company, so, however, that the number of directors	The following subscribers of the memorandum of association shall be the first directors of the company, so, however, that the number of directors shall

	shall not in any case be less than that specified in section 154 and they shall hold office until the election of directors in the first annual general meeting: 1. ab 2. cd 3. ef 4. gh	not in any case be less than that specified in section 154 and they shall hold office until the election of directors in the first annual general meeting: 1. Osman Suleman 2. Mohammed Sharif 3. Aziz Moon 4. Mirza A. Rustam 5. A. Rauf Ayoob 6. Haroon Mahenti 7. Amanullah Rehmatullah
45	The remuneration of the directors shall from time to time be determined by the company in general meeting subject to the provisions of the Act.	The remuneration of the directors shall from time to time be determined by the Board of Directors subject to the provisions of the Act.
49	The amount for the time being remaining undischarged of moneys borrowed or raised by the directors for the purposes of the company (otherwise than by the issue of share capital) shall not at any time, without the sanction of the company in general meeting, exceed the issued share capital of the company.	The amount for the time being remaining undischarged of moneys borrowed or raised by the directors for the purposes of the company (otherwise than by the issue of share capital) shall not at any time, without the sanction of the Board of Directors, exceed the issued share capital of the company.
51 (a)	(a) all resolutions and proceedings of general meeting(s) and the meeting(s) of directors and Committee(s) of directors, and every member present at any general meeting and every director present at any meeting of directors or Committee of directors shall put his signature in a book to be kept for that purpose;	(a) - all resolutions and proceedings of general meeting(s) and the meeting(s) of directors and Committee(s) of directors. - Every member present at any general meeting and every director present at any meeting of directors or Committee of directors shall put his signature in an attendance book, in whatever form, to be kept for that purpose;
52	The directors shall provide for the safe custody of the seal and the seal shall not be affixed to any instrument except by the authority of a resolution of the board of directors or by a committee of directors authorized in that behalf by the directors and in the presence of at least two directors and of the secretary or such other person as the directors may appoint for the purpose; and those two directors and secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	The directors shall provide for the safe custody of the seal and the seal shall not be affixed to any instrument except by the authority of a resolution of the board of directors or by a committee of directors authorized in that behalf by the directors and in the presence of at least two directors or of the company secretary or such other person as the directors may appoint for the purpose; and those two directors or company secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in his / their presence.
75 (3)	In case of a listed company, any dividend payable in cash shall only be paid through electronic mode directly	Any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders.



	into the bank account designated by the entitled shareholders.	
91	This article to be added	SECRECY CLAUSE No Member shall be entitled to require discovery of any information respecting any detail of the Company's business or any matter which is or may relate to the conduct of the business of the Company and which in the opinion of the Board of Directors, it will not be expedient in the interests of the Members of the Company to communicate to the public.

Note: Existing Articles of Association of the Company and the suggested Articles of Association are available on the Company's website (www.shield.com.pk) for ease of comparison for members if it is so desired.