



H/FIN/9872/2017
October 06, 2017

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 Friday, October 27, 2017 at 3:00 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**

A handwritten signature in blue ink, appearing to read 'M. Zaid Kaliya', written over a horizontal line.

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.
Tel: (92-21) 34385003-4, Fax: (92-21) 34556344, Factory: (92-21) 35017301-35021463
Web: www.shield.com.pk

Handwritten initials in blue ink, possibly 'VBR'.



NOTICE OF MEETING

Notice is hereby given that the 46th Annual General Meeting of the shareholders of the company will be held on Friday, October 27, 2017 at 3:00 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 Extra Ordinary General Meeting held on April 27, 2017.
2. To receive, consider and adopt the audited Financial Statements for the year ended June 30, 2017 along with Auditors' and Directors' reports thereon.
3. To consider & approve the final dividend of Rs. 5/- (50%) per share as recommended by the Board of Directors.
4. To appoint KPMG Taseer Hadi & Co. Chartered Accountant as External Auditors of the Company for the year ending June 30, 2018 and fix their remuneration.

Special Business

5. To approve transmission of annual audited financial statements, auditor's report and directors' report etc. ('Annual Audited Accounts') along with notice of general meeting to the shareholders of Shield Corporation Limited through CD/DVD/USB at their registered addresses as allowed by the Securities and Exchange Commission of Pakistan (SECP) and if thought fit to pass the following resolution as ordinary resolution:

"RESOLVED THAT transmission of annual audited financial statements, auditor's report and directors' report etc. ('Annual Audited Accounts') along with notice of general meeting to the shareholders of Shield Corporation Limited through CD/DVD/USB at their registered addresses in soft form i.e. CD/DVD/USB as notified by SECP vide its SRO No. 470(I)/2016 dated May 31, 2016 be and is hereby approved".

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: October 3, 2017

Notes:

1. The share transfer book of the Company will remain closed from 13-10-2017 to 27-10-2017 (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 March 31, 2016 read with SRO 19(I)/2014 dated January 10, 2014 and SRO 831(1) 2012 dated July 05, 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. Pursuant to the provisions of the Finance Act 2017 effective from July 1, 2017, 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%.

6. 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.
7. 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).

8. CDC Account Holders will further have to follow the under mentioned guideline as laid down in circular 1 dated January 26, 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.

9. Pursuant to Para 3(a) of SRO 634(I)/2014 dated July 10, 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 46th Annual General Meeting of Shield Corporation Limited to be held on October 27, 2017.

Agenda Item No. 5

Transmission of Annual Audited Financial Statements through CD/DVD/USB:

The SECP through SRO 470(I)/2016 dated May 31, 2017 has allowed companies to circulate the annual balance sheet and profit and loss account, auditor's report and directors' report etc. ("annual audited accounts") along with notice of general meeting to its shareholders in electronic form through CD/DVD/USB at their registered address. This would result in timely delivery of Annual Audited Accounts to the shareholders. The Company has placed on its website i.e. www.shield.com.pk a standard request form containing postal and email address of Company Secretary/Share Registrar, so that shareholders may request a hard copy of the Annual Audited Accounts. The Company will provide one hard copy free of cost to the requesting shareholder at their registered address within one week of the request.

Interest of Directors:

The directors of the Company have no direct or indirect interest in the above mentioned Special Business.