



April 28, 2020

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
KARACHI

**Shell Pakistan Limited**

Shell House  
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Dear Sir,

**NOTICE OF ANNUAL GENERAL MEETING**

Please find enclosed herewith, a copy of the Notice of Annual General Meeting of our Company scheduled to be held on Wednesday, May 20, 2020 at 10:30 a.m. through video-conference facility.

Pursuant to Government directions issued to prevent outbreak of Corona Virus Disease (COVID-19) and as per SECP Circular No. 10 of 2020, the Annual General Meeting of the Company will be held through Video Conferencing Facility. In order to inform our shareholders, we intend to publish this Notice in Dawn (combined editions Karachi, Lahore and Islamabad), Jang (Karachi) and Nawai-Waqt (Lahore) on April 29, 2020; which is being notified to PSX in compliance of Regulations No. 5.6.4 of the PSX Regulations.

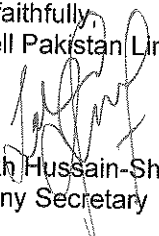
Furthermore, the Company has made arrangements to ensure that all participants including shareholders can participate in the AGM proceedings via video-link. For attending the meeting, the members are required to email their Name, Folio Number, Valid Email address and Number of Shares held in their name at SHELLPK-AGM2020@shell.com. For appointing proxies, the scanned copy of signed letter by shareholder authorizing proxy along with email address of Proxy and above required details must be sent to our email.

Video-Link and Login credentials will be shared with only those Members/Proxies whose emails, containing all the required particulars, are received at the given email address by or before the close of business hours on May 18, 2020. The shareholders can also provide their comments and questions for the agenda items of the AGM on email: SHELLPK-AGM2020@shell.com.

We recognise that some of our shareholders value the AGM as an opportunity to engage with the Board, and like us, they may consider the inability to do that this year as very regrettable. However, we must all put safety first, and the changes we are making in these exceptional circumstances have been made to protect our people and any attendees permitted by applicable law.

We trust that you understand and support these decisions under the unprecedented circumstances this year.

Yours faithfully,  
for Shell Pakistan Limited

  
Lalarukh Hussain-Shaikh  
Company Secretary

## NOTICE OF ANNUAL GENERAL MEETING THROUGH VIDEO-CONFERENCE

Notice is hereby given that the 51<sup>st</sup> Annual General Meeting of Shell Pakistan Limited will be held on Wednesday, May 20, 2020 at 10:30 a.m. through video-conference facility to transact the following business:

1. To receive, consider, adopt and approve the Report of Directors and Auditors together with the Audited Accounts for the year ended December 31, 2019.
2. To appoint Auditors for the financial year January 1 to December 31, 2020 and to fix their remuneration.
3. To elect ten (10) Directors in accordance with the Companies Act, 2017 for a period of three years commencing from June 13, 2020.

The names of the retiring Directors are:

Mr. Rafi H Basheer  
Mr. Parvez Ghias  
Mr. Nasser N S Jaffer  
Mr. Badaruddin Fatehali Vellani  
Ms. Madiha Khalid  
Ms. Naz Khan  
Mr. John King Chong Lo  
Mr. Haroon Rashid  
Mr. Faisal Waheed  
Mr. Waqar Siddiqui

4. To authorise the Executive Directors who are whole time working directors of the Company to hold their respective offices of profit as executives of the Company.

By Order of the Board

Lalarukh Hussain-Shaikh  
Secretary

Karachi: April 27, 2020

Shell House  
6, Ch. Khaliqzaman Road  
Karachi-75530

## NOTES:

- (i) The register of members will remain closed from Wednesday, May 6, 2020 to Wednesday, May 20, 2020 (both days inclusive). Transfers received in order at the office of our Share Registrars, FAMCO Associates (Pvt) Ltd., 8-F, next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi-75400 by the close of business on May 5, 2020 will be in time for the purpose of attending the annual general meeting.
- (ii) Members holding physical shares are requested to notify any change in their addresses immediately to our Share Registrars, FAMCO Associates (Pvt) Ltd., 8-F, next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi-75400.
- (iii) For attending the meeting, members are required to e-mail their name, folio number, valid e-mail address and number of shares held in their name to SHELLPK-AGM2020@shell.com. with the subject "Registration for SPL's AGM".
- (iv) Video-link and login credentials will be shared with only those member/proxies whose e-mails containing all the required particulars are received at the given e-mail address by or before the close of business hours on May 18, 2020. The shareholders can also provide their comments and questions for the agenda items of the AGM on SHELLPK-AGM2020@shell.com.
- (v) A member entitled to attend and vote at the meeting shall be entitled to appoint another person, as his/her proxy to attend, demand or join in demanding a poll, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the meeting as are available to a member. Proxies, in order to be effective, must be received at the registered office of the Company not later than 48 hours before the meeting. Proxies may also be appointed by e-mailing a scanned copy of signed letter by shareholder authorising proxy along with e-mail address of proxy and the relevant details (as below) to SHELLPK-AGM2020@shell.com. A proxy need not be a member of the Company.
- (vi) Members or their proxies are required to present their original CNIC or Passport along with the Participant's I.D. and Account Number(s) at the time of attending the Annual General Meeting through video-conference in order to authenticate their identity.
- (vii) A form of Proxy is enclosed with the Notice of Meeting being sent to the members.
- (viii) Audited Accounts and the Annual Report of the Company for the year ended December 31, 2019 have been provided on the Company's website.
- (ix) Members can also exercise their right of E-Voting subject to the requirements of S.143-145 of the Companies Act, 2017 and the applicable clauses of the Companies (Postal ballot) Regulations, 2018.
- (x) Any person who seeks to contest the election of Directors shall file with the Company at its registered office not later than fourteen days before the date of the said meeting his/her intension to office himself/herself for the election of the Directors in terms of section 159 (3) of the Companies Act, 2017 together with:
  - (a) Consent to act as Director in form 28, as required under section 167 (1) of the Companies Act, 2017.

- (b) Detailed profile along with the office address for placement onto the Company's website seven days prior to the date of election in terms of SRO 634 (1) 2014 of July 10, 2014, and
- (c) Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies Act, 2017 to act as a Director of a listed Company.

### **Statement of Material Facts**

#### Holding of Office of Profit by Executive Directors

As required by section 171(1)(c)(i) of the Companies Act 2017, the Members in General Meeting are required to authorise the holding of office of profit by the Executive Directors. For this purpose it is proposed that the following resolution be considered and passed as an ordinary resolution:

RESOLVED THAT the Executive Directors (including Alternate Directors) of the Company be and are hereby authorized to hold their respective offices of profit as executives of the Company under their respective contracts of service and that they be allowed benefits arising under their respective contracts of service and the applicable service rules of the Company.

RESOLVED FURTHER THAT in the event of any of the aforesaid offices of profit falling vacant, the approval hereby given shall be equally applicable to any other person appointed to fill such vacancy.