



## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (the “EOGM”) of the Company will be held on Thursday, July 20, 2023 at 10:00 A.M. at Suite No. 109, Business Avenue, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi and through video link to transact the following business:

### ORDINARY BUSINESS

1. To confirm the minutes of the last Annual General Meeting held on October 27, 2022.
2. To elect Seven (07) Directors as fixed by the Board of Directors in the meeting held on June 15, 2023 for term of three years commencing from July 20, 2023 in accordance with the provisions of Section 159 of the Companies Act, 2017 in place of following retiring directors:
  - Mr. Ebrahim Qassim
  - Mr. Mohammad Haroon Qassim
  - Mr. Vali Muhammad A. Habib
  - Mr. Abdul Ghaffar Umer Kapadia
  - Mrs. Saadia Naveed
  - Mr. Imran Chishti
  - Mr. Mohammad Salman Qassim

Statement under Section 166(3) of the Companies Act, 2017 pertaining to the Material Facts is annexed to this notice.

By order of the Board

**Hafiz Muhammad Hasan**  
Company Secretary

Karachi: June 15, 2023

### NOTES:

1. The Share Transfer Books of the Company will remain closed from July 13, 2023 to July 20, 2023 (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. Pursuant to Circular 4 of 2021 issued by SECP, shareholders who wish to participate virtually in the EOGM are requested to email below mentioned information with subject “Registration for EOGM of Shield” along with valid copy of both sides of Computerized National Identify Card (CNIC) at [general.meetings@shield.com.pk](mailto:general.meetings@shield.com.pk) not less than 48 hours before the time of the meeting;

Name of Shareholder	CNIC Number	Folio / CDS Account #	Registered email Address	Cell Number
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Video conference link details and login credentials shall be shared with only those shareholders whose required information is received through their registered email address within the specified time.



4. 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/her 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. 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;
  - b. A detailed profile along with his/her office address for placement on website of the Company;
  - c. 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;
  - d. Attested Copy of valid CNIC and NTN;
  - e. 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 EOGM 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.

5. 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.
6. 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.
7. Members can exercise their right to demand a 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.
8. Shareholders can also avail video conference facility, in this regard, please fill the following and submit to registered address of the Company at least 7 days before holding of the EOGM. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 7 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of Shield Corporation Limited, holding \_\_\_\_\_ ordinary shares as per Registered Folio / CDS Account No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

\_\_\_\_\_  
Name and signature

\_\_\_\_\_  
Date



9. 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 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 Companies Act., 2017.