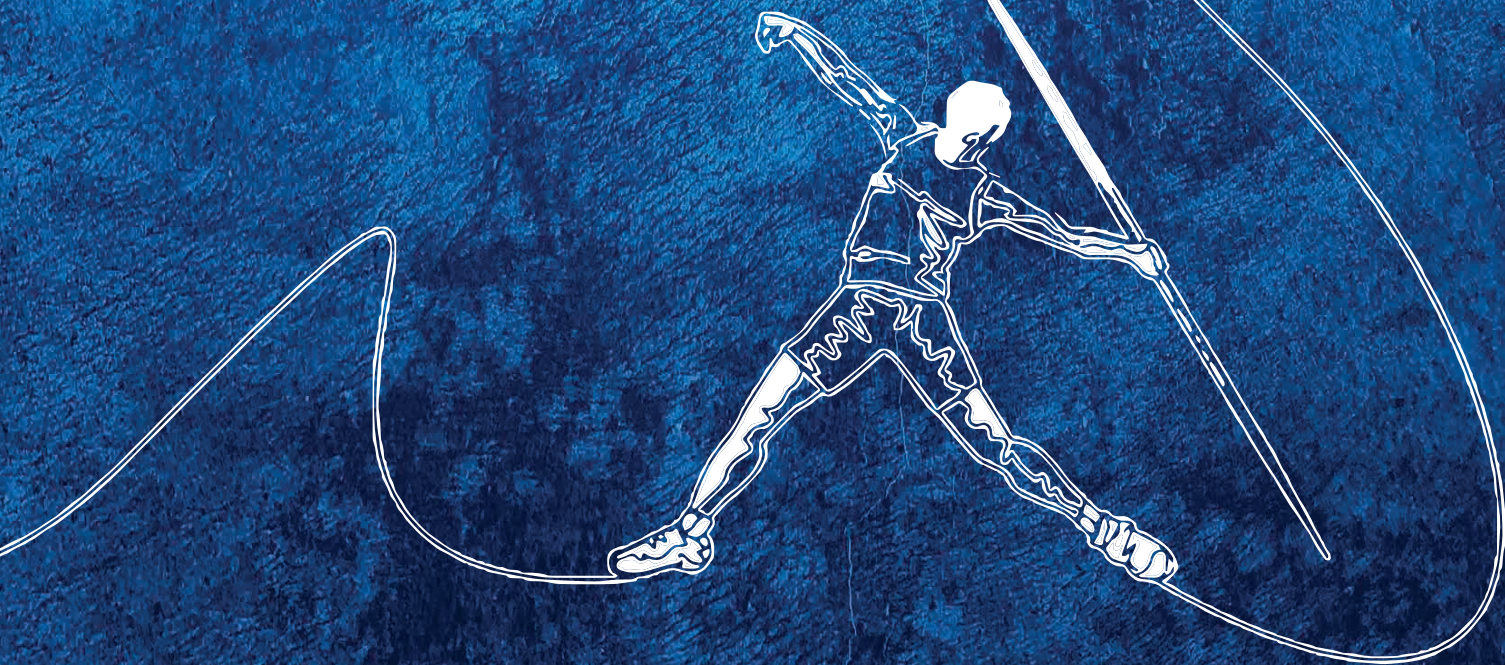


RAISING THE BAR





**DETERMINATION
PERSEVERANCE
TEAMWORK**



LEGACY

These decades have come with many challenges and obstacles, and like a true leader Shield has continued with resilience, vision and commitment to all its stakeholders: customers, employees and shareholders.

WORKING TOGETHER TO UPHOLD ITS VISION with its legacy of leadership, Shield has stood tall and dealt with the unique challenges of 2022.



Vision & Mission



VISION

To become the best personal and household care company and amongst the most trusted names in product categories we decide to be in.



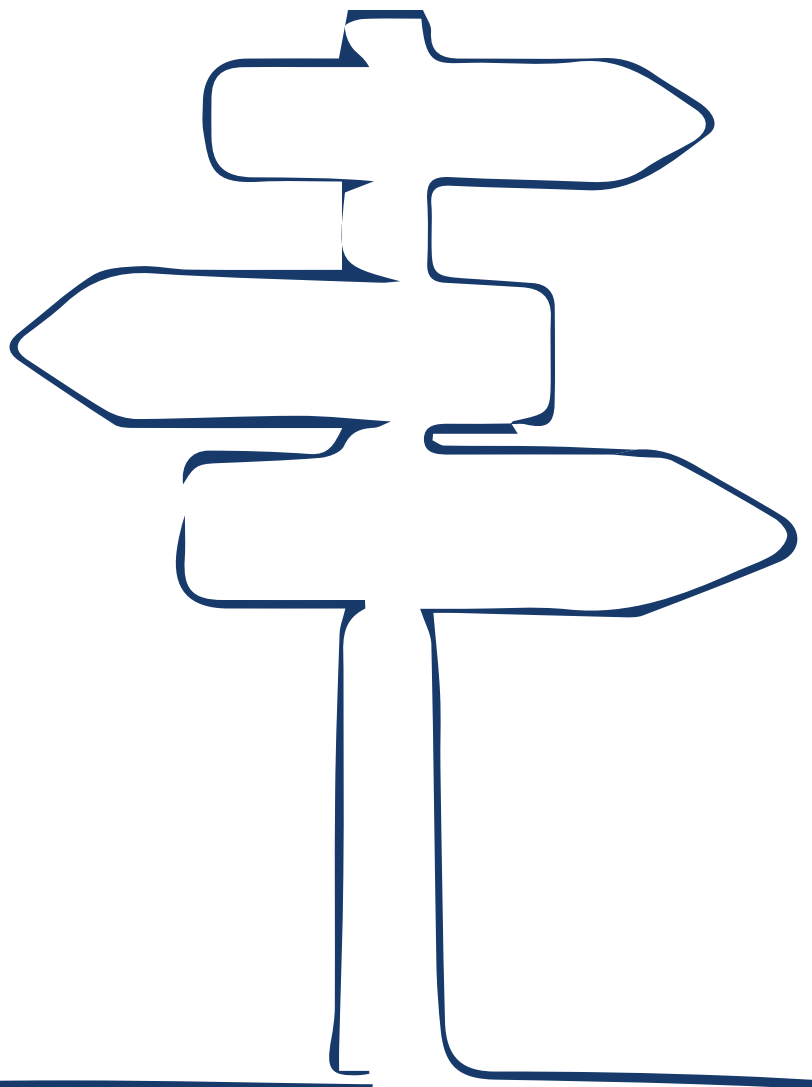
MISSION

To be the best consumer products company by focusing on quality, consumer needs and marketing excellence, while maintaining an ethical code of conduct, showing care and compassion towards employees, being fair to all stakeholders, and symbolizing responsible corporate citizenship.





SHIELD CORPORATION LIMITED WAS ESTABLISHED IN THE YEAR 1975. WE MANUFACTURE ORAL CARE & BABY CARE PRODUCTS. THE RANGE INCLUDES A VARIETY OF TOOTHBRUSHES, BABY FEEDERS, SOOTHERS, TEETHERS, NIPPLES, TRAINING CUPS AND DIAPERS. TEAM SHIELD IS COMMITTED TO PROVIDING BEST QUALITY PRODUCTS TO OUR CONSUMERS UNDER THE GUIDELINES OF ISO 9001 AND ISO 14001.



CONTENTS

COMPANY INFORMATION	17
CHAIRMAN'S REVIEW REPORT	18
DIRECTORS' REPORT TO THE SHAREHOLDERS	19
KEY FINANCIAL DATA	26
STATEMENT OF VALUE ADDED	27
VERTICAL ANALYSIS	28
HORIZONTAL ANALYSIS	29
OPERATING AND FINANCIAL HIGHLIGHTS	30
PATTERN OF SHAREHOLDING	32
STATEMENT OF COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE	34
INDEPENDENT AUDITORS' REVIEW REPORT	36
INDEPENDENT AUDITORS' REPORT	37
STATEMENT OF FINANCIAL POSITION	42
STATEMENT OF PROFIT OR LOSS	43
STATEMENT OF COMPREHENSIVE INCOME	44
STATEMENT OF CASH FLOWS	45
STATEMENT OF CHANGES IN EQUITY	46
NOTES TO THE FINANCIAL STATEMENTS	47
NOTICE OF ANNUAL GENERAL MEETING	75
PROXY FORM	78
PROXY FORM IN URDU	80
DIRECTORS' REPORT TO THE SHAREHOLDERS IN URDU	82
CHAIRMAN'S REVIEW REPORT IN URDU	92



FEEDING RANGE

IN LINE WITH THE INTERNATIONAL STANDARDS OF SAFETY, SHIELD INTRODUCED ITS BPA FREE RANGE OF FEEDING BOTTLES AND ACCESSORIES. MADE FROM 100% FOOD GRADE PP MATERIAL, SHIELD'S NEW FEEDING RANGE IS COMPLETELY SAFE FOR BABIES AND GROWING CHILDREN. INNOVATION AND QUALITY STANDARDS HAVE WON SHIELD THE TRUST OF MOTHERS ACROSS PAKISTAN.



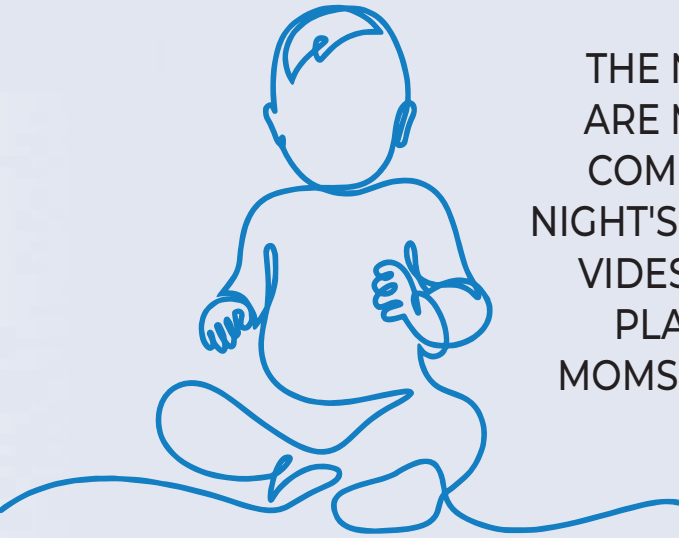
BABY CARE RANGE

ممتاکی زبان





BABY DIAPERS



THE NEW AND IMPROVED SHIELD BABY DIAPERS ARE MORE ABSORBENT, KEEPING BABY DRY AND COMFORTABLE LONGER AND ENSURING A GOOD NIGHT'S SLEEP. THE IMPROVED FRONTAL TAPE PROVIDES BETTER STICKINESS AND HOLDS DIAPER IN PLACE. SHIELD BABY DIAPERS ARE TRUSTED BY MOMS AND LOVED BY HAPPY, HEALTHY AND COMFORTABLE BABIES!





EXPERT CARE



FAMILY CARE



ESSENTIAL CARE

ہنسو... ذرا اور کھلے لہلا کے



SHIELD CHAMPS



مٹھاس سے ڈرنا کیسا



ORAL CARE RANGE

SHIELD TOOTHBRUSH PORTFOLIO IS WELL KNOWN OWING TO ITS EXCELLENT PRODUCT QUALITY AND A VAST PRODUCT RANGE CONSIDERING DISTINCT CONSUMER NEEDS FOR BOTH, ADULTS AND KIDS.

SHIELD ALL-NEW REGULAR TOOTHPASTE WAS RELAUNCHED WITH IMPROVED FORMULATION AND NEW PACKAGING IN TWO FLAVORS, PEPPERMINT AND CINNAMON. SHIELD KIDS TOOTHPASTE IS ALSO AVAILABLE IN TWO EXCITING FLAVORS, STRAWBERRY AND BUBBLE GUM.



COMPANY INFORMATION

Board of Directors

Mr. Ebrahim Qassim	Chairman
Mr. Mohammad Haroon Qassim	Chief Executive
Mr. Vali Muhammad A. Habib	Director
Mr. Abdul Ghaffar Umer Kapadia	Director
Mr. Imran Chishti	Director
Mrs. Saadia Naveed	Director
Mr. Mohammad Salman Qassim	Director

Audit Committee

Mr. Abdul Ghaffar Umer Kapadia	Chairman
Mr. Vali Muhammad A. Habib	Member
Mr. Imran Chishti	Member

Human Resource & Remuneration Committee

Mr. Imran Chishti	Chairman
Mr. Mohammad Haroon Qassim	Member
Mr. Vali Muhammad A. Habib	Member

Risk Management Committee

Mr. Mohammad Haroon Qassim	Chairman
Mr. Vali Muhammad A. Habib	Member
Mr. Abdul Ghaffar Umer Kapadia	Member

Chief Financial Officer

Mr. Yasir Yousuf Chhabra

Company Secretary

Mr. Hafiz Muhammad Hasan

Head of Internal Audit

Mr. Tariq Shahzad

Legal Advisors

Mr. Shafqat Zaman

External Auditors

BDO Ebrahim & Co.
Chartered Accountants

Internal Auditors

Yousuf Adil
Chartered Accountants

Bankers

Meezan Bank Limited
Bank Al-Habib Limited - Islamic Banking
Habib Metropolitan Bank Limited - Islamic Banking
Habib Metropolitan Bank Limited
Bank Alfalah Limited - Islamic Banking

Registrar & Share Registration Office

CDC Share Registrar Services Limited
CDC House, 99-B, S.M.C.H.S,
Main Shahrah-e-Faisal,
Karachi

Registered Office

Office 1007, Business Avenue,
Block 6, P.E.C.H.S., Shahrah-e-Faisal,
Karachi

Factory

Plot No. 368/4 & 5
Landhi Industrial Area
Baldia Road
Karachi

Email & URL

mail@shield.com.pk
www.shield.com.pk

CHAIRMAN'S REVIEW REPORT

I am pleased to present this review as required under section 192 of the Companies Act, 2017.

Overall, the Board is working well given its organizational model and board structure, with Board members having the appropriate range of skills, knowledge and experience, as well as the degree of diversity, necessary to enable it to effectively govern the business.

As required under the Code of Corporate Governance, an annual evaluation of the Board of Directors of your company has been carried out to ensure that the Board's overall performance and effectiveness is measured and benchmarked against expectations in the context of objectives set for the Company.

For the financial year ended June 30, 2022, overall performance and effectiveness of the Board, its members and its committees has been satisfactory. The assessment is based on an evaluation of integral components, including vision, mission and values; engagement in strategic planning; formulation of policies; monitoring the organization's business activities; monitor financial resource management; effective fiscal oversight; equitable treatment of all employees and efficiency in carrying out the Board's business and its committees. Improvement is an ongoing process leading to action plans.

The Board of Directors of your Company received agendas and supporting written material including follow up materials in sufficient time prior to the board and its committee meetings. The board meets frequently enough to adequately discharge its responsibilities. The non-executive and independent directors are equally involved in important decisions. All of the directors are compliant with Director's Training Program (DTP) as required by Securities and Exchange Commission of Pakistan (SECP).

I would like to thank my fellow directors who had carried their responsibilities diligently and look forward to their contribution in future.



Ebrahim Qassim
Chairman

Dated: September 27, 2022

DIRECTORS' REPORT TO THE SHAREHOLDERS

The Directors of Shield Corporation Limited are pleased to present the annual report and the audited financial statements for the financial year ended June 30, 2022.

Financial Summary

Operating Results	2022	2021	Increase / (Decrease)
	(Rupees)	(Rupees)	
Net Sales	2,662,054,711	2,148,550,393	23.90%
Gross Profit	638,293,250	663,832,544	(3.85%)
Gross Profit %	23.98%	30.90%	(692 bps)
Selling and Distribution Expenses	477,900,591	318,350,706	50.12%
Administrative and General Expenses	53,887,645	51,226,977	5.19%
Finance Costs	85,037,887	52,491,216	62.00%
Profit Before Tax	25,796,801	227,222,391	(88.65%)
Profit After Tax	17,761,965	155,104,773	(88.55%)
Earnings per Share	4.55	39.77	(88.55%)

Financial Overview

Economic Outlook

Post COVID-19 positive sentiments that were witnessed after a substantial economic recovery last year, economy again faced great challenges during the year. Economy struggled a lot during the year due to macroeconomic vulnerabilities on the local and global front, mainly being higher commodity prices, Russia - Ukraine conflict and instability in political environment in Pakistan. Consequently, Pakistani Rupee witnessed a massive decline specially in the last quarter of the financial year. Policy rate also increased by a cumulative 8% to 15%.

Financial Highlights

1. The Company's top line has shown a significant growth of 23.90% with sales of Rs.2.66 billion. This is the highest ever sale in the history of the Company. The growth in sales is due to combination of volume growth and price increases.
2. Gross margin dropped by 6.92% mainly due to the sharp increase in commodity prices globally, which was partly offset by the price increase taken during the year. Rising inflation has put a lot of pressure on the buying power.
3. Finance cost of the Company has increased by Rs. 32.55 million due to increase in utilization of short-term and long-term financing facilities and a higher Bank rate during the year.
4. Due to the reasons mentioned, the Company's profit before tax reduced to Rs. 25.80 million for the year 2021-22. The Company recorded earnings per share of Rs. 4.55 as compared to Rs. 39.77 per share of last year. After-tax profit for the year 2021-22 has been recorded as Rs. 17.76 million.
5. Considering the current business environment and the requirements of the business no dividend is proposed for the year ended June 30, 2022.

Our Business Diversity & Highlights

Shield Corporation Limited established in 1975 has strategically expanded its product portfolio in Baby Care and Oral Care over last 47 years while maintaining prominent position in the market.

Shield continues its legacy as a leading player in baby care category. Our success is built on legacy, our commitment to high quality, value for money and a vast range of products. That is why mothers place their trust in Shield products than in any other baby care brand in Pakistan. Shield is the first local brand to introduce entire range of BPA free products including Feeders, Nipples, Soothers, Teethers, Training Cups and Cleaning Brushes.

Shield being a Baby Care company has a sizeable portfolio of Baby Diapers. It recently launched Baby Wipes which has received a wonderful response from the market.

Shield adult toothpaste was relaunched with improved formulation and new packaging in two exciting flavors that is Peppermint and Cinnamon. The relaunch was conducted in selective cities with engaging activities for customers as well as retailers. Shield Kids toothpaste is available in two flavors namely Strawberry and Bubble Gum.

Shield Toothbrush category is well known owing to its excellent product quality and a vast product range. The portfolio has been divided into four categories namely Champs, Essential Care, Family Care and Expert Care thus giving it a special focus.

Social Engagements

Shield always seeks opportunities to add value to the lives of an average Pakistani. In order to inculcate creativity amongst children, youth and women, Shield collaborated with UNAP (United Nations Association of Pakistan) for International Children's Day, Women's Day and Education Day. Shield was the proud sponsor of these events whereas UNAP implemented and executed the programs online.

Shield collaborated with Seed Ventures for the 3rd cycle of Aao Likhein Kahani. Objective of the third cycle was to inculcate creative writing among children. The program was open for the children ages 10 to 12 years across Pakistan and was conducted virtually. 30 children were shortlisted by judges through an online writing competition. These children were inducted into a 5-day online boot camp where they were trained by experienced creative writing trainers on how to develop stories and illustrations. Out of these, 15 shortlisted children were invited to Karachi along with their guardian for a fun filled yet memorable time where their work was showcased in front of media, experts and trainers.

With the aim to raise awareness for oral health Shield was the proud sponsor of World Oral Health Day 2022. Theme for this year was "Be Proud of your Mouth". Free check-ups were done in selective dental hospitals.

Contribution to the National Exchequer

Your Company made a total contribution of Rs. 658 million to the National Exchequer on account of different government levies, including custom duty, regulatory duty, sales tax and income tax during the year 2021-22.

Corporate Governance

The Company has fully complied with the requirements of the Code of Corporate Governance as contained in the Listing Regulations of the Pakistan Stock Exchange Limited. A statement to this effect is annexed with this report.

Composition of the Board

The board consists of 6 male and 1 female directors with following composition:

Independent directors	2
Other non-executive directors	3
Executive directors	2
Total number of directors	7

Board Meetings

During the year five (5) meetings of the Board of Directors were held. Attendance of each director is as follows:

Name of Director	Designation	Attendance
Mr. Ebrahim Qassim	Non-Executive Director / Chairman	5/5
Mr. Mohammad Haroon Qassim	Executive Director / Chief Executive	4/5
Mr. Vali Muhammad A. Habib	Non-Executive Director	5/5
Mr. Abdul Ghaffar Umer Kapadia	Non-Executive / Independent Director	5/5
Mrs. Saadia Naveed	Non-Executive Director	4/5
Mr. Imran Chishti	Non-Executive / Independent Director	4/5
Mr. Mohammad Salman Qassim	Executive Director	5/5

The Board granted leave of absence to those Directors who could not attend the Board Meetings. No casual vacancy occurred during the year.

Remuneration Policy of Directors

The remuneration of the Board members is approved by the Board itself. However, in accordance with the Code of Corporate Governance, it is ensured that no Director takes part in deciding his own remuneration. The Company does not pay remuneration to non-executive directors including the independent directors except fee for attending the meetings. For information on remuneration of Directors and CEO in 2021-22, please refer notes to the Financial Statements.

Pattern of Shareholding

A statement showing pattern of shareholdings of the Company and additional information as at June 30, 2022 is included in the report.

The Board has determined threshold for disclosure of interest by executives holding of Company's shares which include CEO, CFO, Head of Internal Audit, Company Secretary and employees who are drawing annual basic salary of PKR 2.0 million or more.

Audit Committee

The Audit Committee comprises of three non-executive directors, of whom two are independent directors. An independent director is the chairman of the Audit Committee. The Audit Committee meets at least four times a year. The Company Secretary acts as secretary to the Audit Committee. The brief terms of reference of the Audit Committee are as follows:

- Determination of appropriate measures to safeguard the Company's assets;
- Review of annual and interim financial statements of the Company, prior to their approval by the Board of Directors.
- Review of preliminary announcements of results prior to external communication and publication;
- Facilitating the external audit and discussion with external auditors of major observations arising from interim and final audits and any matter that the auditors may wish to highlight (in the absence of management, where necessary);
- Review of management letter issued by external auditors and management's response thereto;
- Ensuring coordination between the internal and external auditors of the Company;
- Review of the scope and extent of internal audit, audit plan, reporting framework and procedures and ensuring that the internal audit function has adequate resources and is appropriately placed within the Company;
- Consideration of major findings of internal investigations of activities characterized by fraud, corruption and abuse of power and management's response thereto;
- Ascertaining that the internal control systems including financial and operational controls, accounting systems for timely and appropriate recording of purchases and sales, receipts and payments, assets and liabilities and the reporting structure are adequate and effective;
- Review of the Company's statement on internal control systems prior to endorsement by the board of directors and internal audit reports;
- Instituting special projects, value for money studies or other investigations on any matter specified by the board of directors, in consultation with the chief executive officer and to consider remittance of any matter to the external auditors or to any other external body;
- Determination of compliance with relevant statutory requirements;
- Monitoring compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019 and identification of significant violations thereof;
- Review of arrangement for staff and management to report to audit committee in confidence, concerns, if any, about actual or potential improprieties in financial and other matters and recommend instituting remedial and mitigating measures;
- Recommend to the board of directors the appointment of external auditors, their removal, audit fees, the provision of any service permissible to be rendered to the Company by the external auditors in addition to audit of its financial statements. The board of directors shall give due consideration to the recommendations of the audit committee and where it acts otherwise it shall record the reasons thereof.
- Consideration of any other issue or matter as may be assigned by the board of directors.

Audit Committee Meetings

During the year four (4) meetings of the Audit Committee were held. Attendance of each member is as follows:

Name of Director	Position on the Committee	Attendance
Mr. Abdul Ghaffar Umer Kapadia	Chairman	4/4
Mr. Vali Muhammad A. Habib	Member	4/4
Mr. Imran Chishti	Member	4/4

Human Resource & Remuneration Committee

The board has formed a Human Resource and Remuneration Committee. It comprises of three members one of whom is chief executive, one is non-executive director and one is independent director who is also chairman of the Committee. Human Resource & Remuneration Committee meets at least once a year. The terms of reference of the Human Resource & Remuneration Committee are as follows:

- Recommending to the board for consideration and approval of a policy framework that determines remuneration of directors (both executive and non-executive) and members of senior management which include, Chief Financial Officer, Company Secretary and Head of Internal Audit;
- Undertaking annually a formal process of evaluation of performance of the board as a whole and its committees;
- Recommending human resource management policies to the board;
- Recommending to the board the selection, evaluation, development, compensation (including retirement benefits) of Chief Financial Officer, Company Secretary and Head of Internal Audit;
- Where human resource and remuneration consultants are appointed, their credentials shall be known by the committee and a statement shall be made by them as to whether they have any other connection with the company.

Human Resource & Remuneration Committee Meetings

During the year, one (1) meeting of the Human Resource & Remuneration Committee was held to discuss and approve the matters falling under the terms of reference of the Committee. Attendance of each member is as follows:

Name of Director	Position on the Committee	Attendance
Mr. Imran Chishti	Chairman	1/1
Mr. Mohammad Haroon Qassim	Member	1/1
Mr. Vali Muhammad A. Habib	Member	1/1

Risk Management Committee

The Board of Directors of the Company has established a Risk Management Committee comprising of three members as recommended by Listed Companies (Code of Corporate Governance) Regulations, 2019. The Committee includes one Executive Director, one Non-Executive Director and one Independent Director. The terms of reference of the Risk Management Committee are as follows:

- Monitoring and review of all material controls (financial, operational, compliance);
- Ensuring that risk mitigation measures are robust and integrity of financial information is ensured; and
- Appropriate extent of disclosure of company's risk framework and internal control system in Directors' report.

Risk Management Committee Meetings

During the year, one (1) meeting of the Risk Management Committee was held to discuss and approve the matters falling under the terms of reference of the Committee. Attendance of each member is as follows:

Name of Director	Position on the Committee	Attendance
Mr. Mohammad Haroon Qassim	Chairman	1/1
Mr. Abdul Ghaffar Umer Kapadia	Member	1/1
Mr. Vali Muhammad A. Habib	Member	1/1

Risk Management

The Company's activities expose it to a variety of risks. The Company's overall risk management program focuses on minimizing potential adverse effects on the Company's performance. The overall risk management of the Company is carried out by the Company's Senior Management Team and the results are shared with the Risk Management Committee and the Board of Directors. This entails identifying, evaluating and addressing strategic, financial, commercial, operational and compliance-related risks of the Company as are mentioned below:

1. Strategic Risks

Risk	Mitigating Strategy
The Company may lose its market share of Baby Care products due to change in customer preferences.	The Company is investing in new technology to produce products which compliments customer preferences.
IT security risk.	IT controls and firewalls are in place to prevent unauthorized access to confidential / proprietary information. Regular system updates, IT audits and trainings are conducted to monitor and minimize the risk of breaches, errors or other irregularities.

2. Financial Risks

Risk	Mitigating Strategy
Fluctuations in foreign currency rates.	The Company is trying to increase its exports to mitigate currency fluctuation risk.
Customers will default in payments to the company.	Most of our sales are either against cash or advance. For credit sales, credit limits have been assigned to customers.
Insufficient cash available to pay liabilities resulting in a liquidity problem.	The Company has a proactive cash management system. Committed credit lines from banks are also available to bridge a liquidity gap, if any.

3. Commercial Risks

Risk	Mitigating Strategy
Increasing production and distribution costs result in decrease in profits of the Company.	Increase in levies, duties, regulatory duties and other costs are beyond the control of the Company. The Company, however, is committed to improve operational efficiencies and implement effective cost controls to mitigate this risk to the maximum possible extent. The Company considers increase in price as a last option.
Raw material cost component is a major part of the overall cost of production of the Company. Suppliers may increase the cost of products supplied in view of international economic conditions.	The Company examines raw material prices offered by various suppliers on a regular basis to compare and control its purchasing cost. Moreover, it has strategic relationships with key international raw material suppliers which benefit the company in price negotiation and prompt material delivery.

4. Operational risk

Risk	Mitigating Strategy
Increase in employee turnover at critical positions.	The Company has a culture of employee training and development, promoting and rotating employees within the departments. Formal work procedures and work instructions are also in place, which provide guidance on any process undertaken by a new employee.
Risk of major accidents impacting employees, records and property.	Implementation of standardized operating procedures, employee trainings and operational discipline.
The Company may not be able to operate at an optimal capacity due to the unavailability of electricity.	The Company has standby generators to be used in case of electricity failure.

5. Compliance risk

Risk	Mitigating Strategy
Modifications in the legal framework by regulatory bodies.	Rigorous checks on latest updates in regulatory framework are carried out to prevent any breach of law. Trainings are conducted to keep employees abreast of all latest developments in laws and regulations.

Subsequent Events

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statement relates and the date of the report.

External Auditors

M/s. BDO Ebrahim & Co. Chartered Accountants, the auditors of the Company retire and being eligible, offer themselves for re-appointment. The Board of Directors based on recommendation of the Audit Committee considered and approved re-appointment of M/s. BDO Ebrahim & Co. Chartered Accountants, as auditors of the Company for the year ending June 30, 2023 on such terms and conditions and remuneration as to be decided.

Internal Auditors

The Internal Audit Function is outsourced to M/s. Yousuf Adil Chartered Accountants and reports to Head of Internal Audit and the Boards' Audit Committee. It reviews the system of internal controls and conduct the internal audit process.

Impact of Company Business on Environment

The Company is committed to reducing its impact on the environment through its compliance & surveillance of EMS ISO 14001. Each department ensures that their daily activities cover following environmental aspects.

- Preventing pollution and reducing consumption of resources through waste management strategies that promote waste minimization re-use, recovery and recycling, as appropriate.
- Use of natural resources is monitored like electricity, natural gas, oil, diesel and water. We continue to invest in technologies that keep on replacing our existing machines with more energy efficient versions.
- Emergency readiness is practiced through monthly fire drills. Train all of our staff on our environmental program and empower them to contribute and participate.

Hence, our commitment to the environment extends to our customers, our staff, and the community in which we operate.

Related Party Transactions

In order to comply with the requirements of listing regulations, the company presented related party transactions before the audit committee and Board for their review and approval. These transactions were approved by the Audit Committee and Board of Directors in their respective meetings. The details of related party transactions have been provided in the notes annexed to the financial statement.

Statement on Corporate and Financial Reporting Framework

Statement of Directors' Responsibilities

- The Board regularly reviews the company's strategic direction. Annual plans and performance targets for business are set by the Chief Executive and are reviewed by the Board in the light of Company's overall objectives. The Board is committed to maintain the high standards of good corporate governance. The Company has been in compliance with the provisions set out by the Securities & Exchange Commission of Pakistan and amended listing rules of Pakistan Stock Exchange.
- There has been no material departure from the best practices of corporate governance, as detailed in the listing regulations.

- c. The financial statements, prepared by the management of the Company, fairly present its state of affairs, the results of its operations, comprehensive income, cash flows and changes in equity.
- d. Proper books of account of the Company are maintained.
- e. Appropriate accounting policies have consistently been applied in preparation of financial statements and accounting estimates are based on reasonable and prudent judgment.
- f. The financials are prepared in accordance with International Financial Reporting Standards, as applicable in Pakistan and any deviation has been adequately disclosed and explained.
- g. The Company maintains a sound internal control system, which gives reasonable assurance against any material misstatement or loss. The internal control system is regularly reviewed. This has been formalized by the Board's Audit Committee and is updated as and when needed.
- h. There are no significant doubts upon the company's ability to continue as a going concern.
- i. There is no default in payment of any debt during the year 2021-22.
- j. Outstanding duties, statutory charges and taxes, if any, have been duly disclosed in the financial statements.
- k. The value of investment of the Company's Provident Fund as on June 30, 2022 was Rs. 46.92 million.
- l. The key operating and financial data for the last six years in summarized form is annexed.
- m. All directors of the company are compliant with the requirement of the Code of Corporate Governance related to Directors Training Program.

Future Outlook

There still seems no respite from the economic challenges and instability in global and local macro-economic environment, with instability still persisting due to Russia-Ukraine conflict and local political scenario coupled with adverse impact on economy due to unprecedented floods in Pakistan. Bottom line protection remains a serious challenge for the business. Rising inflation has affected the disposable income of the masses and their spending is expected to remain under check. Despite of these challenges management is looking for growth and new product categories. The Company plans to overcome the challenges with competitive pricing strategy, building on our distribution led competitive edge.

Acknowledgement

We would like to place on record appreciations and thanks to:

- Our colleagues on the board for their valuable guidance and support.
- Our valued customers and consumers who have shown trust in our products and continued to provide sustained support in ensuring the progress of the Company.
- Our employees for their tireless efforts, commitment and dedication.
- Our esteemed suppliers, bankers and all stakeholders who are helping and contributing towards the continued growth of our Company.

On behalf of Board of Directors



Mohammad Haroon Qassim
Chief Executive



Vali Muhammad A. Habib
Director

Karachi: September 27, 2022

KEY FINANCIAL DATA

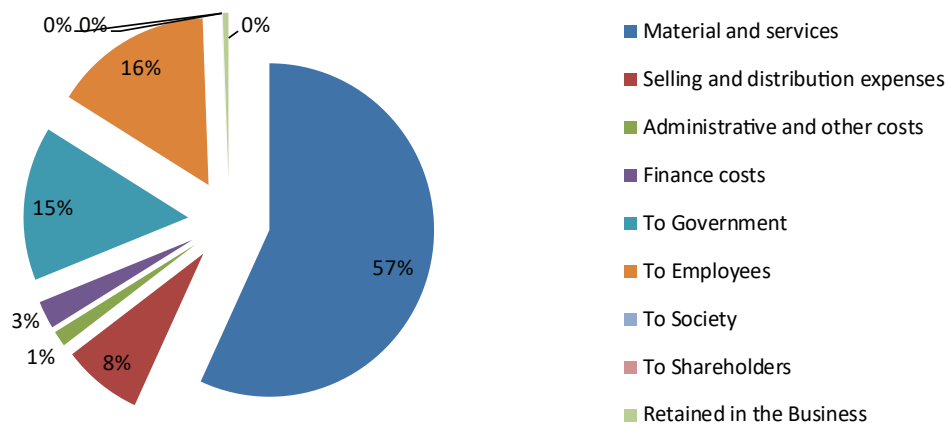
SIX YEARS AT A GLANCE

	2022	2021	2020	2019	2018	2017
	----- Rupees -----					
Balance Sheet						
Paid up capital	39,000,000	39,000,000	39,000,000	39,000,000	39,000,000	39,000,000
Reserves & un-appropriated profit	564,959,733	554,997,768	454,892,995	389,921,403	362,213,796	313,810,363
Shareholders equity	603,959,733	593,997,768	493,892,995	428,921,403	401,213,796	352,810,363
Non-current liabilities	608,782,950	309,630,067	348,881,674	143,837,534	87,783,652	158,763,249
Current liabilities	1,188,992,865	608,943,705	601,326,535	567,890,669	361,847,395	280,605,898
Total equity and liabilities	2,401,735,548	1,512,571,540	1,444,101,204	1,140,649,606	850,844,843	792,179,510
Non-current assets	1,371,642,391	780,849,670	794,211,788	616,677,147	445,980,397	448,958,966
Current assets	1,030,093,157	731,721,870	649,889,416	523,972,459	404,864,446	343,220,544
Total assets	2,401,735,548	1,512,571,540	1,444,101,204	1,140,649,606	850,844,843	792,179,510
Profit and Loss Account						
Sales - net	2,662,054,711	2,148,550,393	1,708,620,654	1,778,794,872	1,678,897,969	1,662,086,046
Cost of sales	2,023,761,461	1,484,717,849	1,292,601,578	1,222,057,829	1,067,416,649	1,088,656,983
Gross profit	638,293,250	663,832,544	416,019,076	556,737,043	611,481,320	573,429,063
Selling and distribution expenses	477,900,591	318,350,706	277,342,742	338,493,789	418,214,780	427,702,275
Administrative and general expenses	53,887,645	51,226,977	67,786,821	65,532,759	60,753,032	65,149,589
Recognition/(Reveral) of Impairment loss on trade receivables	1,530,594	(3,290,479)	(3,108,212)	1,544,424	284,573	-
Other operating expenses	27,348,361	31,431,667	588,264	26,001,455	17,302,986	6,455,334
Other operating income	34,102,889	14,427,008	8,123,313	2,048,824	1,913,664	22,972,424
Operating profit before finance costs	111,728,948	280,540,681	81,532,774	127,213,440	116,839,613	97,094,289
Share of loss on equity accounted associate	894,260	827,074	504,341	-	-	-
Finance costs	85,037,887	52,491,216	100,882,938	41,594,682	18,714,378	11,167,225
Provision for Doubtful debts						
Profit before taxation	25,796,801	227,222,391	(19,854,505)	85,618,758	98,125,235	85,927,064
Taxation	8,034,836	72,117,618	(1,401,097)	61,289,034	30,221,802	37,314,087
Profit for the year	17,761,965	155,104,773	(18,453,408)	24,329,724	67,903,433	48,612,977

STATEMENT OF VALUE ADDED

The statement below shows the amount of the revenue generated by the Company during the year and the way this revenue has been distributed:

	2022 Rupees	%	2021 Rupees	%
Revenue Generated				
Total revenue	3,156,630,041	100.00	2,549,790,540	100.00
Revenue Distributed				
Material and services	1,794,625,681	56.85	1,274,420,277	49.98
Selling and distribution expenses	247,303,685	7.83	161,752,223	6.34
Administrative and other costs	48,214,012	1.53	35,604,859	1.40
Finance costs	85,037,887	2.69	52,491,216	2.06
Income tax	8,034,836	0.25	72,117,618	2.83
Worker's welfare fund	445,155	0.01	4,653,372	0.18
Workers profit participation fund	1,289,840	0.04	11,361,106	0.45
Sales tax	462,003,035	14.64	383,522,660	15.04
To Government	471,772,866	14.95	471,654,756	18.50
Salaries, wages and other benefits	491,513,945	15.57	398,052,436	15.61
To Employees	491,513,945	15.57	398,052,436	15.61
Donations	400,000	0.01	710,000	0.03
To Society	400,000	0.01	710,000	0.03
Cash dividend *	-	-	7,800,000	0.31
To Shareholders	-	-	7,800,000	0.31
Retained in the Business	17,761,965	0.56	147,304,773	5.78
	3,156,630,041	100.00	2,549,790,540	100.00



VERTICAL ANALYSIS

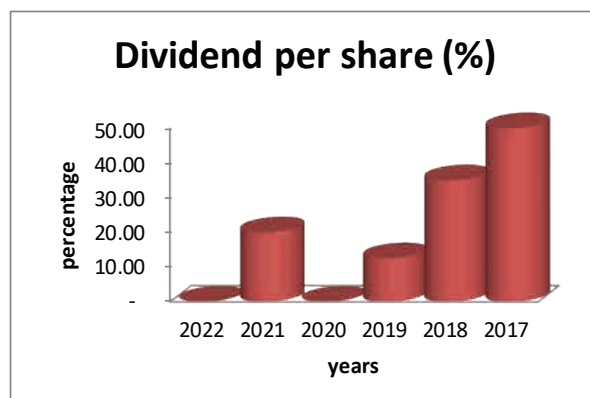
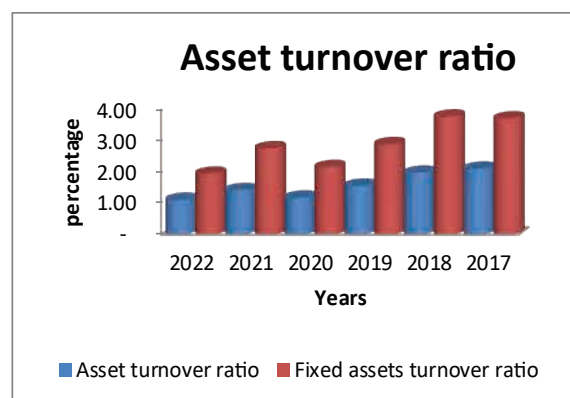
	2022	2021	2020	2019	2018	2017
Balance Sheet Analysis (%)						
Non-current assets	57.11	51.62	55.00	54.06	52.42	56.67
Current assets	<u>42.89</u>	<u>48.38</u>	<u>45.00</u>	<u>45.94</u>	<u>47.58</u>	<u>43.33</u>
Total assets	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>
Share capital and reserves	25.15	39.27	34.20	37.60	47.15	44.54
Non-current liabilities	25.35	20.47	24.16	12.61	10.32	20.04
Current liabilities	<u>49.51</u>	<u>40.26</u>	<u>41.64</u>	<u>49.79</u>	<u>42.53</u>	<u>35.42</u>
Total equity and liabilities	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>
Profit and Loss Account Analysis (%)						
Net sales	100.00	100.00	100.00	100.00	100.00	100.00
Cost of sales	76.02	69.10	75.65	68.70	63.58	65.50
Gross profit	23.98	30.90	24.35	31.30	36.42	34.50
Selling and distribution expenses	17.95	14.82	16.23	19.03	24.91	25.73
Administrative and general expenses	2.02	2.38	3.97	3.68	3.62	3.92
Impairment loss on trade receivables	0.06	(0.15)	(0.18)	0.09	0.02	-
Other operating expenses	1.03	1.46	0.03	1.46	1.03	0.39
Other operating income	1.28	0.67	0.48	0.12	0.11	1.38
Operating profit	4.20	13.06	4.77	7.15	6.96	5.84
Finance costs	3.19	2.44	5.90	2.34	1.11	0.67
Profit before taxation	0.97	10.58	(1.16)	4.81	5.84	5.17
Taxation	0.30	3.36	(0.08)	3.45	1.80	2.25
Profit after taxation	0.67	7.22	(1.08)	1.37	4.04	2.92

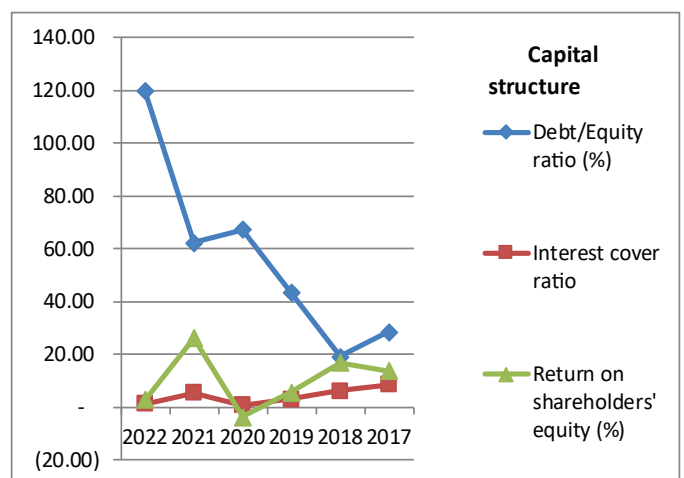
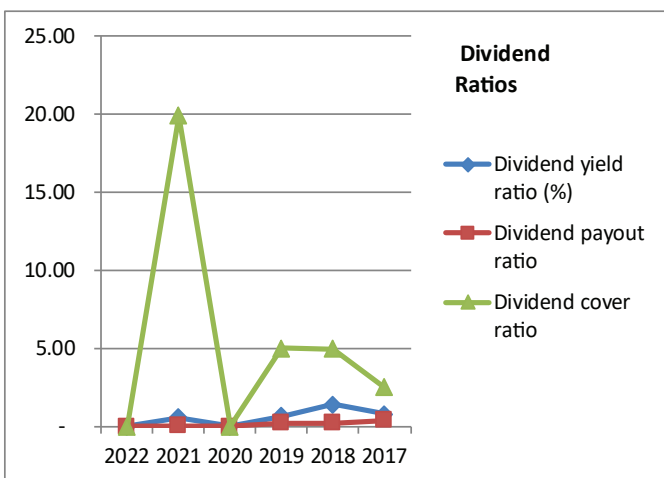
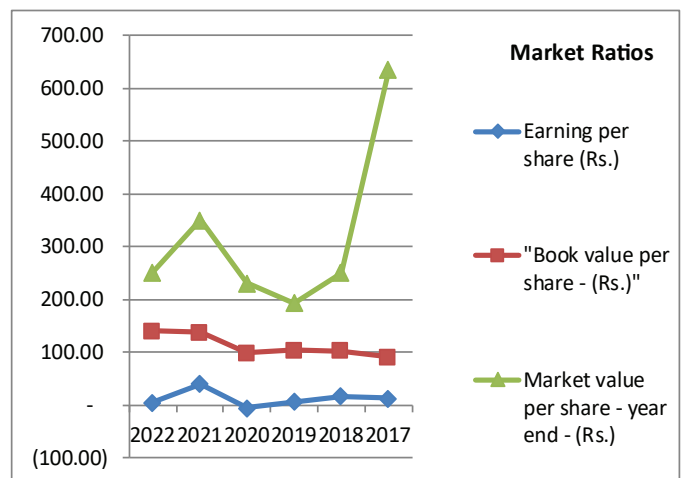
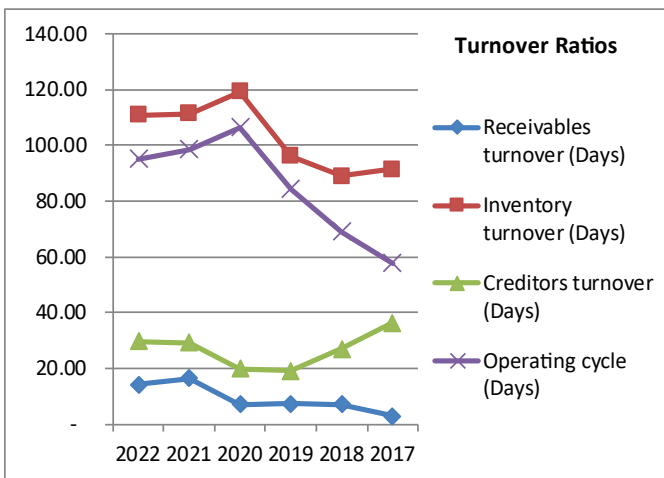
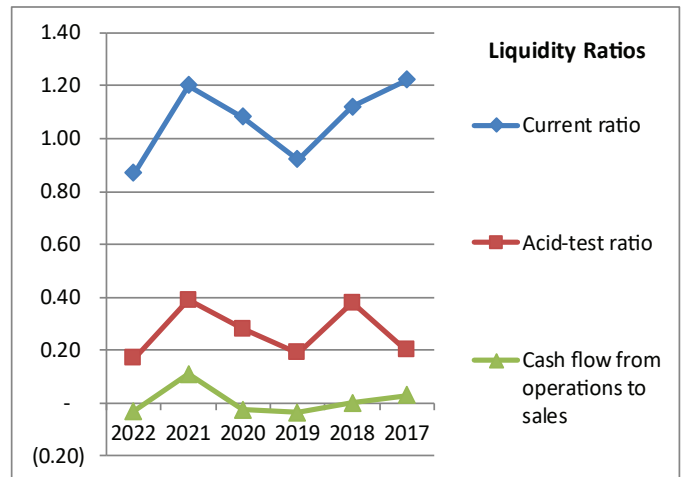
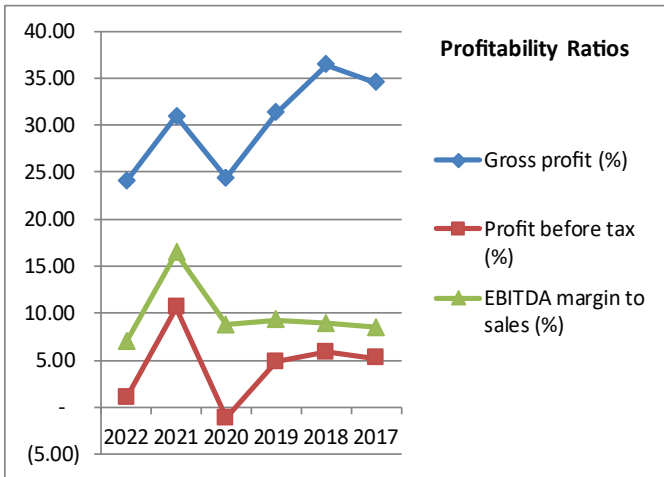
HORIZONTAL ANALYSIS

	2022	2021	2020	2019	2018	2017
Balance Sheet Analysis (%)						
Non-current assets	75.66	(1.68)	28.79	(0.66)	23.87	0.91
Current assets	40.78	12.59	24.03	17.96	(1.73)	7.67
Total assets	<u>58.78</u>	<u>4.74</u>	<u>26.60</u>	<u>7.41</u>	<u>11.31</u>	<u>4.11</u>
Share capital and reserves	1.68	20.27	15.15	13.72	8.17	8.08
Non-current liabilities	96.62	(11.25)	142.55	(44.71)	95.38	(39.20)
Current liabilities	95.25	1.27	5.89	28.95	(7.79)	22.62
Total equity and liabilities	<u>58.78</u>	<u>4.74</u>	<u>26.60</u>	<u>7.41</u>	<u>11.31</u>	<u>4.11</u>
Profit and Loss Account Analysis (%)						
Net sales	23.90	25.75	(3.95)	1.01	7.35	23.97
Cost of sales	36.31	14.86	5.77	(1.95)	4.51	19.63
Gross profit	(3.85)	59.57	(25.28)	6.64	13.19	33.95
Selling and distribution expenses	50.12	14.79	(18.07)	(2.22)	10.15	50.71
Administrative and general expenses	5.19	(24.43)	3.44	(6.75)	63.28	6.45
Impairment loss on trade receivables	(146.52)	5.86	(301.25)	100.00	-	-
Other operating expenses	(12.99)	5,243.12	(97.74)	168.04	27.04	(3.11)
Other operating income	136.38	77.60	296.49	(91.67)	983.95	21.00
Operating profit	(60.17)	244.08	(35.91)	20.34	28.69	(5.19)
Finance costs	62.00	(47.97)	142.54	67.58	44.00	(50.75)
Profit before taxation	(88.65)	1,244.44	(123.19)	14.20	26.94	6.05
Taxation	(88.86)	5,247.23	(102.29)	(19.01)	78.98	28.84
Profit after taxation	(88.55)	940.52	(175.85)	39.68	3.78	(1.69)

OPERATING & FINANCIAL HIGHLIGHTS

	2022	2021	2020	2019	2018	2017
Profitability Ratios						
Gross profit (%)	23.98	30.90	24.35	31.30	36.42	34.50
Net profit (%)	0.67	7.22	(1.08)	1.37	4.04	2.92
Profit before tax (%)	0.97	10.58	(1.16)	4.81	5.84	5.17
EBITDA margin to sales (%)	6.94	16.43	8.74	9.25	8.89	8.48
Return on capital employed (%)	10.01	34.01	10.23	24.32	25.61	22.59
Liquidity Ratios						
Current ratio	0.87	1.20	1.08	0.92	1.12	1.22
Acid-test ratio	0.17	0.39	0.28	0.19	0.38	0.20
Cash to current liabilities (%)	0.31	0.62	0.24	0.27	0.35	0.39
Cash flow from operations to sales	(0.03)	0.11	(0.03)	(0.04)	-	0.03
Activity / Turnover Ratios						
Asset turnover ratio	1.11	1.42	1.18	1.56	1.97	2.10
Fixed assets turnover ratio	1.94	2.75	2.15	2.88	3.76	3.70
Receivables turnover (Days)	14.21	16.56	7.13	7.40	7.08	2.93
Inventory turnover (Days)	110.81	111.34	119.26	96.10	89.09	91.33
Creditors turnover (Days)	29.81	29.21	19.83	19.08	27.02	36.43
Operating cycle (Days)	95.21	98.69	106.56	84.42	69.15	57.83
Receivables turnover (Times)	25.68	22.04	51.23	49.30	51.55	124.61
Inventory turnover (Times)	3.29	3.28	3.06	3.80	4.10	4.00
Creditors turnover (Times)	12.24	12.50	18.41	19.13	13.51	10.02
Investment/Market Ratios						
Earning per share (Rs.)	4.55	39.77	(4.73)	6.24	17.41	12.46
Price earnings ratio	55.49	8.80	(48.84)	30.97	14.36	50.94
Price to book ratio	1.79	2.53	2.35	1.85	2.43	7.02
Dividend yield ratio (%)	-	0.57	-	0.65	1.40	0.79
Dividend payout ratio	-	0.05	-	0.20	0.20	0.40
Dividend cover ratio	-	19.89	-	4.99	4.97	2.49
Dividend per share (%)	-	20.00	-	12.50	35.00	50.00
Book value per share - excluding loan from director & chief executive (Rs.)	140.76	138.20	98.43	104.42	102.88	90.46
Market value per share - year end - (Rs.)	252.50	350.00	231.00	193.25	250.00	635.00
Capital Structure Ratios						
Debt/Equity ratio (%)	119.82	62.46	67.30	43.31	19.19	28.53
Financial leverage ratio	2.40	1.14	1.57	1.32	0.74	0.70
Interest cover ratio	1.31	5.34	0.81	3.06	6.24	8.69
Return on shareholders' equity (%)	2.94	26.11	(3.74)	5.67	16.92	13.78





PATTERN OF SHAREHOLDING AS AT JUNE 30, 2022

Number of Shareholders	Shareholding		Total Shares Held
	From	To	
191	1	100	5,061
96	101	500	29,031
20	501	1,000	14,384
29	1,001	5,000	63,482
4	5,001	10,000	32,230
1	10,001	15,000	13,600
1	20,001	25,000	23,200
1	55,001	60,000	55,250
1	80,001	85,000	84,800
1	305,001	310,000	305,520
1	320,001	325,000	320,288
1	345,001	350,000	346,840
1	410,001	415,000	411,710
1	415,001	420,000	417,430
1	460,001	465,000	462,509
1	555,001	560,000	556,050
1	755,001	760,000	758,615
352			3,900,000

Categories of Shareholders	No of Shares Held	Percentage
Directors, Chief Executive Officer, and their spouses and minor children	2,903,464	74.45
Associated Companies, undertakings and related parties	-	-
Executives	500	0.01
Public Sector Companies and Corporations	-	-
Banks, development finance institutions, non-banking finance companies	-	-
Insurance companies, takaful, modarabas and pension funds	-	-
Mutual Funds	-	-
Shareholders holding 10% & more	2,606,314	66.83
General Public		
a. Local	987,125	25.31
b. Foreign	700	0.02
Others	8,211	0.21

NOTE: Some of the shareholders are reflected in more than one category

DETAILS OF PATTERN OF SHAREHOLDING

Shareholder's Category	No of Shares Held	Percentage
I) DIRECTORS, CHIEF EXECUTIVE OFFICER AND THEIR SPOUSES		
Mr. Ebrahim Qassim	556,050	14.26
Mr. Mohammad Haroon Qassim	462,509	11.86
Mr. Vali Muhammad A. Habib	55,250	1.42
Mr. Abdul Ghaffar Umer Kapadia	100	0.00
Mrs. Saadia Naveed	650	0.02
Mr. Imran Chishti	500	0.01
Mr. Mohammad Salman Qassim	417,430	10.70
Mrs. Kulsum Bano	758,615	19.45
Mrs. Zohra Bano	346,840	8.89
Mrs. Wazira Parveen	305,520	7.83
	2,903,464	74.45
II) ASSOCIATED COMPANIES, UNDERTAKINGS AND RELATED PARTIES	-	-
III) EXECUTIVES	500	0.01
IV) PUBLIC SECTOR COMPANIES AND CORPORATIONS	-	-
V) BANKS, DEVELOPMENT FINANCE INSTITUTIONS, NON-BANKING FINANCE COMPANIES	-	-
VI) INSURANCE COMPANIES, TAKAFUL, MODARABAS AND PENSION FUNDS	-	-
VII) MUTUAL FUNDS	-	-
VIII) SHAREHOLDERS HOLDING 10% OR MORE		
Mr. Ebrahim Qassim	556,050	14.26
Mr. Mohammad Haroon Qassim	462,509	11.86
Mr. Mohammad Salman Qassim	417,430	10.70
Mr. Mohammad Jamil Qassim	411,710	10.56
Mrs. Kulsum Bano	758,615	19.45
	2,606,314	66.83
IX) OTHERS AND GENERAL PUBLIC	996,036	25.54

Financial Calendar

The Company follows the period of July 01 to June 30 as the financial year

For the financial year 2022-23, financial results will be announced as per the following tentative schedule.

Un-Audited Financial Results for First Quarter	Last week of October, 2022
Reviewed Half yearly Financial Results	Third week of February, 2023
Un-Audited Financial Results for Third Quarter	Last week of April, 2023
Audited Annual Results for the year ended June 30, 2023	Second week of September, 2023

STATEMENT OF COMPLIANCE WITH LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019

FOR THE YEAR ENDED JUNE 30, 2022

The Company has complied with the requirements of the Regulations in the following manner:

1. The total number of directors are seven as per the following:
 - a) Male: 6
 - b) Female: 1
2. The composition of the Board is as follows:
 - i. **Independent Directors:**
Mr. Abdul Ghaffar Umer Kapadia
Mr. Imran Chishti
 - ii. **Non-executive Directors:**
Mr. Ebrahim Qassim
Mr. Vali Muhammad A. Habib
Mrs. Saadia Naveed
 - iii. **Executive Directors**
Mr. Mohammad Haroon Qassim
Mr. Mohammad Salman Qassim
 - iv. **Female Directors**
Mrs. Saadia Naveed
3. The directors have confirmed that none of them is serving as a director on more than seven listed companies, including this company;
4. The Company has prepared a Code of Conduct and has ensured that appropriate steps have been taken to disseminate it throughout the Company along with its supporting policies and procedures;
5. The Board has developed a vision / mission statement, overall corporate strategy and significant policies of the Company. The Board has ensured that complete record of particulars of significant policies along with the date of approval or updating is maintained by the Company;
6. All the powers of the Board have been duly exercised and decisions on relevant matters have been taken by the Board / shareholders as empowered by the relevant provisions of the Act and these Regulations;
7. The meetings of the Board were presided over by the Chairman and, in his absence, by a director elected by the Board for this purpose. The Board has complied with the requirements of the Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board;
8. The Board have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations;
9. All directors of the Company are compliant with the requirement of the Regulation related to Directors' Training Program. The Board ensures arrangement of orientation course for its directors to apprise them of their duties and responsibilities at the beginning of their term. No training session for directors was held during the year;
10. The Board has approved appointment of Chief Financial Officer (CFO), Company Secretary and Head of Internal Audit, including their remunerations and terms and conditions of employment and complied with relevant requirements of the Regulations;

11. CFO and Chief Executive Officer (CEO) duly endorsed the financial statements before approval of the Board;
12. The Board has formed committees comprising of members given below:

Audit Committee:

Mr. Abdul Ghaffar Umer Kapadia – Chairman
Mr. Vali Muhammad A. Habib
Mr. Imran Chishti

HR and Remuneration Committee:

Mr. Imran Chishti – Chairman
Mr. Mohammad Haroon Qassim
Mr. Vali Muhammad A. Habib

Risk Management Committee:

Mr. Mohammad Haroon Qassim – Chairman
Mr. Vali Muhammad A. Habib
Mr. Abdul Ghaffar Umer Kapadia

13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committee for compliance;
14. During the financial year ended 30 June 2022, the frequency of meetings of the committees were as per following:

Audit Committee	Four meetings
HR and Remuneration Committee	One meeting
Risk Management Committee	One meeting

15. The Board has outsourced the internal audit function to M/s. Yousuf Adil Chartered Accountants who are considered suitably qualified and experienced for the purpose;
16. The statutory auditors of the company have confirmed that they have been given a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan and registered with Audit Oversight Board of Pakistan, that they and all their partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the Institute of Chartered Accountants of Pakistan and that they and the partners of the firm involved in the audit are not a close relative (spouse, parent, dependent and non-dependent children) of the chief executive officer, chief financial officer, head of internal audit, company secretary or director of the Company;
17. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, these regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard;
18. We confirm that all requirements of regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.



Mohammad Haroon Qassim
Chief Executive Officer



Vali Muhammad A. Habib
Director

Karachi: September 27, 2022



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Karachi-74200
Pakistan

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF SHIELD CORPORATION LIMITED ON THE STATEMENT OF COMPLIANCE CONTAINED IN LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019

We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) prepared by the Board of Directors of Shield Corporation Limited for the year ended June 30, 2022 in accordance with the requirements of regulation 36 of the Regulations.

The responsibility for compliance with the Regulations is that of the Board of Directors of the Company. Our responsibility is to review whether the Statement of Compliance reflects the status of the Company's compliance with the provisions of the Regulations and report if it does not and to highlight any non-compliance with the requirements of the Regulations. A review is limited primarily to inquiries of the Company's personnel and review of various documents prepared by the Company to comply with the Regulations.

As a part of our audit of the financial statements we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We are not required to consider whether the Board of Directors' statement on internal control covers all risks and controls or to form an opinion on the effectiveness of such internal controls, the Company's corporate governance procedures and risks.

The Regulations require the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval, its related party transactions. We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee.

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended June 30, 2022.

KARACHI

DATED: SEPTMEBER 30, 2022

UDIN: CR2022101666o5aWPJu7

CHARTERED ACCOUNTANTS

Engagement Partner: Tariq Feroz Khan

INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF SHIELD CORPORATION LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the annexed financial statements of SHIELD CORPORATION LIMITED (the Company), which comprise the statement of financial position as at June 30, 2022, and the statement of profit or loss, the statement of comprehensive income, the statement of cash flows, the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit.

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, the statement of profit or loss, the statement of comprehensive income, the statement of cash flows and the statement of changes in equity together with the notes forming part thereof conform with the accounting and reporting standards as applicable in Pakistan and give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at June 30, 2022 and of the profit and other comprehensive income, its cash flows and the changes in equity for the year then ended.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Pakistan. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants’ Code of Ethics for Professional Accountants as adopted by the Institute of Chartered Accountants of Pakistan (the Code) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Following are the Key audit matters:

S. No	Key audit matters	How the matter was addressed in our audit
1.	Valuation of stock-in-trade	
	Stock-in-trade has been valued following an accounting policy as stated in note 5.5 to the financial statements. At the reporting date, value of stock-in-trade as disclosed in note 11 to the financial statement amounted to Rs. 778.497 million. Stock-in-trade forms material part of the Company’s assets representing 32.39% of the total assets.	<p>Our audit procedures in respect of valuation of stock in trade, amongst others, included the following:</p> <ul style="list-style-type: none"> o We attended the physical inventory count at the year end, performed by the Company and we observed the stock count to identify any obsolete or damaged items in the inventory.

S. No	Key audit matters	How the matter was addressed in our audit
	<p>The cost of stock in trade has different components, which involves judgment in relation to the allocation of overheads costs and in determining the net realizable value (estimated selling price in ordinary course of business less estimated cost of completion and estimated costs necessary to make the sale) of stock-in-trade items in line with accounting policy.</p> <p>Due to above factor, we have considered the valuation of stock in trade as key audit matter.</p>	<ul style="list-style-type: none"> o understanding of internal controls over purchases and valuation of stock in trade and testing, on a sample basis, their design, implementation and operating effectiveness; o testing, on sample basis, the purchases with supporting documentation and contracts if any; o compared calculations of the allocation of directly attributable costs with the underlying supporting documents; o verified on test basis, the weighted average calculations of raw material stock as per accounting policy; o tested the calculations of the actual overhead costs and checked allocation of labor and overhead costs to the finished goods and work in process; o Verified the import documentation for stock-in-transit related to import purchases; o Verified the invoices and subsequent receipt of stock-in-transit related to local purchases. o obtained an understanding of management's determination of net realizable value (NRV) and the key estimates adopted, including future selling prices, future costs to complete work in process and costs necessary to make the sale and their basis; and o compared NRV, on a sample basis, to the cost of finished goods to assess whether any adjustments are required to value inventory in accordance with applicable accounting and reporting standards.

S. No	Key audit matters	How the matter was addressed in our audit
2.	Capital Expenditure	
	<p>As disclosed in the note 6.6.1 to the accompanying financial statements, the Company invested in capital projects with significant capital expenditure amounting to Rs. 641.206 million during the year ended June 30, 2022. The significant level of capital expenditure requires consideration of the nature of the costs incurred to ensure that their capitalization in property, plant and equipment meets the recognition criteria as per Company's accounting policy and the determination of useful economic lives. Accordingly, we have considered this to be a key audit matter.</p>	<p>Our audit procedures in respect of capital expenditures, amongst others, included the following:</p> <ul style="list-style-type: none"> ○ We assessed and tested the design and operation of key controls over capital expenditure and tested the amounts capitalized to supporting evidence and evaluated the recognition criteria for capitalization of assets. ○ We also assessed the useful economic lives assigned with reference to the Company's historical experience, including assessing the level of fully depreciated assets held by the Company and recalculating the depreciation expense for the year. ○ We verified additions and disposals in property, plant and equipment on sample basis and recalculated the depreciation as per the stated policy of the company to ensure the accuracy. ○ We compared the additions with prior year and assessed the reasonableness of the responses provided the management. ○ We reviewed the minutes of the Company's Board of Directors and Audit Committee to evaluate the completeness of management's consideration of any events that warranted changes to the useful economic lives. ○ We assessed the appropriateness and adequacy of the disclosures as per the applicable financial reporting framework.

Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the accounting and reporting standards as applicable in Pakistan and the requirements of Companies Act, 2017 (XIX of 2017) and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs as applicable in Pakistan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs as applicable in Pakistan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the board of directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Based on our audit, we further report that in our opinion:

- a) proper books of account have been kept by the Company as required by the Companies Act, 2017 (XIX of 2017);
- b) the statement of financial position, the statement of profit or loss, the statement of comprehensive income, the statement of cash flows and the statement of changes in equity together with the notes thereon have been drawn up in conformity with the Companies Act, 2017 (XIX of 2017) and are in agreement with the books of account and returns;
- c) investments made, expenditure incurred and guarantees extended during the year were for the purpose of the Company's business; and
- d) zakat deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980), was deducted by the Company and deposited in the Central Zakat Fund established under section 7 of that Ordinance.

The engagement partner on the audit resulting in this independent auditor's report is Tariq Feroz Khan.

KARACHI

DATED: 30 SEP 2022

UDIN: AR202210166dMK9pOArY



BDO EBRAHIM & CO.
CHARTERED ACCOUNTANTS

STATEMENT OF FINANCIAL POSITION AS AT JUNE 30, 2022

	2022	2021
Note	----- (Rupees) -----	
ASSETS		
NON - CURRENT ASSETS		
Property, plant and equipment	6 1,253,740,084	656,221,677
Intangible asset	7 187,126	280,000
Investment property	8 114,794,870	116,631,922
Long term deposits	1,145,986	5,047,486
Investment in equity accounted associate	9 1,774,325	2,668,585
	<u>1,371,642,391</u>	<u>780,849,670</u>
CURRENT ASSETS		
Stores and spares	10 47,242,906	40,276,144
Stock-in-trade	11 775,365,798	453,390,070
Trade debts	12 56,109,916	151,204,854
Loans and advances	13 21,879,827	16,743,113
Trade deposits, prepayments and other receivable	14 47,928,163	12,457,345
Taxation - net	15 77,921,296	53,903,416
Cash and bank balances	16 3,645,251	3,746,928
	<u>1,030,093,157</u>	<u>731,721,870</u>
TOTAL ASSETS	<u>2,401,735,548</u>	<u>1,512,571,540</u>
EQUITY AND LIABILITIES		
SHARE CAPITAL AND RESERVES		
Authorized share capital		
15,000,000 (June 30, 2021 : 15,000,000) ordinary shares of Rs. 10/- each	150,000,000	150,000,000
Issued, subscribed and paid-up capital		
3,900,000 (June 30, 2021 : 3,900,000) ordinary shares of Rs. 10/- each	17 39,000,000	39,000,000
Loan from Chief Executive	18 55,000,000	55,000,000
Capital reserve	19 10,000,000	10,000,000
Revenue reserves	499,959,733	489,997,768
	<u>603,959,733</u>	<u>593,997,768</u>
NON - CURRENT LIABILITIES		
Deferred taxation	20 42,638,676	72,637,090
Long term financing - secured	21 511,893,559	230,801,891
Security deposit	5,400,000	5,400,000
Deferred government grant	22 48,850,715	791,086
	<u>608,782,950</u>	<u>309,630,067</u>
CURRENT LIABILITIES		
Trade and other payable	23 263,294,281	153,834,148
Accrued Profit	25 38,716,123	6,846,778
Current portion of long term financing - secured	21 154,605,050	135,218,883
Current portion of deferred government grant	22 8,322,507	4,184,638
Short term borrowings - secured	24 723,056,010	307,904,890
Unpaid dividend	378,753	334,227
Unclaimed dividend	620,141	620,141
	<u>1,188,992,865</u>	<u>608,943,705</u>
TOTAL EQUITY AND LIABILITIES	<u>2,401,735,548</u>	<u>1,512,571,540</u>
CONTINGENCIES AND COMMITMENTS		
	26	

The annexed notes from 1 to 50 form an integral part of these financial statements.



Mohammad Haroon Qassim
Chief Executive



Vali Muhammad A. Habib
Director



Yasir Yousuf Chhabra
Chief Financial officer

STATEMENT OF PROFIT OR LOSS FOR THE YEAR ENDED JUNE 30, 2022

		2022	2021
	Note	(Rupees)	
Sales - net	27	2,662,054,711	2,148,550,393
Cost of sales	28	(2,023,761,461)	(1,484,717,849)
Gross profit		638,293,250	663,832,544
Selling and distribution expenses	29	(477,900,591)	(318,350,706)
Administrative and general expenses	30	(53,887,645)	(51,226,977)
Provision (recorded) / reversed for expected credit losses	12.4	(1,530,594)	3,290,479
Other operating expenses	31	(27,348,361)	(31,431,667)
		(560,667,191)	(397,718,871)
		77,626,059	266,113,673
Other operating income	32	34,102,889	14,427,008
Operating profit before finance costs		111,728,948	280,540,681
Share of loss on equity accounted associate	9	(894,260)	(827,074)
Finance costs	33	(85,037,887)	(52,491,216)
Profit before taxation		25,796,801	227,222,391
Taxation	34	(8,034,836)	(72,117,618)
Profit for the year		17,761,965	155,104,773
Earnings per share - basic and diluted	35	4.55	39.77

The annexed notes from 1 to 50 form an integral part of these financial statements.



Mohammad Haroon Qassim
Chief Executive



Vali Muhammad A. Habib
Director



Yasir Yousuf Chhabra
Chief Financial officer

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED JUNE 30, 2022

Note	2022	2021
	(Rupees)	
Profit for the year	17,761,965	155,104,773
Other comprehensive income	-	-
Total comprehensive income for the year	17,761,965	155,104,773

The annexed notes from 1 to 50 form an integral part of these financial statements.



Mohammad Haroon Qassim
Chief Executive



Vali Muhammad A. Habib
Director



Yasir Yousuf Chhabra
Chief Financial officer

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED JUNE 30, 2022

	2022	2021
Note	----- (Rupees) -----	
Cash flows from operating activities		
Cash generated from operations	36 29,031,046	275,580,836
Finance costs - net	(53,168,542)	(64,411,905)
Income tax - net	(62,051,130)	11,142,369
Security deposit	-	5,400,000
Net cash (used in) / flows from operating activities	(86,188,626)	227,711,300
Cash flows from investing activities		
Fixed capital expenditure including work in progress	6.1 (675,335,798)	(79,118,527)
Addition in intangible assets	7.1 (128,700)	-
Sales proceeds from disposal of operating fixed assets	1,200,476	4,239,688
Net cash used in investing activities	(674,264,022)	(74,878,839)
Cash flows from financing activities		
Long term financing - net	36.1 352,675,333	38,616,380
Loan (repaid) to Chief Executive and Director	18 -	(55,000,000)
Short term murabaha finance and istisna finance - net	36.1 352,924,106	(129,820,741)
Dividend paid	36.1 (7,755,474)	(83,868)
Net cash flows from / (used in) financing activities	697,843,965	(146,288,229)
Net (decrease) / increase in cash and cash equivalents	(62,608,683)	6,544,232
Cash and cash equivalents at the beginning of the year	37 (175,022,493)	(181,537,563)
Effect of movements in exchange rates on cash held	279,992	(29,162)
Cash and cash equivalents at the end of the year	37 (237,351,184)	(175,022,493)

The annexed notes from 1 to 50 form an integral part of these financial statements.



Mohammad Haroon Qassim
Chief Executive



Vali Muhammad A. Habib
Director



Yasir Yousuf Chhabra
Chief Financial officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED JUNE 30, 2022

	Issued, subscribed and paid-up capital	Loan from Chief Executive and Director	Reserve			Sub total	Total
			Capital reserve	Revenue reserves			
			Share Premium	General	Unappropriated profit		
----- (Rupees) -----							
Balance as at July 1, 2020	39,000,000	110,000,000	10,000,000	55,000,000	279,892,995	344,892,995	493,892,995
Total comprehensive income for the year ended June 30, 2021							
Profit for the year	-	-	-	-	155,104,773	155,104,773	155,104,773
Other comprehensive income for the year	-	-	-	-	-	-	-
	-	-	-	-	155,104,773	155,104,773	155,104,773
Transactions with owners							
Loan repaid during the year	-	(55,000,000)	-	-	-	-	(55,000,000)
Balance as at June 30, 2021	<u>39,000,000</u>	<u>55,000,000</u>	<u>10,000,000</u>	<u>55,000,000</u>	<u>434,997,768</u>	<u>499,997,768</u>	<u>593,997,768</u>
Balance as at July 1, 2021	39,000,000	55,000,000	10,000,000	55,000,000	434,997,768	499,997,768	593,997,768
Total comprehensive Income for the year ended June 30, 2022							
Profit for the year	-	-	-	-	17,761,965	17,761,965	17,761,965
Other comprehensive income for the year	-	-	-	-	-	-	-
	-	-	-	-	17,761,965	17,761,965	17,761,965
Transactions with owners							
Final dividend for the year ended June 30, 2021 @ Rs. 2.00 per share	-	-	-	-	(7,800,000)	(7,800,000)	(7,800,000)
Balance as at June 30, 2022	<u>39,000,000</u>	<u>55,000,000</u>	<u>10,000,000</u>	<u>55,000,000</u>	<u>444,959,733</u>	<u>509,959,733</u>	<u>603,959,733</u>

The annexed notes from 1 to 50 form an integral part of these financial statements.



Mohammad Haroon Qassim
Chief Executive



Vali Muhammad A. Habib
Director



Yasir Yousuf Chhabra
Chief Financial officer

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2022

1 STATUS AND NATURE OF BUSINESS

Shield Corporation Limited (the Company) was incorporated on January 10, 1975 as a public limited company in Pakistan under the repealed Companies Act, 1913 (now Companies Act, 2017) and is quoted on Pakistan Stock Exchange Limited. The Company started its commercial production on November 26, 1975 and is mainly engaged in the manufacturing, trading and sales of oral care, baby care and hygiene products.

2 GEOGRAPHICAL LOCATION AND ADDRESSES OF BUSINESS UNITS

The registered office of the Company is situated at office No. 1007, 10th Floor, Business Avenue, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi. The manufacturing facility of the Company is located at Landhi Industrial Area, Karachi.

3 BASIS OF PREPARATION

3.1 Statement of compliance

These financial statements have been prepared in accordance with the accounting and reporting standards as applicable in Pakistan. The accounting and reporting standards as applicable in Pakistan comprise of:

- International Financial Reporting Standards (IFRS Standards) issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017;
- Islamic Financial Accounting Standards (IFAS) issued by the Institute of Chartered Accountants of Pakistan as notified under the Companies Act, 2017; and
- Provisions of and directives issued under the Companies Act, 2017.

Where provisions of and directives issued under the Companies Act, 2017 differ from IFRS Standards or IFAS, the provisions of and directives issued under the Companies Act, 2017 have been followed.

3.2 Basis of measurement

These financial statements have been prepared under the historical cost basis except as disclosed otherwise.

3.3 Functional and presentation currency

These financial statements are presented in Pakistan Rupees which is also the Company's functional and presentation currency.

3.4 Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to estimates are recognized prospectively. Information about judgements made in applying accounting policies that have the most significant effects on the amount recognized in the financial statements to the carrying amount of the assets and liabilities and assumptions and estimation uncertainties that have a significant risk resulting in a material adjustment in the subsequent year are set forth below:

- Property, plant and equipment (refer note 5.1)
- Investment property (refer note 5.3)
- Stores and spares and stock-in-trade (refer note 5.4 and 5.5)
- Investments in associate (refer note 5.12)
- Taxation (refer note 5.14)
- Impairment (refer note 5.8.1)
- Provisions (refer note 5.17)

4 APPLICATION OF NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS TO PUBLISHED APPROVED ACCOUNTING AND REPORTING STANDARDS

4.1 New accounting standards, amendments and IFRS interpretations that are effective for the year ended June 30, 2022

The following standards, amendments and interpretations are effective for the year ended June 30, 2022. These standards, amendments and interpretations are either not relevant to the Company's operations or are not expected to have material impact on the financial statements other than certain additional disclosures.

	Effective date (annual periods beginning on or after)
Interest Rate Benchmark Reform - Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)	January 01, 2021
Amendments to IFRS 16 'Leases' - Extended practical relief regarding Covid - 19 related rent concessions	April 01, 2021

4.2

New accounting standards, amendments and interpretations that are not yet effective

The following standards, amendments and interpretations are only effective for accounting periods, beginning on or after the date mentioned against each of them. These standards, amendments and interpretations are either not relevant to the Company's operations or are not expected to have significant impact on the Company's financial statements other than certain additional disclosures.

	Effective date (annual periods beginning on or after)
Amendments to IFRS 3 'Business Combinations' - Reference to the conceptual framework	January 01, 2022
Amendments to IAS 1 'Presentation of Financial Statements' - Classification of liabilities as current or non-current	January 01, 2024
Amendments to IAS 1 'Presentation of Financial Statements' - Disclosure of Accounting Policies	January 01, 2023
Amendments to IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' - Definition of Accounting Estimates	January 01, 2023
Amendments to IAS 12 'Income Taxes' - Deferred Tax related to Assets and Liabilities arising from a single transaction	January 01, 2023
Amendments to IAS 16 'Property, Plant and Equipment' - Proceeds before intended use	January 01, 2022
Amendments to IAS 37 'Provisions, Contingent Liabilities and Contingent Assets' - Onerous Contracts - Cost of fulfilling a contract	January 01, 2022

Certain annual improvements have also been made to a number of IFRSs.

The following new standards and interpretations have been issued by the International Accounting Standards Board (IASB), which have not been adopted locally by the Securities and Exchange Commission of Pakistan (SECP):

IFRS 1	First Time Adoption of International Financial Reporting Standards; and
IFRS 17	Insurance Contracts.

5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

5.1 Property, plant and equipment

a) Operating fixed assets

Initial recognition

The cost of an item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the entity and the cost of such item can be measured reliably.

Recognition of the cost in the carrying amount of an item of property, plant and equipment ceases when the items are in the location and condition necessary for it to be capable of operating in the manner intended by the management.

Measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment includes:

- a) its purchase price including import duties, non refundable purchase taxes after deducting trade discounts and rebates;
- b) any other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management; and
- c) borrowing costs, if any.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent cost

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within that part will flow to the Company and its cost can be measured reliably. The carrying amount of the part so replaced is derecognized. The costs relating to day-to-day servicing of property, plant and equipment are recognized in statement of profit or loss as incurred.

Depreciation

Depreciation is charged to income on a diminishing balance method at the rates mentioned in the note 6.1 except for lease hold land which is depreciated on a straight line basis. Depreciation is charged from the date the asset is put into operation and discontinued from the date the asset is retired.

The assets' residual values and useful lives are reviewed at each financial year end and adjusted if appropriate.

b) Capital work in progress

Capital work in progress is stated at cost less impairment, if any and consists of expenditure incurred and advances made in respect of tangible and intangible assets during the course of their construction and installation. Transfers are made to relevant assets category as and when assets are available for intended use.

Disposal

The gain or loss on disposal or retirement of an asset represented by the difference between the sale proceeds and the carrying amount of the asset is recognized as an income or expense in the statement of profit or loss.

5.2 Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment losses, if any.

Subsequent expenditure

Subsequent expenditure on intangible assets is capitalised only when it increases the future economic benefits embodied in the specific assets to which it relates. All other expenditures are expensed out as incurred.

Amortization

Amortization is charged to statement of profit or loss on a straight line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Amortization on additions to intangible assets is charged from the date of use and discontinued from the date the asset is retired.

5.3 Investment property

Property held for the purpose of rental income and long-term capital appreciation is classified as investment property.

Initial recognition

Investment property is initially recognized at cost which is equal to the fair value of consideration paid at the time of acquisition or construction of the asset.

Measurement subsequent to initial recognition

Subsequent to initial recognition, investment property is carried at historical cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation

Depreciation is charged to profit or loss in the same manner as owned operating fixed assets.

5.4 Stores and spares

Stores, spares and loose tools are valued at lower of weighted average cost and net realizable value, less provision for impairment, if any. Items in transit are valued at cost comprising invoice value plus other charges incurred thereon less impairment, if any.

Provision for obsolete and slow moving stores, spares and loose tools is determined based on management's estimate regarding their future usability.

Net realizable value signifies the estimated selling price in the ordinary course of business less the estimated costs necessary to be incurred to make the sale.

5.5 Stock in trade

Stock in trade is valued at the lower of cost and net realizable value less provision for impairment, if any. Except for stock in transit, cost incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw and packing material are recorded at purchase cost on weighted average basis.
- Finished goods, trading goods and work in process are valued at average production cost which includes cost of direct material, direct expenses and overheads.

Cost for stock in transit comprises invoice value plus other charges incurred thereon upto the reporting date.

Net realizable value signifies the estimated selling price in the ordinary course of business less the estimated cost necessary to be incurred to make the sale.

5.6 Impairment of non-financial assets

The carrying amounts of the Company's non financial assets, other than deferred tax assets and inventories are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the asset's recoverable amount, being higher of value in use and fair value less costs to sell, is estimated. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the statement of profit or loss.

5.7 Deferred government grant

The deferred government grant is measured upon initial recognition as the difference between fair value of the loan and loan proceeds. The fair value of the loan is the present value of the loan cash flows, discounted using the prevailing market rates of interest for a similar instrument. Subsequently, the grant is recognized in statement of profit or loss, in line with the recognition of interest expenses the grant is compensating.

5.8 Financial instruments

5.8.1 Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss, fair value through other comprehensive income and amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. All the financial assets of the Company as at reporting date are carried at amortized cost.

Amortized cost

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at fair value through profit or loss:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Impairment

The Company recognizes loss allowance for Expected Credit Losses (ECLs) on financial assets measured at amortized cost and contract assets. The Company measures loss allowance at an amount equal to lifetime ECLs under simplified approach for trade debts, where as for other financial assets loss allowance is measured at 12 months ECL or lifetime ECL based on significant increase in credit risk under general approach of measuring ECL.

Lifetime ECLs are those that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

At each reporting date, the Company assesses whether the financial assets carried at amortized cost are credit-impaired. A financial asset is credit-impaired when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred.

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

5.8.2 Financial liabilities

All financial liabilities are recognized at the time when the Company becomes a party to the contractual provisions of the instrument.

5.8.3 Recognition and measurement

All financial assets and liabilities are initially measured at cost, which is the fair value of the consideration given and received respectively. These financial assets and liabilities are subsequently measured at fair value, amortized cost or cost, as the case may be. The particular measurement methods adopted are disclosed in the individual policy statements associated with each item.

5.8.4 Derecognition of financial assets and liabilities

The financial assets are de-recognized when the Company loses control of the contractual rights that comprise the financial assets. The financial liabilities are de-recognized when they are extinguished i.e. when the obligation specified in the contract is discharged, cancelled or expired.

5.9 Trade and other payables

Trade and other payables are recognised initially at fair value plus directly attributable cost, if any, and subsequently measured at amortized cost.

5.10 Derivative financial instruments

Derivatives are recognised initially at fair value; any attributable transaction costs are recognised in statement of profit or loss as incurred. Subsequent to initial recognition, when a derivative financial instrument is not designated in a hedge relationship that qualifies for hedge accounting or when the derivative does not qualify for hedge accounting are measured at fair value and all changes in its fair value are recognised immediately in statement of profit or loss.

The fair value of forward exchange contracts is estimated using appropriate valuation techniques. These are carried as assets when the fair value is positive and liabilities when the fair value is negative.

5.11 Offsetting of financial assets and financial liabilities

Financial assets and financial liabilities are offset and the net amount is reported in the financial statements only when there is a legally enforceable right to set-off the recognised amounts and the Company intends either to settle on a net basis or to realize the assets and to settle the liabilities simultaneously.

5.12 Investments in associates

Entities in which the Company has significant influence directly or indirectly but not control and which are neither subsidiaries nor joint venture of the Company are associates and are accounted for under the equity method of accounting (equity accounted investees).

These investments are initially recognized at cost. The financial statements include the associates' share of profit or loss and movements in other comprehensive income, after adjustments, if any, to align the accounting policies with those of the Company, from the date that significant influence commences until the date it ceases. Share of post acquisition profit/loss of associates is recognized in the statement of profit or loss. Distributions received from associates reduce the carrying amount of investment. When the Company's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that investment (including any long-term interests that, in substance, form part of the Company's net investment in the associate) is reduced to nil and the recognition of further losses is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the investee.

The carrying amount of investments in associates is reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the investments is estimated which is higher of its value in use and its fair value less costs to sell. An impairment loss is recognized if the carrying amount exceeds its recoverable amount and is charged to statement of profit or loss. An impairment loss is reversed if there has been a change in estimates used to determine the recoverable amount but limited to the extent of carrying amount that would have been determined if no impairment loss had been recognized. A reversal of impairment loss is recognized in the statement of profit or loss.

5.13 Employee post retirement benefits

5.13.1 Defined contribution plan - provident fund

The Company operates a provident fund scheme for its permanent employees. Obligation for contributions to the fund are recognized as an expense in the statement of profit or loss when they are due. A trust has been established and its approval has been obtained from the Commissioner of Income tax. Monthly contributions are made by the Company and its employees to the fund as per Company policy.

5.14 Taxation

Current

Provision for current taxation is based on taxable income for the year determined in accordance with the prevailing law for taxation of income. The charge for current tax is calculated using prevailing tax rates or tax rates expected to be applied to the profit for the year. The charge for current tax also include adjustments, where considered necessary, to provision for tax made in previous years arising from assessment finalized during the current year for such years.

Deferred

Deferred tax is recognized using the statement of financial position liability method, providing for all the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that are enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. A deferred tax asset is recognized for all deductible differences, carry forward of unused tax credits and unused tax losses to the extent that it is probable that future taxable profits or taxable temporary difference will be available against which the asset can be utilized. Deferred tax asset is reduced to the extent that it is no longer probable that the related tax benefits will be realized.

5.15 Foreign currencies translations

Transactions in foreign currencies are translated into Pakistani Rupees at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into Pakistani Rupees at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into Pakistani Rupees at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in the statement of profit or loss and presented with in other income / operating expenses.

5.16 Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. Revenue from operations of the Company are recognized when the goods are provided, and thereby the performance obligations are satisfied. Revenue consists of baby care, oral care and hygiene which generally include single performance obligation. The Company's contract performance obligations are fulfilled at the point in time when the goods are dispatched to the customer. Invoices are generated and revenue is recognised at that point in time, as the control has been transferred to the customers. Revenue is measured at fair value of the consideration received or receivable, excluding amount of sales tax. The Company assesses its revenue arrangements against specific criteria that must be met before revenue is recognised.

5.17 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made. Provision are reviewed at each reporting date and adjusted to reflect the current best estimates.

5.18 Dividend and appropriation

Dividend distribution to the Company's shareholders and appropriation to / from reserves is recognized in the period in which these are approved.

5.19 Earnings per share

The Company presents earnings per share (EPS) for its ordinary shares. EPS is calculated by dividing profit or loss for the year attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

	Note	2022 ------(Rupees)-----	2021
6 PROPERTY, PLANT AND EQUIPMENT			
Operating fixed assets	6.1	675,592,687	653,332,458
Capital work in progress	6.6	578,147,397	2,889,219
		<u>1,253,740,084</u>	<u>656,221,677</u>

6.1 Operating fixed assets

The following is the statement of operating fixed assets:

Description	Leasehold land Note 6.5	Building on leasehold land Note 6.5	Plant and machinery Note 6.5	Office equipment	Furniture and fittings	Computers	Motor vehicles	Total
----- (Rupees) -----								
Net carrying value basis								
year ended June 30, 2022								
Opening net book value	3,798,962	61,816,124	566,264,624	6,860,919	12,425,460	1,983,986	182,383	653,332,458
Addition (at cost)	-	3,434,800	83,891,006	5,733,122	3,332,392	3,686,300	-	100,077,620
Disposal (at NBV)	-	-	(6,401,241)	(66,157)	(271,663)	(139,801)	-	(6,878,862)
Depreciation charged	(49,230)	(7,431,259)	(59,377,054)	(1,428,513)	(1,386,772)	(1,229,224)	(36,477)	(70,938,529)
Closing net book value	3,749,732	57,819,665	584,377,335	11,099,371	14,099,417	4,301,261	145,906	675,592,687
Gross carrying value basis								
year ended June 30, 2022								
Cost	4,923,000	176,282,666	956,416,790	17,011,104	21,072,352	10,234,481	2,021,029	1,187,961,422
Accumulated depreciation	(1,173,268)	(118,463,001)	(372,039,455)	(5,911,733)	(6,972,935)	(5,933,220)	(1,875,123)	(512,368,735)
Closing net book value	3,749,732	57,819,665	584,377,335	11,099,371	14,099,417	4,301,261	145,906	675,592,687
Net carrying value basis								
year ended June 30, 2021								
Opening net book value	114,760,125	75,882,114	552,329,720	5,699,140	11,777,312	1,278,002	400,560	762,126,973
Addition (at cost)	-	406,977	93,162,386	2,151,515	1,950,992	1,306,999	-	98,978,869
Disposal (at NBV)	-	-	(14,951,793)	-	-	(31,192)	(154,046)	(15,137,031)
Transfer to Investment Property	(109,761,885)	(6,870,037)	-	-	-	-	-	(116,631,922)
Impairment charged	-	-	(3,766,189)	-	-	-	-	(3,766,189)
Depreciation charged	(1,199,278)	(7,602,930)	(60,509,500)	(989,736)	(1,302,844)	(569,823)	(64,131)	(72,238,242)
Closing net book value	3,798,962	61,816,124	566,264,624	6,860,919	12,425,460	1,983,986	182,383	653,332,458
Gross carrying value basis								
year ended June 30, 2021								
Cost	4,923,000	172,847,866	904,605,813	11,452,983	18,202,826	6,903,264	2,021,029	1,120,956,781
Accumulated depreciation	(1,124,038)	(111,031,742)	(334,575,000)	(4,592,064)	(5,777,366)	(4,919,278)	(1,838,646)	(463,858,134)
Accumulated impairment	-	-	(3,766,189)	-	-	-	-	(3,766,189)
Closing net book value	3,798,962	61,816,124	566,264,624	6,860,919	12,425,460	1,983,986	182,383	653,332,458
Depreciation rate (% per annum)	1%	10% & 50%	10%	10% & 30%	10%	30%	20%	

6.2 The following property plant and equipment having book value exceeding Rs. 0.500 million were sold during the year:

Description	Cost	Accumulated depreciation	Book value	Sale proceeds	Gain / (loss)	Mode of disposal	Particular of buyers
----- (Rupees) -----							
Machinery	10,807,715	8,092,150	2,715,565	155,030	(2,560,534)	Negotiation	Mr. M. Pervaiz
Machine Mould	1,965,552	1,434,819	530,734	59,513	(471,221)	Negotiation	Mr. M. Pervaiz
Machine Mould	2,168,567	600,465	1,568,102	72,833	(1,495,269)	Negotiation	Mr. M. Pervaiz

6.3 Depreciation has been allocated as follows:

	Note	2022 ----- (Rupees) -----	2021
Cost of sales	28	66,051,869	67,063,654
Selling and distribution expenses	29	4,075,080	2,808,716
Administrative and general expenses	30	811,580	2,365,872
		70,938,529	72,238,242

6.4 Particulars of Company's immovable property (i.e. lands and buildings) are as follows:

Particulars	Location	Area	
Building			
Office premises	Business Avenue, PECHS, Karachi	1,945.00	Sq. ft.
Factory	Landhi Industrial Area, Karachi	95,309.00	Sq. ft.
Land			
Leasehold land	Landhi Industrial Area, Karachi	12,279.00	Sq. yards
Leasehold land	Kot Lakhpat, Lahore	15 Marla	50 Sq. ft.

		2022	2021
		----- (Rupees) -----	
6.5	Details of property, plant and equipment - Acquired under Diminishing Musharakah arrangements		
	Leasehold Land	-	109,761,885
	Building on leasehold land	-	6,400,681
	Plant and machinery	316,039,749	301,438,209
		<u>316,039,749</u>	<u>417,600,775</u>
6.6	Capital work in progress		
	Plant and machinery	179,450,507	2,889,219
	Building on leasehold land	319,963,012	-
	Advances to suppliers	78,733,878	-
		<u>578,147,397</u>	<u>2,889,219</u>
6.6.1	Movement of carrying amount is as follows:		
	Opening balance	2,889,219	22,749,559
	Additions (at cost) during the year	641,206,020	46,212,034
		<u>644,095,239</u>	<u>68,961,593</u>
	Transfer to operating fixed assets during the year	(65,947,842)	(66,072,374)
	Closing balance	<u>578,147,397</u>	<u>2,889,219</u>
6.6.2	This includes borrowing cost capitalised during the year amounting to Rs. 13.397 million (2021: Rs. Nil). The profit rate used to determine the amount of borrowing cost was ranged from 8.6% to 11.78% per annum.		

		2022	2021
		----- (Rupees) -----	
7	INTANGIBLE ASSETS		
	Computer software	187,126	280,000
7.1	Net carrying value basis		
	Opening net book value	280,000	466,667
	Additions (at cost)	128,700	-
	Amortization charge	(221,574)	(186,667)
	Closing net book value	<u>187,126</u>	<u>280,000</u>

	2022	2021
Note	----- (Rupees) -----	
Gross carrying value basis		
Cost	4,916,034	4,787,334
Accumulated amortization	(4,728,908)	(4,507,334)
Net book value	<u>187,126</u>	<u>280,000</u>
Amortization rate % per annum	33.33%	33.33%

7.2 Amortisation has been allocated as follows:

Cost of sales	28	191,044	173,333
Selling and distribution expenses	29	12,577	-
Administrative and general expenses	30	17,953	13,334
		<u>221,574</u>	<u>186,667</u>

7.3 Intangible assets as at June 30, 2022 include items having an aggregate cost of Rs. 4.227 million (2021: Rs. 4.227 million) that have been fully amortized and are still in use of the Company.

	2022	2021
Note	----- (Rupees) -----	

8 INVESTMENT PROPERTY

Investment property - at cost	8.1	<u>114,794,870</u>	<u>116,631,922</u>
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8.1 INVESTMENT PROPERTIES

Particulars	June 30, 2022									
	Cost				Depreciation				Written down value as at June 30, 2022	Depreciation rate (% per annum)
	As at July 1, 2021	Transfer from property plant and equipment	Deletion / transfer out	As at June 30, 2022	As at July 1, 2021	Depreciation for the year	on disposal	As at June 30, 2022		
	----- (Rupees) -----									
Leasehold land	115,004,844	-	-	115,004,844	(5,242,959)	(1,150,048)	-	(6,393,007)	108,611,837	1%
Building on leasehold land	14,143,101	-	-	14,143,101	(7,273,064)	(687,004)	-	(7,960,068)	6,183,033	10%
	<u>129,147,945</u>	-	-	<u>129,147,945</u>	<u>(12,516,023)</u>	<u>(1,837,052)</u>	-	<u>(14,353,075)</u>	<u>114,794,870</u>	

Particulars	June 30, 2021									
	Cost				Depreciation				Written down value as at June 30, 2021	Depreciation rate (% per annum)
	As at July 1, 2020	Transfer from property plant and equipment	Deletion / transfer out	As at June 30, 2021	As at July 1, 2020	Transfer during the year	on disposal	As at June 30, 2021		
	----- (Rupees) -----									
Leasehold land	-	115,004,844	-	115,004,844	-	(5,242,959)	-	(5,242,959)	109,761,885	1%
Building on leasehold land	-	14,143,101	-	14,143,101	-	(7,273,064)	-	(7,273,064)	6,870,037	10%
	-	<u>129,147,945</u>	-	<u>129,147,945</u>	-	<u>(12,516,023)</u>	-	<u>(12,516,023)</u>	<u>116,631,922</u>	

8.2 Particulars of Company's immovable property (i.e. lands and buildings) are as follows:

Particulars	Location	Area
Building		
Building on leasehold land	PECHS, Karachi	13,165.24 Sq. ft.
Land		
Leasehold land	PECHS, Karachi	2,041.10 Sq. yards

	2022	2021
Note	----- (Rupees) -----	
9 INVESTMENT IN EQUITY ACCOUNTED ASSOCIATE		
Carrying value	2,668,585	3,495,659
Less: Share of loss on equity accounted associate	(894,260)	(827,074)
9.1	1,774,325	2,668,585

9.1 This represents investment made in ordinary shares of Rs. 10 each of Saaf Sehatmand Services (Private) Limited that represents 10% (i.e. 400,000 shares) of the total holding of the Company. Further, the Company has significant influence over investee based on shareholders' agreement, accordingly, the investment has been accounted for as equity accounted associate.

	2022	2021
Note	----- (Rupees) -----	
10 STORES AND SPARES		
Stores and spares	46,897,934	39,985,082
Spares in transit	344,972	291,062
	47,242,906	40,276,144
10.1 Provision for slow moving stores and spares		
Opening balances	-	2,936,012
Write off during the year	-	(2,936,012)
Closing balances	-	-

	2022	2021
Note	----- (Rupees) -----	
11 STOCK-IN-TRADE		
Manufacturing:		
Raw and packing materials		
in hand	510,378,288	244,187,424
in transit	120,834,744	66,596,552
	631,213,032	310,783,976
Work-in-process	32,863,802	29,113,198
Finished goods	81,904,932	99,340,160
11.1		
Trading:		
in hand	14,585,778	6,296,676
in transit	14,798,254	7,856,060
11.1	14,798,254	7,856,060
	775,365,798	453,390,070

11.1 This includes finished goods with cost of Rs. 12.617 million (2021: 46.794 million) which are being carried at their net realizable value of Rs. 10.061 million (2021: 42.706 million).

	2022	2021
Note	----- (Rupees) -----	
12 TRADE DEBTS		
(Unsecured - considered good)		
Due from associated undertakings	3,615,613	125,814,755
Others	52,494,303	25,390,099
	56,109,916	151,204,854
(Unsecured - considered doubtful)		
Considered doubtful	3,047,304	1,516,710
Allowance for expected credit losses	(3,047,304)	(1,516,710)
12.4	56,109,916	151,204,854

		2022	2021
	Note	------(Rupees)-----	
12.1	This comprises of amounts receivable from:		
	Premier Sales (Private) Limited	2,794,307	125,109,422
	Scitech Health (Private) Limited	-	5,581
	Memon Medical Institute	43,144	83,373
	Zaman Textile Mills (Private) Limited	8,190	16,380
	EHC (Private) Limited	769,972	599,999
	12.2	<u>3,615,613</u>	<u>125,814,755</u>
12.2	The aging of related party balances at the reporting date is as follows:		
	Not past due	3,577,114	125,109,422
	Past due from 1-30 days	3,208	607,565
	Past due from 31 days onward	35,291	97,768
		<u>3,615,613</u>	<u>125,814,755</u>
12.3	The maximum amount due from related parties at the end of any month during the year was Rs. 196.98 million (2021: Rs. 125.81 million).		
12.4	Allowance for expected credit losses		
	Opening balance	1,516,710	4,807,189
	Provision (recorded) / reversed for expected credit losses	1,530,594	(3,290,479)
	Closing balance	<u>3,047,304</u>	<u>1,516,710</u>
		2022	2021
	Note	------(Rupees)-----	
13	LOANS AND ADVANCES		
	Loan to employees	1,710,805	1,092,608
	Advances		
	suppliers	19,055,058	15,470,757
	others	1,113,964	179,748
		<u>20,169,022</u>	<u>15,650,505</u>
		<u>21,879,827</u>	<u>16,743,113</u>
13.1	This represents advances to suppliers in the normal course of business and does not carry any interest or mark-up.		
		2022	2021
	Note	------(Rupees)-----	
14	TRADE DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES		
	LC margin	2,214,665	6,785,291
	Security deposits	1,460,276	2,453,996
	Prepayments	281,551	533,584
	Sales Tax adjustable	42,926,091	-
	Sales tax receivable	1,045,580	1,045,580
	Workers' profit participation fund	-	1,638,894
		<u>47,928,163</u>	<u>12,457,345</u>
14.1	This represents short term deposits in the normal course of business and does not carry any interest or mark-up.		
		2022	2021
	Note	------(Rupees)-----	
15	TAXATION - NET		
	Advance taxation	69,078,453	55,675,002
	Income tax refundable	47,057,369	39,255,011
	Provision for taxation	(38,214,526)	(41,026,597)
		<u>77,921,296</u>	<u>53,903,416</u>

		2022	2021
	Note	----- (Rupees) -----	
16 CASH AND BANK BALANCES			
Cash in hand			
Local currency		239,529	183,298
Foreign currency		619,997	486,570
		<u>859,526</u>	<u>669,868</u>
Cash at bank			
Current account	16.1	2,785,725	3,077,060
		<u>3,645,251</u>	<u>3,746,928</u>

16.1 This includes balances amounting to Rs. 1.505 million (2021: Rs. 2.797 million) with Shariah compliant banks.

		2022	2021
		----- (Rupees) -----	
17 ISSUED, SUBSCRIBED AND PAID-UP CAPITAL			
Number of ordinary shares of Rs. 10/- each			
		2022	2021
		3,000,000	3,000,000
		900,000	900,000
		<u>3,900,000</u>	<u>3,900,000</u>
		30,000,000	30,000,000
		9,000,000	9,000,000
		<u>39,000,000</u>	<u>39,000,000</u>

17.1 Percentage of shares held by Directors, Chief Executive Officer and their spouses as at June 30, 2022 is 74.45% (2021: 74.45%).

17.2 The Company has one class of ordinary shares which carry no rights to fixed income. The holders of shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at the meeting of the Company. All shares rank equally with regard to the Company's residual assets.

18 LOAN FROM CHIEF EXECUTIVE

The Company had obtained a long term interest free loan from the Chief Executive which at the reporting date amounts to Rs. 55 million (2021: 55 million). This loan is unsecured with no maturity period and repayable at the discretion of the Company. The loan has been classified as per the requirements of International Financial Reporting Standards (IFRS) and the requirements of Technical Release (TR-32) issued by the Institute of Chartered Accountants of Pakistan.

19 CAPITAL RESERVES

Capital reserve includes share premium reserve as per section 81 of the Companies Act, 2017 this can be used for the following purposes:

- to write off preliminary expenses of the Company;
- to write off expenses of, or the commission paid or discount allowed on, any issue of shares of the Company; and
- in providing for the premium payable on the redemption of any redeemable preference shares of the Company.

The Company may also use the share premium account to issue bonus shares to its members.

		2022	2021
	Note	----- (Rupees) -----	
20 DEFERRED TAXATION			
Deferred tax credits / (debits) arising in respect of :			
Taxable temporary differences:			
Property, plant and equipment		74,735,042	73,565,959
Investment property		687,794	
Deductible temporary differences			
Intangible asset		(170,369)	(165,180)
Trade and other receivables, including advances		(430,693)	(426,751)
Inventories		(214,118)	(336,938)
Difference of Turnover Tax and Normal Tax		(31,968,980)	-
		<u>42,638,676</u>	<u>72,637,090</u>

21 LONG TERM FINANCING - SECURED

	Installment payable	Repayment period	Profit rate	Note	2022	2021
					(Rupees)	
Shariah Arrangements						
Bank Al-Habib Limited - Islamic banking	Quarterly	2017-22	0.50% above 6 months KIBOR	21.1 & 21.2	11,000,000	33,000,000
Bank Al-Habib Limited - Islamic banking	Quarterly	2019-25	0.75% above 6 months KIBOR	21.1 & 21.2	31,361,480	41,011,167
Bank Al-Habib Limited - Islamic banking	Quarterly	2019-25	1% above 6 months KIBOR	21.1 & 21.2	55,292,160	72,305,133
Bank Al-Habib Limited - Islamic banking	Quarterly	2022-27	1% above 6 months KIBOR	21.2	9,533,700	-
Bank Al-Habib Limited - Islamic banking	Quarterly	2022-27	1% above 6 months KIBOR	21.2	5,370,300	-
Meezan Bank Limited	Quarterly	2019-21	3 months KIBOR 1% above	21.1 & 21.3	-	2,470,491
Meezan Bank Limited	Quarterly	2019-22	3 months KIBOR 1% above	21.1 & 21.3	-	3,283,133
Meezan Bank Limited	Quarterly	2019-25	3 months KIBOR 1% above	21.1 & 21.3	4,865,829	6,635,222
Meezan Bank Limited	Quarterly	2019-25	3 months KIBOR 1% above	21.1 & 21.3	11,828,792	15,468,421
Meezan Bank Limited	Quarterly	2019-25	3 months KIBOR 1% above	21.1 & 21.3	3,825,169	4,918,075
Meezan Bank Limited	Quarterly	2019-25	3 months KIBOR 1.2% above	21.1 & 21.3	3,485,012	4,480,731
Meezan Bank Limited	Quarterly	2019-25	3 months KIBOR 1% above	21.1 & 21.4	61,405,206	81,873,609
Meezan Bank Limited	Quarterly	2020-23	3 months KIBOR 1% above	21.3	2,076,218	3,737,193
Meezan Bank Limited	Quarterly	2020-23	3 months KIBOR 1% above	21.3	3,302,836	5,945,105
Meezan Bank Limited	Quarterly	2020-23	3 months KIBOR 1% above	21.3	1,176,636	2,117,944
Meezan Bank Limited	Quarterly	2020-23	3 months KIBOR	21.3	1,708,888	3,075,999
Bank Al falah Limited	Quarterly	2023-32	4% above SBP Rate	21.6	5,376,247	2,457,600
Bank Al falah Limited	Quarterly	2023-31	4% above SBP Rate	21.6	2,700,817	-
Bank Al falah Limited	Quarterly	2024-32	4% above SBP Rate	21.6	12,282,103	-
Bank Al falah Limited	Quarterly	2024-32	4% above SBP Rate	21.6	103,434,252	-
Bank Al-Habib Limited - Islamic banking	Quarterly	2022-29	1% above 6 months KIBOR	21.7	299,632,458	-
					629,658,103	282,779,823
Non shariah Arrangements						
Habib Metropolitan Bank	Quarterly	2021-22	2% above SBP Rate	21.5	36,840,506	83,240,951
					666,498,609	366,020,774
Less: Current portion shown under current liabilities						
Shariah Arrangements						
Bank Al-Habib Limited - Islamic banking				21.2 & 21.7	(83,186,835)	(48,662,659)
Meezan Bank Limited				21.3 & 21.4	(34,577,709)	(40,331,333)
					(117,764,544)	(88,993,992)
Non shariah Arrangements						
Habib Metropolitan Bank				21.5	(36,840,506)	(46,224,891)
					511,893,559	230,801,891

- 21.1 As per State Bank of Pakistan relief package, all of the principal payments under diminishing musharakah arrangements were deferred by one year. Consequently, the term for all of arrangements is increased by a year.
- 21.2 The Company has long term loans arrangement with Bank Al-Habib Limited - Islamic banking for an amount of Rs. 251.552 million (June 30, 2021: Rs. 239.993 million). The term of the loan was 5 years from the date of disbursement, repayable in 20 equal quarterly installments. During the year, the Company had made repayment of Rs. 48.663 million (June 30, 2021: Rs. 13.099 million) on which, profit was 8.10% to 12.22% (June 30, 2021: 7.63% to 14.45%) per annum. The Company had total facility of Rs. 359.667 million. Islamic finance under this diminishing musharakah is secured by an equitable mortgage of head office property, first exclusive charge of particular machinery of the Company and personal guarantee of Chairman of the Board of Directors.
- 21.3 The Company has a long term loan arrangement with Meezan Bank Limited for an amount of Rs. 53.796 million (June 30, 2021: Rs. 79.844 million). The term of the loan was from 2 to 5 years from the date of disbursement, repayable in 8 to 20 equal quarterly installments. During the year, the Company had made repayment of Rs. 19.863 million (June 30, 2021: Rs. 5.364 million) on which, profit was 8.39% to 12.60% (June 30, 2021: 7.86% to 11.94%) per annum. The Company had total facility of Rs. 95 million. Islamic finance under this diminishing musharakah is secured by a first exclusive charge over particular machinery of the Company.
- 21.4 The Company has a long term loan arrangement with Meezan Bank Limited of an amount of Rs. 102.342 million (June 30, 2021: Rs. 102.342 million). The term of the loan was 5 years from the date of disbursement, repayable in 20 equal quarterly installments started from August 2019. During the year, the Company had made repayment of Rs. 20.468 million (June 30, 2021: Rs. 5.117 million) on which, profit was 8.58% to 11.57% (June 30, 2021: 8.27% to 9.37%) per annum. The Company had total facility of Rs. 125 million. Islamic finance under this diminishing musharakah is secured by a first exclusive charge of Baby Care machine and personal guarantee of Chairman of the Board of Directors and Chief Executive Officer.
- 21.5 The Company has entered a long term loan arrangement with Habib Metropolitan Bank Limited of an amount of Rs. 100.819 million (June 30, 2021: Rs. 100.819 million). The term of the loan was two years from the date of disbursement, repayable in eight equal quarterly installments started from April 2021. During the year, the Company had made repayment of Rs. 50.410 million (June 30, 2021: Rs. 12.602 million) on which, profit was 2% per annum. The Company had total facility of Rs. 107 million obtained specifically for payment of salaries and is secured by Pari Passu charge over Movables & Receivables (Stock & Receivables) of the company with 25% margin for Rs. 142.667 million.
- 21.6 The Company has entered a long term loan arrangement with Bank Al Falah Limited of an amount of Rs. 180.00 million (June 30, 2021: Rs. 2.458 million). The term of the loan was ten years including two years grace period from the date of disbursement, repayable in 32 equal quarterly installments. The Company had total facility of Rs. 180 million. State Bank of Pakistan - Islamic Temporary Economic Refinance Facility Scheme is secured by first exclusive charge over specific plant and machinery imported through BAFL with 25% margin for Rs. 60 million secured by first pari passu charge over existing and future plant and machinery of the company and cross corporate guarantee of related party PharmEvo (Pvt) Ltd for Rs. 60 million, and personal guarantee of Chairman of the Board of Directors for Rs. 225 million.
- 21.7 The Company has entered a long term loan arrangement with Bank Al-Habib Limited - Islamic banking of an amount of Rs. 299.632 million (June 30, 2021: Rs. Nil). The term of the loan was eight years including one Year grace period from the date of disbursement, repayable in 28 equal quarterly installments. The Company has total facility of Rs. 450 million. Islamic finance under this diminishing musharakah is secured by equitable mortgage of factory property and personal guarantee of Chairman of the Board of Directors.

		2022	2021
	Note	------(Rupees)-----	
22 DEFERRED GOVERNMENT GRANT			
Government grant	22.1	57,173,222	4,975,724
Less: Current portion shown under current liabilities		<u>(8,322,507)</u>	<u>(4,184,638)</u>
		<u>48,850,715</u>	<u>791,086</u>

- 22.1 The Company had availed long term finance facility as described in note 21.5 and 21.6 to the financial statements. Institute of Chartered Accountants of Pakistan (ICAP) issued the guidance for accounting of said financing through circular No. 11/2020. Accordingly, the Company recognised the Deferred Government Grant in accordance with the requirements of 'IAS 20-Accounting for Government Grants and Disclosure of Government Assistance'.

	Note	2022	2021
		(Rupees)	
23 TRADE AND OTHER PAYABLES			
Creditors		199,571,843	96,042,754
Accrued liabilities	23.1	41,356,103	29,742,083
Sales tax payable		-	4,197,718
Workers' profit participation fund	23.2	539,840	-
Workers' Welfare fund		445,155	4,653,372
Advances from customers - unsecured		21,381,340	19,198,221
		<u>263,294,281</u>	<u>153,834,148</u>
23.1 Accrued liabilities			
Salaries, wages and other benefits		4,290,288	18,432,933
Accrued expenses		36,393,191	10,714,145
Auditors' remuneration payable		672,624	595,005
		<u>41,356,103</u>	<u>29,742,083</u>
23.2 Workers' profit participation fund			
Opening balance		(1,638,894)	-
Provision made during the year		1,289,840	11,361,106
		<u>(349,054)</u>	<u>11,361,106</u>
Interest on funds utilised in the Company's business		-	-
		<u>(349,054)</u>	<u>11,361,106</u>
Amounts paid		888,894	(13,000,000)
Closing balance		<u>539,840</u>	<u>(1,638,894)</u>

23.3 The investments by the provident fund in collective investment schemes, listed equity and debts securities have been made in accordance with the conditions specified in section 218 of the Companies Act, 2017 and rules specified thereunder.

	Note	2022	2021
		(Rupees)	
24 SHORT TERM BORROWINGS - SECURED			
From banking companies - secured			
Islamic mode			
Murabaha finance		453,771,071	85,293,936
Running musharakah		240,996,435	178,769,421
Istisna financing		28,288,504	43,841,533
	25.1	<u>723,056,010</u>	<u>307,904,890</u>

24.1 This represent short term financing i.e. murabaha, istisna and running musharakah obtained under profit arrangements and are secured against hypothecation of moveable fixed assets and hypothecation of current assets of the Company. The Company has murabaha financing facility of Rs. 825 million (June 30, 2021: Rs. 600 million) out of which Rs. 225 million (June 30, 2021: Rs. 225 million) is interchangeable with running musharakah & Rs. 475 million (June 30, 2021: Rs. 325 million) with istisna. In addition, the Company has running musharakah facility of Rs. 100 million (June 30, 2021: Rs. 50 million). During the period, profit rate on such arrangements ranged between KIBOR + 0.50% to KIBOR + 0.75% (June 30, 2021: KIBOR + 0.50% to KIBOR + 0.85%) per annum.

	Note	2022	2021
		(Rupees)	
25 ACCRUED PROFIT			
Long-term financing from Banks			
Shariah Arrangement:			
Diminishing musharakah		19,827,263	3,300,687
Non shariah Arrangement:			
Salary refinancing		188,518	439,874
Short-term borrowings from Banks			
Murabaha financing		10,275,820	432,098
Musharakah financing		7,645,464	2,546,078
Istisna financing		779,058	128,041
		<u>18,700,342</u>	<u>3,106,217</u>
		<u>38,716,123</u>	<u>6,846,778</u>

26 CONTINGENCIES AND COMMITMENTS

26.1 Contingencies

- 26.1.1 Contingent liability in respect of bank guarantees as at June 30, 2022 was Rs. 11.01 million (2021: Rs. 12.77 million). Out of this, Rs. 5.2 million (2021: Rs. 5.2 million) and Rs.5.66 million (2021: Rs. 7.43 million) represents the bank guarantees issued to Pakistan State Oil Company Limited against commercial and fleet cards for fuel and diesel and to K-Electric Limited as security deposit respectively.
- 26.1.2 The Company had filed a suit for infringement and passing off its Trade Mark Shield on May 8, 2014 against Dalda Foods (Private) Limited and vide order dated September 16, 2014 temporary injunction till disposal of the suit was confirmed by the Court. Later on Dalda Foods (Private) Limited preferred an appeal against the confirmation of stay order which was allowed by Division Bench of Honorable High Court of Sindh on March 19, 2016. Shield Corporation Limited appealed before the Honorable Supreme Court of Pakistan.

The Honorable Supreme Court of Pakistan referred the case to the Honorable High Court with direction to decide the case on merits. Based on the Company's legal counsel advice, the management is of the opinion that the case is likely to be decided in the Company's favour.

- 26.1.3 The Company had filed a constitutional petition in Honourable High Court of Sindh on March 6, 2017 against impugned recovery notice dated January 20, 2017 for Rs. 2.5 million of Karachi Municipal Corporation (KMC) on account of Municipal Utility Charges Tax (MUCT) arrears in which stay was granted by the Honorable High Court of Sindh on March 7, 2017. Based on the Company's legal counsel advice, the management is hopeful for the favorable outcome of the court case and hence no provision has been made in these financial statements.
- 26.1.4 The Company had filed a constitutional petition in Honourable High Court of Sindh on December 26, 2019 against Federation of Pakistan, Federal Board of Revenue and Commissioner of Inland Revenue challenging the changes made through Finance Act, 2019 in relation to curtailment of tax credit under section 65B from the period June 30, 2021 to June 30, 2019 and additionally reducing tax credit under section 65B from 10% to 5%, for the tax year 2019. The Honourable High Court of Sindh has granted a stay order and consequently the Company has claimed tax credit. In case the decision comes against the Company, it will increase tax expense of Rs. 26.284 million. Based on the Company's legal counsel advice, the management is of the opinion that the matter will be decided in favour of the Company, therefore no provision has been made in these financial statements.
- 26.1.5 The Company had filed a constitutional petition in Honourable High Court of Sindh on April 28, 2020 against Federation of Pakistan, National Electric Power Regulatory Authority and K-Electric Limited challenging the retrospective ISPA levy amounting to Rs. 5,166,379/- that is related to the period from July 2019 to December 2019. The High Court of Sindh decided the constitutional petition in favour of the Company through judgement dated September 28, 2020. Subsequently, K-Electric Limited had filed CPLA against the judgement in the Supreme Court of Pakistan. During the year, the Supreme Court of Pakistan dismissed the CPLA on March 17, 2022.
- 26.1.6 Additional Commissioner, Inland Revenue (FBR) had issued an amended assessment order dated March 22, 2021 for the tax year 2018 through which tax demand of Rs. 6.86 million on various issues of the Income Tax Ordinance, 2001, was created. The Company has filed an appeal to Commissioner Inland Revenue (Appeals) against the order. Based on the Company's tax consultant advice, the management is of the opinion that the case will be decided in Company's favour and hence no provision has been made in these financial statements.
- 26.1.7 The Company received an assessment order from Deputy Commissioner Inland Revenue (FBR) for the tax year 2018 through which demand of Rs. 13.62 million on various issues of the Sales Tax Act, 1990 is created. The Company had filed an appeal to Commissioner Inland Revenue (Appeals) against the order. The appeal was decided by remanding back the case for re-assessing claim of input tax amounting to Rs. 12.83 million while confirming recovery of certain sales tax amounts. Based on the Company's tax consultant advice, the management is of the opinion that the case will be decided in Company's favour and hence no provision has been made in these financial statements.

26.2 Commitments

- 26.2.1 The Company has letter of credit and other commitments for purchases amounting to Rs. 114.124 million (June 30, 2021: Rs. 119.654 million).
- 26.2.2 The Company has letter of credit and other commitments for capital expenditures amounting to Rs. 4.505 million (June 30, 2021: Rs. 167.996 million).

27 SALES - NET	Note	2022 ------(Rupees)-----	2021
Gross sales		3,156,749,059	2,627,637,349
Local sales		(462,003,035)	(383,522,660)
Sales tax		2,694,746,024	2,244,114,689
Discounts		(51,509,888)	(100,044,962)
Export sales		2,643,236,136	2,144,069,727
		18,818,575	4,480,666
		<u>2,662,054,711</u>	<u>2,148,550,393</u>

	2022	2021
Note	----- (Rupees) -----	
27.1 Information by geographical area for export sales		
Afghanistan	18,502,553	-
Ireland	-	102,770
Mozambique	-	4,377,896
Uganda	316,022	-
	18,818,575	4,480,666

27.2 Out of the total sales, sales of Premier Sales (Private) Limited, the related parties comprise of 84.26% (2021: 88.63%) respectively.

	2022	2021
Note	----- (Rupees) -----	
28 COST OF SALES		
Raw and packaging materials consumed	28.1 1,470,808,124	1,073,241,397
Salaries, wages and other benefits	28.2 229,135,780	210,297,572
Fuel and power	102,557,655	82,469,696
Stores and spares consumed	33,778,977	26,361,265
Depreciation	6.3 66,051,869	67,063,654
Amortization	7.2 191,044	173,333
Repairs and maintenance	17,794,809	23,092,935
Traveling and conveyance	134,502	18,862
Rents, rates and taxes	7,080,800	3,686,282
Insurance	3,842,514	3,572,212
Freight	4,292,398	1,194,733
Printing and stationery	918,776	685,263
Postage, telegram and telephone	822,976	720,290
Others	8,241,628	4,360,076
	1,945,651,852	1,496,937,570
Opening inventory of work in process	29,113,198	17,609,185
Closing inventory of work in process	(32,863,802)	(29,113,198)
	(3,750,604)	(11,504,013)
	1,941,901,248	1,485,433,557
Opening inventory of finished goods (including trading goods)	105,636,837	63,753,574
Purchase of trading goods	72,714,086	41,167,555
Closing inventory of finished goods (including trading goods)	(96,490,710)	(105,636,837)
	81,860,213	(715,708)
	2,023,761,461	1,484,717,849
28.1 Raw & packaging material consumed		
Opening stock	244,187,424	368,201,325
Purchases	1,736,998,988	949,227,496
	1,981,186,412	1,317,428,821
Closing stock	(510,378,288)	(244,187,424)
	1,470,808,124	1,073,241,397
28.2 Detail of salaries, wages and other benefits		
Salaries, wages and other benefits	224,784,276	206,478,468
Provident fund contributions	4,351,504	3,819,104
	229,135,780	210,297,572

		2022	2021
	Note	----- (Rupees) -----	
29	SELLING AND DISTRIBUTION EXPENSES		
Salaries, wages and other benefits	29.1	230,596,906	156,598,483
Traveling and conveyance		51,001,412	36,148,159
Depreciation	6.3	4,075,080	2,808,716
Amortization	7.3	12,577	-
Advertisement and sales promotion		96,317,018	60,423,958
Postage, telegram and telephone		1,314,299	943,794
Vehicle repairs and maintenance		3,498,979	2,065,600
Printing and stationery		124,366	70,459
Insurance		113,282	121,538
Freight		82,536,144	56,374,477
Legal and professional		2,121,916	1,183,975
Others		6,188,612	1,611,547
		<u>477,900,591</u>	<u>318,350,706</u>
29.1	Detail of salaries, wages and other benefits		
Salaries, wages and other benefits		225,880,334	154,387,263
Provident fund contributions		4,716,572	2,211,220
		<u>230,596,906</u>	<u>156,598,483</u>
30	ADMINISTRATIVE AND GENERAL EXPENSES		
Salaries, wages and other benefits	30.1	31,781,259	31,156,381
Repairs and maintenance		5,125,627	3,824,027
Depreciation	6.3	2,648,632	2,365,872
Amortization	7.2	17,953	13,334
Traveling and conveyance		186,534	161,578
Postage, telegram and telephone		1,616,848	1,663,570
Rent, rates and taxes		1,721,499	3,146,179
Insurance		271,925	215,953
Electricity and water charges		1,154,967	866,527
Printing and stationery		1,116,129	930,236
Legal and professional		5,970,054	4,284,013
Security charges		-	77,739
Fees and subscription		868,160	821,089
Director meeting fees		230,000	260,000
Charity and donations	30.2	400,000	710,000
Auditors' remuneration	30.3	735,480	684,105
Others		42,578	46,374
		<u>53,887,645</u>	<u>51,226,977</u>
30.1	Detail of salaries, wages and other benefits		
Salaries, wages and other benefits		30,554,428	30,008,640
Provident fund contributions		1,226,831	1,147,741
		<u>31,781,259</u>	<u>31,156,381</u>
30.2	Break down of donation is as follows:		
Family Educational Services Foundation		220,000	240,000
Pak Rehabilitation Education Welfare Association		180,000	320,000
Habib Public School		-	150,000
		<u>400,000</u>	<u>710,000</u>

30.2.1 The directors or their spouses have no interest in the donation made during the year.

	2022	2021
Note	----- (Rupees) -----	
30.3 Auditors' remuneration		
Annual audit fee	570,000	550,000
Half yearly review fee	50,000	31,931
Compliance with corporate governance review fee	35,000	27,500
Out of pocket	26,000	24,000
Sales Tax	54,480	50,674
	<u>735,480</u>	<u>684,105</u>
31 OTHER OPERATING EXPENSES		
Provision for:		
Workers' Profit Participation Fund	1,289,840	11,361,106
Workers' Welfare Fund	445,155	4,653,372
Impairment of fixed assets	-	3,766,188
Loss on foreign exchange	-	29,162
Exchange loss on purchases	19,934,980	-
Loss on disposal of operating fixed assets	5,678,386	10,897,343
Loss on disposal of stores and spares	-	724,496
	<u>27,348,361</u>	<u>31,431,667</u>
32 OTHER OPERATING INCOME		
Scrap sales	12,912,862	7,869,747
Rental income	14,850,000	-
Other income	307,514	175,406
Grant income	5,602,866	4,845,121
Gain on foreign exchange	279,992	-
Exchange gain on purchases	-	1,536,734
Reversal of provision:		
Workers' Welfare Fund - prior	149,655	-
	<u>34,102,889</u>	<u>14,427,008</u>
33 FINANCE COSTS		
Shariah Arrangement		
Profit on short term borrowings	50,665,143	19,794,343
Rent on diminishing musharakah	28,233,971	25,433,090
Guarantee commission	54,474	35,628
Bank charges	754,072	529,931
	<u>79,707,660</u>	<u>45,792,992</u>
Non-Shariah Arrangement		
Interest on salary refinancing	5,145,025	6,625,443
Guarantee commission	2,477	41,310
Bank charges	182,725	31,471
	<u>85,037,887</u>	<u>52,491,216</u>
34 TAXATION		
Current		
for the year	38,214,526	41,026,597
prior year	(181,276)	1,019,331
	<u>38,033,250</u>	<u>42,045,928</u>
Deferred	(29,998,414)	30,071,690
	<u>8,034,836</u>	<u>72,117,618</u>
34.1		

		2022	2021
	Note	------(Rupees)-----	
34.1 Relationship between taxation expense and accounting profit			
Profit before taxation		25,796,801	227,222,391
Tax at the applicable income tax rate of 29% (2021: 29%)		7,481,072	65,894,493
Tax effect of inadmissible expenses / losses			
Tax effect of income assessed under final tax regime		219,386	124,306
Rate change impact - deferred tax		(6,147)	2,805,272
Prior year tax		(181,276)	1,019,331
Permanent differences		259,335	347,791
Others		262,466	1,926,425
		<u>8,034,836</u>	<u>72,117,618</u>
35 EARNINGS PER SHARE - BASIC AND DILUTED			
Profit for the year		17,761,965	155,104,773
		(Number of shares)	
Weighted average number of ordinary shares in issue during the year		3,900,000	3,900,000
Earnings per share basic and diluted		4.55	39.77
36 CASH GENERATED FROM OPERATIONS			
Profit before taxation		25,796,801	227,222,391
Adjustments for:			
Depreciation	6.3	72,775,581	72,238,242
Amortization	7.2	221,574	186,667
Impairment net of disposal		-	3,766,188
Share of loss on equity accounted associate	9	894,260	827,074
Provision of / (reversal of) impairment of trade debts	12.4	1,530,594	(3,290,479)
Exchange (gain) / loss		(279,992)	29,162
Loss on disposal of property, plant and equipment		5,678,386	10,897,343
Disposal of stores and spares		-	3,660,508
Finance costs	33	85,037,887	52,491,216
Changes in:			
Stores and spares		(6,966,762)	(12,637,572)
Stock-in-trade		(321,975,728)	(1,013,185)
Trade receivables		93,564,344	(104,180,007)
Loans and advances		(5,136,714)	(4,411,677)
Long term deposits		3,901,500	325,444
Trade deposits and short term prepayments		(35,470,818)	(10,861,905)
Trade and other payables		109,460,133	40,331,426
Cash generated from operations		<u>29,031,046</u>	<u>275,580,836</u>

36.1 Reconciliation of movements of liabilities to cash flows arising from financing activities

	Long term financing	Loan from CEO	Short term borrowings	Dividend payable	Total
Note	21	18	25		
-----Rupees-----					
Opening balance	370,996,498	55,000,000	129,135,469	954,368	556,086,335
Dividend declared				7,800,000	7,800,000
Proceeds from long term loans	492,078,854	-	-	-	492,078,854
Proceeds from short term borrowings	-	-	940,651,178	-	940,651,178
Repayment of long term loans	(139,403,521)	-	-	-	(139,403,521)
Repayment of short term borrowings	-	-	(587,727,072)	-	(587,727,072)
Dividend paid	-	-	-	(7,755,474)	(7,755,474)
	352,675,333	-	352,924,106	(7,755,474)	697,843,965
Closing balance	723,671,831	55,000,000	482,059,575	998,894	1,261,730,300

	Note	2022	2021
----- (Rupees) -----			
37 CASH AND CASH EQUIVALENTS			
Running musharakah - secured	25	(240,996,435)	(178,769,421)
Cash and bank balances	16	3,645,251	3,746,928
		(237,351,184)	(175,022,493)

38 ENTITY-WIDE INFORMATION

The Company constitutes of a single reportable segment, the principal classes of products of which are oral care, baby care and hygiene products. The Company's principal classes of products accounted for the following percentages of sales :

	2022	2021
Baby care	87.16%	86.64%
Oral care	12.13%	12.99%
Hygiene	0.71%	0.37%
	100.00%	100.00%

39 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reports issued to the chief operating decision maker, the chief executive officer has been identified as the chief operating decision maker who is responsible for allocating resources and assessing performance of the operating segments.

40 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

40.1 Risk management policies

The Company's objective in managing risks is the creation and protection of shareholders' value. Risk is inherent in the Company's activities, but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. The process of risk management is critical to the Company's continuing profitability. The Company is exposed to credit risk, liquidity risk and market risk (which includes currency risk, interest rate risk and price risk) arising from the financial instruments it holds.

The Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee, beside various management reports for the risk management purpose.

The Company finances its operations through equity, borrowings and management of working capital with a view to maintaining an appropriate mix between various sources of finance to minimize risk.

40.2 Credit risk

Credit risk represents the accounting loss that would be recognized at the reporting date if counter parties fail to perform as contracted and arises principally from trade debt, other receivables, and bank balances. The Company's policy is to enter into financial contracts with reputable counter parties in accordance with the internal guidelines and regulatory requirements.

Exposure to credit risk

Credit risk of the Company arises principally from the trade debts, deposits, loan and bank balances. The carrying amount of financial assets represents the maximum credit exposure and the maximum exposure to credit risk at the reporting date is as follows:

	2022	2021
	------(Rupees)-----	
Deposits	2,606,262	7,501,482
Loans	1,710,805	1,092,608
Trade debts	56,109,916	151,204,854
Bank balances	3,645,251	3,746,928
	<u>64,072,234</u>	<u>163,545,872</u>

All the trade debtors at the reporting date represent domestic customers.

The maximum exposure to credit risk before any credit enhancements for trade debts at the reporting date by type of customer is as follows:

Distributors	2,794,307	125,109,422
Institutions / others	53,315,609	26,095,432
	<u>56,109,916</u>	<u>151,204,854</u>

Based on the past experience, consideration of financial position, past track records and recoveries, the management does not expect non-performance on its credit exposure. Accordingly, the credit risk is minimal.

The aging of trade debts at the reporting date is:

Not past due	22,064,257	137,755,197
Past due 1-30 days	15,759,419	9,236,254
Past due 31-180 days	18,576,898	4,118,719
Past due 181 - 360 days	1,064,796	624,219
Above 360 days	1,691,850	987,175
	<u>59,157,220</u>	<u>152,721,564</u>
Allowance for expected credit losses	<u>(3,047,304)</u>	<u>(1,516,710)</u>
	<u>56,109,916</u>	<u>151,204,854</u>

To manage exposure to credit risk in respect of trade debts, management performs credit reviews taking into account the customer's financial position, past experience and other factors. Where considered necessary, advance payments are obtained from certain parties. For trade receivables, the Company has a policy to record provision for expected credit losses as per requirements of IFRS-9, the basis of which have been disclosed in detail in note 5.8.1

The exposure to banks is managed by dealing with variety of major banks and monitoring exposure limits on continuous basis. The ratings of banks ranges from AA+ to AAA.

Concentration of credit risk

Concentration of credit risk arises when a number of counter parties are engaged in similar business activities or have similar economic features that would cause their abilities to meet contractual obligation to be similarly affected by the changes in economic, political or other conditions. The Company believes that it is not exposed to any major concentration of credit risk.

40.3 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stress conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The following are the contractual maturities of financial liabilities, including interest payments, if any:

Financial liabilities

	Carrying amount	On Demand	Contractual Cash Flows	Less than one year	Two to five years
June 30, 2022					
Long-term financing	666,498,609	-	666,498,609	154,605,050	511,893,559
Trade and other payables	240,927,946	-	240,927,946	240,927,946	-
Accrued profit	38,716,123	-	38,716,123	38,716,123	-
Short-term borrowings	723,056,010	-	723,056,010	723,056,010	-
	<u>1,669,198,688</u>	<u>-</u>	<u>1,669,198,688</u>	<u>1,157,305,129</u>	<u>511,893,559</u>

	Carrying amount	On Demand	Contractual Cash Flows	Less than one year	Two to five years
June 30, 2021					
Long-term financing	366,020,774	-	366,020,774	135,218,883	230,801,891
Trade and other payables	125,784,837	-	125,784,837	125,784,837	-
Accrued profit	6,846,778	-	6,846,778	6,846,778	-
Short-term borrowings	307,904,890	-	307,904,890	307,904,890	-
	<u>806,557,279</u>	<u>-</u>	<u>806,557,279</u>	<u>575,755,388</u>	<u>230,801,891</u>

40.4 Market risk

Market risk is the risk that changes in market price, such as foreign currency rates, interest rates and equity prices will effect the Company's income or the value of its holdings of financial instruments. The Company is not exposed to any other price risk.

a) Foreign currency risk

Foreign currency risk is the risk that the future cash flow of financial asset or a liability will fluctuate due to a change in foreign exchange rates. It arises mainly where receivables and payables exist due to transactions entered into in foreign currencies. At the reporting date the Company's exposure to foreign currency risk is as follows:

	USD		GBP	
	2022	2021	2022	2021
Net exposure	330,581	189,953	-	6,876

The following significant exchange rates have been applied.

	Average rate		Reporting date rate	
	2022	2021	2022	2021
	-----Rupees-----			
USD to PKR	178.01	160.33	204.85	157.54
GBP to PKR	236.36	215.63	248.48	217.98

Sensitivity analysis

At the reporting date, if the PKR had strengthened by 10% against the USD and GBP with all other variables held constant, it will increase the profit by the amount shown below;

Effect on profit or loss	2022	2021
	----- (Rupees) -----	
USD	6,771,942	2,992,583
GBP	-	149,881
	<u>6,771,942</u>	<u>3,142,464</u>

The weakening of the PKR against USD and GBP would have had an equal but opposite impact on the profit.

The sensitivity analysis prepared is not necessarily indicative of the effects on profit for the year and assets / liabilities of the Company.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Majority of the interest rate exposure arises from long term loans and short term borrowings. At the reporting date the interest rate profile of the Company's interest bearing financial instruments is as follows:

	2022	2021	2022	2021
	Effective rate (In percent)		Carrying amount	
Financial liabilities				
Variable rate instruments				
Long term loans	8.10 - 12.6	7.63 - 14.45	505,864,684	280,322,223
Short term borrowings	7.88 - 16.13	7.38 - 8.87	240,996,435	178,769,421
			<u>746,861,119</u>	<u>459,091,644</u>

Fair value sensitivity analysis for fixed rate instruments

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect the statement of profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the reporting date would have increase / (decrease) profit for the year by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for the prior year.

	Statement of profit or loss	
	100 bps increase	100 bps decrease
	-----Rupees'-----	
At June 30, 2022		
Cash flow sensitivity - Variable rate financial liabilities	<u>7,468,611</u>	<u>(7,468,611)</u>
At June 30, 2021		
Cash flow sensitivity - Variable rate financial liabilities	<u>4,590,916</u>	<u>(4,590,916)</u>

The sensitivity analysis prepared is not necessarily indicative of the effects on profit for the year and assets / liabilities of the Company.

c) Other price risk

The risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices such as of equity securities due to a change in credit rating of the issuer or the instrument, change in market sentiments, speculative activities, supply and demand of securities and liquidity in the market.

Exposure

The Company has classified its investments at equity accounting therefore no exposure to other price risk exists at the reporting date.

	Note	2022 -----Rupees-----	2021
40.5 Financial instruments by category			
Financial assets at amortized cost			
Deposits		2,606,262	7,501,482
Loan to employees		1,710,805	1,092,608
Trade debts	12	56,109,916	151,204,854
Cash and bank balances	16	<u>3,645,251</u>	<u>3,746,928</u>
		<u>64,072,234</u>	<u>163,545,872</u>
Financial liabilities at amortized cost			
Long term financing - secured	21	666,498,609	366,020,774
Trade and other payables	23	240,927,946	125,784,837
Accrued profit	24	38,716,123	6,846,778
Short term borrowings - secured	25	<u>723,056,010</u>	<u>307,904,890</u>
		<u>1,669,198,688</u>	<u>806,557,279</u>

41 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Underlying the definition of fair value is the presumption that the Company is a going concern and there is no intention or requirement to curtail materially the scale of its operations or to undertake a transaction on adverse terms.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

IFRS 13 'Fair Value Measurement' requires the Company to classify fair value measurements and fair value hierarchy that reflects the significance of the inputs used in making the measurements of fair value hierarchy has the following levels:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset either directly that is, derived from prices.
- Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unadjusted) inputs.

Transfer between levels of the fair value hierarchy are recognised at the end of the reporting period during which the changes have occurred. At the reporting date, none of the financial instruments of the company are carried at fair value.

The Company has not disclosed the fair values for all other financial assets and financial liabilities, as these are either short term in nature or reprice periodically. Therefore, their carrying amounts are reasonable approximation of fair value.

42 TRANSACTIONS AND BALANCES WITH RELATED PARTIES

The related parties comprise of other associated companies, key management personnel, directors and post employment benefit plan. Transactions with related parties and associated undertakings are as under:

Name	Nature of relationship	Basis of relationship	Nature of transaction	2022	2021
				------(Rupees)-----	
Premier Agencies	Associated undertaking	Common Director	Sale of goods / (sale return) - net off discount of Rs. nil (2021: Rs. nil)	-	(13,568,217)
			Reimbursement of selling and distribution expenses	-	118,318
Premier Sales (Private) Limited	Associated undertaking	Common Director	Sale of goods - net off discount of Rs.0.531 million (2021: Rs.70.03 million)	2,242,527,329	1,904,349,204
			Reimbursement of selling and distribution expenses	167,227,897	145,234,743
Memon Medical Institute	Associated undertaking	Common Director	Sale of goods	75,633	75,815
PharmEvo (Private) Limited	Associated undertaking	Common Director	Sale of goods	-	93,590
			Purchase of fixed asset	-	311,615
Zaman Textile Mills (Private) Limited	Associated undertaking	Common Director	Sale of goods	-	14,000
Ehad Healthcare	Associated undertaking	Key management personnel	Sale of goods	-	337,644
EHC (Private) Limited	Associated undertaking	Key management personnel	Sale of goods	1,047,229	512,820
Scitech health (Private) Limited	Associated undertaking	Common Director	Purchase of goods	286,211	204,846
Nagaria Textile Mills (Private) Limited	Associated undertaking	Common Director	Warehouse rent	6,853,600	3,414,736
Mr Muhammad Haroon Qassim	Related parties	Chief executive	Loan received / (repaid)	-	(37,700,000)
Mr Muhammad Salman Qassim	Related parties	Director	Loan received / (repaid)	-	(17,300,000)
Employees provident fund	Retirement benefit fund	Employees benefit fund	Contribution made	10,306,741	7,166,015
Key management personnel	Related parties	Executives	Remuneration and benefits	52,187,034	42,578,591

42.1 Year end balances

Receivable from related parties	3,615,613	125,814,755
Payable to related parties	800,805	520,000
Loan from Chief Executive	55,000,000	55,000,000

42.2 The details of compensation paid to key management personnel are shown under the heading of "Remuneration of Chief Executive, Directors and Executive (note 43)". There are no transactions with key management personnel other than under their terms of employment.

43 REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

- a) The aggregate amount charged in the financial statements for remuneration, including all benefits to Chief Executive, Directors and Executives of the Company is as follows:

	2022				2021			
	Chief Executive	Director	Executives	Total	Chief Executive	Director	Executives	Total
	(Rupees)							
Managerial remuneration	-	-	51,064,910	51,064,910	-	-	30,284,148	30,284,148
Bonus	-	-	-	-	-	-	7,201,148	7,201,148
Provident fund	-	-	4,785,051	4,785,051	-	-	2,746,953	2,746,953
Meeting fees	-	230,000	-	230,000	-	260,000	-	260,000
Other benefits	-	-	54,080,422	54,080,422	-	-	30,548,148	30,548,148
Total	-	230,000	109,930,383	110,160,383	-	260,000	70,780,397	71,040,397
Number of persons	1	3	23	27	1	3	14	18

- b) The Chief Executive and Executive Director have not drawn any remuneration.
- c) The Chief Executive, Executive Director, Executives and their families are also covered under hospitalization insurance.
- d) The Chief Executive, Executive Director and Executives are also covered under group life insurance.
- e) Chairman of the Board, Chief Executive, Executive Director and one of the Non-Executive Director have not drawn any board and its committees attendance fees from the company.

44 CAPITAL MANAGEMENT

The Company's objectives when managing capital are:

- to safeguard its ability to continue as a going concern in order to provide adequate returns for shareholders and benefits for other stakeholders.
- to maintain an optimal capital structure to reduce the cost of capital.

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitor the return on capital, which the Company defines as profit or loss for the year divided by total shareholders' equity. The Board of Directors also monitor the level of dividend to ordinary shareholders. There were no changes to the Company's approach to capital management during the year and the Company is not subject to externally imposed capital requirements.

The Company manages the capital structure in the context of economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares, or sell assets to reduce debt.

The Company finances its operations through equity, borrowings and management of working capital with a view to maintaining an appropriate mix between various sources of finance to minimize risk.

	2022	2021
	(Rupees)	
The proportion of debt to equity at the reporting date:		
Total Borrowings (notes 21 & 24)	1,389,554,619	673,925,664
Less: Cash and bank balances (note 16)	(3,645,251)	(3,746,928)
Net debt	1,385,909,368	670,178,736
Total equity	603,959,733	593,997,768
Total capital	1,989,869,101	1,264,176,504
Gearing ratio	69.65%	53.01%

45 CAPACITY AND PRODUCTION

The production capacity of the plant can not be determined as this depends upon relative proportion of various products and components.

46 NUMBER OF EMPLOYEES

The number of employees as at period ended June 30, 2022 was 127 (2021: 114) and average number of employees during the year was 124 (2021: 104).

47 NON-ADJUSTING EVENT AFTER THE BALANCE SHEET DATE

There is no non-adjusting event after the reporting date.

48 DATE OF AUTHORIZATION FOR ISSUE

These financial statements were authorized for issue on September 27, 2022 by the Board of Directors of the Company.

49 CORRESPONDING FIGURES

Corresponding figures have been rearranged and reclassified, wherever necessary for the purpose of comparison and better presentation. However, no significant reclassification has been made during the year.

50 GENERAL

Figures have been rounded off to the nearest Pakistan rupee unless otherwise stated.



Mohammad Haroon Qassim
Chief Executive



Vali Muhammad A. Habib
Director



Yasir Yousuf Chhabra
Chief Financial officer

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 51st Annual General Meeting (AGM) of the shareholders of the Company will be held on Thursday, October 27, 2022 at 9:00 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 last Annual General Meeting held on October 27, 2021.
2. To receive, consider and adopt the audited Financial Statements of the Company for the year ended June 30, 2022 along with Auditors' and Directors' reports thereon.
3. To appoint auditors of the Company for the ensuing year ending June 30, 2023 and fix their remuneration. The Members are hereby notified that the Audit Committee and the Board of Directors have recommended the name of retiring auditors M/s. BDO Ebrahim & Co., Chartered Accountants for re-appointment as Auditors of the Company.

By order of the Board

Hafiz Muhammad Hasan
Company Secretary

Karachi: September 27, 2022

Notes:

1. The Share Transfer Book of the Company will remain closed from October 21, 2022 to October 27, 2022 (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 deposited 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 AGM are requested to email below mentioned information with subject "Registration for 51st AGM of Shield" along with valid copy of both sides of Computerized National Identify Card (CNIC) at 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.

Shareholders can also provide their comments and questions for the agenda items of the AGM at the aforesaid email address.

4. Shareholders (non-CDC) are requested to promptly notify the Company's Share Registrar of any change in their addresses and submit if applicable to them, the Non-deduction of Zakat Form CZ-50 with 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. All the Shareholders holding their shares in book entry form are requested to please update their addresses and Zakat status with their respective Participants.
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 Share 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. As per provisions of Section 244 of the Companies Act, 2017, any dividend and/or share certificate which are remained unclaimed or unpaid for a period of three years from the date these have become due and payable, the Company shall be liable to deposit those unclaimed / unpaid amounts with the Federal Government as per the directives to be issued by SECP from time to time. Shareholders, whose dividends still remain unclaimed and/or undelivered share certificates are available with the Company, are hereby requested to approach the Company to claim their outstanding dividend amounts and/or undelivered share certificates.
7. In accordance with SRO 470(I)/2016 dated May 31, 2016, SECP has allowed the companies to circulate the annual audited financial statements to its members through CD / DVD / USB instead of transmitting the hard copies at their registered addresses. Accordingly, the Annual Report of the Company for the year ended June 30, 2022 is being dispatched to the shareholders through DVD. Shareholders may request the Company Secretary or Share Registrar of the Company for transmitting the hard copy of the annual report by filing a 'Standard Request Form' available on Company's website and the same will be provided at his/her registered address, free of cost, within one week of receipt of request.
8. Pursuant to notification vide S.R.O. 787(I)/2014 dated September 8, 2014, SECP has permitted all listed companies to circulate their annual financial statements, along with Auditor's Report, Directors' Report along with notice of Annual General Meetings ("Annual Report"), to its shareholders through email subject to the written consent of the shareholders. Shareholders who wish to receive the Company's Annual Report by email are requested to provide the completed Consent Form available on the Company's website (www.shield.com.pk), to the Company's Share Registrar.
9. As per section 72 of the Companies Act, 2017 every existing Company is required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, within a period not exceeding four years from the commencement of the Companies Act, 2017. The SECP through its letter # CSD/ED/Misc./2016-639-640 dated March 26, 2021 has advised the listed companies to pursue their such members who still hold shares in physical form, to convert their shares into book-entry form. The shareholders having physical shareholding may please open CDC sub-account with any of the brokers or investors account directly with CDC to place their physical shares into script-less form. This will facilitate the shareholders in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.
10. 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 Annual General Meeting. 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

11. According to Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile/telephone number, International Bank Account Number (IBAN), etc. to our Share Registrar immediately to avoid any non-compliance of law or any inconvenience in future.
12. Shareholders 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.
13. 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.
14. 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.

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AFFIX
CORRECT
POSTAGE

Company Secretary
Shield Corporation Limited
Office No 1007, 10th Floor, Business Avenue,
Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi-74500, Pakistan
Tel: [92-21] 34385003-4 Fax: [92-21] 34556344

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مختار نامہ (پرائسی فارم)

کمپنی سیکریٹری

شیلڈ کارپوریشن لمیٹڈ

آفس 1007، بزنس ایونیو، بلاک 6

پی، ای، سی، ایچ، ایس، شاہراہ فیصل

کراچی، 74500، پاکستان

میں/ہم..... (نام و پتہ) بحیثیت رکن شیلڈ کارپوریشن لمیٹڈ اور حامل

عام حصص.....

(نام و پتہ)

(نام و پتہ)

گویان کی غیر حاضری کی صورت میں

کو جو کہ خود بھی شیلڈ کارپوریشن لمیٹڈ کے رکن ہیں، ۲۷ اکتوبر ۲۰۲۲ء کو ہونے والے سالانہ اجلاس عام میں شرکت کرنے اور میرے/ہمارے ایما پر حق رائے دہی استعمال کرنے کے لیے یا کسی بھی اتواری صورت میں اپنا/ہمارا پرائسی (مختار) مقرر کرتا ہوں۔

آج بروز..... تاریخ..... میرے/ہمارے دستخط ان کی موجودگی میں کیے گئے:

موصول ٹکٹ
چسپاں کریں

پہلے گواہ کے دستخط..... دوسرے گواہ کے دستخط.....

نام:..... نام:.....

CNIC نمبر:..... CNIC نمبر:.....

نام:..... شہر ہولڈرز کے دستخط.....

فولیو نمبر یا سی ڈی سی اکاؤنٹ نمبر:.....

نوٹس:

- 1- رکن سے درخواست ہے کہ
(ا) موصول ٹکٹ اور مخصوص جگہ پر لگائیں
(ب) بالکل وہی دستخط کریں جیسے کہ کمپنی کے رجسٹر میں کیے گئے ہیں
(ج) اپنا فولیو نمبر/سی ڈی سی اکاؤنٹ نمبر لکھیں
- 2- درج بالا پرائسی کی تقرری کے مؤثر ہونے کے لیے ضروری ہے کہ یہ فارم کمپنی کو مینٹگ شروع ہونے سے 48 گھنٹے قبل کمپنی کے رجسٹرڈ آفس 1007، بزنس ایونیو، بلاک 6، پی، ای، سی، ایچ، ایس، شاہراہ فیصل کراچی پر موصول ہو جائے۔
- 3- اس مختار نامہ (پرائسی فارم) میں کسی بھی قسم کی تبدیلی و ترمیم کا مجاز وہی فرد ہے جس نے اس پر دستخط کیے ہیں۔
- 4- جو انٹ ہولڈرز ہونے کی صورت میں سینئر رکن اپنا ووٹ کا خواہ خود اندراج کرے یا مختار کار کے ذریعے، یہ تسلیم کر لیا جائے گا کہ دوسرے جو انٹ ہولڈرز کے ووٹ خارج ہو گئے ہیں۔ اس خوالے سے سینئر ہونے کا تعین رجسٹر میں درج ناموں کی ترتیب کے حساب سے کیا جائے گا۔
- 5- مختار کار کا کمپنی کارکن ہونا ضروری ہے۔

سی ڈی سی اکاؤنٹ ہولڈرز/کارپوریٹ ادارے کے لیے

درج بالا کے علاوہ ذیل کی شرائط و ضوابط پر بھی پورا اترنا ضروری ہے:

- 1- مختار نامہ (پرائسی فارم) پر گواہ کے طور پر دو افراد کے دستخط ہونے چاہئیں، اداران کے نام، پتے اور قومی شناختی کارڈ نمبر فارم میں درج ہوں
- 2- مختار نامہ (پرائسی فارم) کے ساتھ پیشیری (مستفید ہونے والے فرد) اور مختار کار کے شناختی کارڈ یا پاسپورٹ کی نقول موجود ہوں
- 3- مختار کار کو مینٹگ کے وقت اپنا اصل شناختی کارڈ یا پاسپورٹ پیش کرنا ہوگا
- 4- کارپوریٹ ادارہ ہونے کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اتارنی کے دستخط، اگر پہلے فراہم نہ کیے گئے ہوں، مختار نامہ (پرائسی فارم) کے ہمراہ کمپنی میں جمع کرانا ہوں گے۔

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- i- سال ۲۰۲۱-۲۰۲۲ کے دوران کسی بھی واجب الادا قرض کی ادائیگی کے حوالے سے کسی نادرہنگی کا سامنا نہیں ہوا۔
- j- کسی بھی قسم کے بقایا جات، قانونی الزامات، ٹیکسز، اگر کوئی ہوں، انہیں فنانشل اسٹیمینٹس میں واضح کر دیا گیا ہے۔
- k- ۳۰ جون ۲۰۲۳ کو کمپنی کے پروویڈنٹ فنڈ سے کی گئی سرمایہ کاری کی مالیت 46.92 ملین روپے ہے۔
- l- گذشتہ 6 سال کے لیے اہم آپریٹنگ اور فنانشل ڈیٹا کا خلاصہ ساتھ منسلک ہے۔
- m- کمپنی کے تمام ڈائریکٹرز، ڈائریکٹرز ٹریننگ پروگرام سے متعلق کوڈ آف کارپوریٹ گورننس کی شرائط اور ضروریات کے ساتھ مطابقت رکھتے ہیں۔

مستقبل کا منظر نامہ

عالمی اور مقامی میکرو اکنامک ماحول میں معاشی چیلنجوں اور عدم استحکام سے اب بھی کوئی مہلت نظر نہیں آرہی، روس-یوکرین تنازعہ اور مقامی سیاسی منظر نامے اور پاکستان میں غیر معمولی سیلاب کی وجہ سے معیشت پر منفی اثرات کے ساتھ عدم استحکام اب بھی برقرار ہے۔ کاروبار کے لیے بائٹ لائن پروجیکشن ایک سنگین چیلنج بنی ہوئی ہے۔ بڑھتی ہوئی مہنگائی نے عوام کی ڈسپوزبل آمدنی کو متاثر کیا ہے اور ان کے اخراجات انڈرچیکڈ رہنے کی توقع ہے۔ ان مشکلات کے باوجود انتظامیہ ترقی اور نئی مصنوعات کی تلاش میں ہے۔ کمپنی اپنی ڈسٹریبیوشن کی مسابقتی برتری کے ذریعے اور مسابقتی قیمت کاری کی حکمت عملی کے ساتھ ان چیلنجوں پر قابو پانے کا ارادہ رکھتی ہے۔

اظہار تشکر

ہم باقاعدہ تعریف اور اظہار تشکر کرنا چاہتے ہیں:

- اپنے بورڈ کے رفقاء کی قابل قدر رہنمائی اور حمایت پر مشکور ہیں
- اپنے قابل قدر کسٹمرز اور کسٹمرز کا جنھوں نے ہماری پروڈکٹس پر بھرپور اعتماد کیا اور کمپنی کی پائیدار ترقی میں اپنی حمایت اور تعاون کو یقینی بنایا۔
- اپنے ملازمین کا، جو اپنی پر عزم کوششوں، وفاداری اور لگن کا مظاہرہ کر رہے ہیں۔
- اپنے قابل احترام سپلائرز، بینکرز، اور تمام اسٹیک ہولڈرز کا جو ہماری کمپنی کی مسلسل ترقی میں اپنی مدد اور حصہ مل رہے ہیں۔

بورڈ آف ڈائریکٹرز کی طرف سے

ولید

ولی محمد ای حبیب

ڈائریکٹر

Umar

محمد ہارون قاسم

چیف ایگزیکٹو

کراچی: ۷ ستمبر ۲۰۲۲

کمپنی بزنس کے ماحول پر اثرات

کمپنی EMS ISO 14001 کی کمپلائنس اور سروس بلنس کے ذریعے ماحول پر پڑنے والے اثرات کو کم سے کم کرنے کے لیے پرعزم ہے۔ ہر شعبہ اس بات کو یقینی بناتا ہے کہ ان کی روزمرہ کی سرگرمیاں مندرجہ ذیل ماحولیاتی پہلوؤں پر محیط ہوں:

- ویسٹ مینجمنٹ کی حکمت عملیوں کے ذریعے آلودگی سے بچاؤ اور وسائل کی کھپت کو کم کیا جاتا ہے، ان طریقوں سے مناسب حد تک نکلنے والے کچرے اور فضلے وغیرہ کے اخراج کے دوبارہ استعمال کو کم سے کم کرنے، ریکوری اورری سائیکلنگ کو فروغ ملتا ہے۔
- قدرتی وسائل جیسے بجلی، قدرتی گیس، تیل، ڈیزل اور پانی کے استعمال کی باقاعدہ نگرانی اور جانچ کی جاتی ہے۔ ہم ایسی ٹیکنالوجیز کے حصول کے لیے سرمایہ کاری جاری رکھے ہوئے ہیں، جو توانائی کے استعمال کے حوالے سے زیادہ کارگر ہوں اور جنہیں ہم اپنی موجودہ مشینوں سے بدل سکیں۔
- ماہانہ فائر ڈرائز کے ساتھ ایمرجنسی میں تیار رہنے کی مشق کی جاتی ہے۔ تمام اسٹاف کو اپنے ماحولیاتی پروگرام کی تربیت دی جاتی ہے اور انہیں اس میں شریک ہونے اور حصہ لینے کے قابل بنایا جاتا ہے۔

غرض کہ، ماحول کی بہتری سے وابستہ ہمارا عزم ہمارے دائرہ عمل یعنی ہمارے صارفین، اسٹاف اور کمیونٹی تک وسعت اختیار کرتا ہے۔

متعلقہ پارٹی ٹرانزیکشنز

لسٹنگ ریگولیشنز کی ضروریات کی تعمیل کی غرض سے کمپنی تمام متعلقہ پارٹی ٹرانزیکشنز آڈٹ کمیٹی اور بورڈ کے روبرو ان کے جائزے اور منظوری کے لیے پیش کی گئیں۔ یہ ٹرانزیکشنز آڈٹ کمیٹی اور بورڈ آف ڈائریکٹرز اس مقصد کے لیے کی جانے والی میٹنگز میں منظور کی گئیں۔ تمام متعلقہ پارٹی ٹرانزیکشنز کی تفصیلات مالیاتی گوشواروں کے منسلک نوٹس میں فراہم کر دی گئی ہیں۔

کارپوریٹ اور فنانشل رپورٹنگ فریم ورک پر بیان

ڈائریکٹرز کی ذمہ داریوں کا بیان

- a- بورڈ کمپنی کی حکمت عملی کی سمت کا مسلسل جائزہ لیتا رہتا ہے۔ چیف ایگزیکٹو کی جانب سے بزنس کے فروغ کے لیے طے کیے گئے سالانہ منصوبوں اور کارکردگی کے اہداف پر کمپنی کے مجموعی مقاصد کی روشنی میں بورڈ نظر ثانی کرتا ہے۔ بورڈ کارپوریٹ گورننس کے اعلیٰ ترین معیارات کو برقرار رکھنے کے لیے پرعزم ہے۔ کمپنی سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان اور پاکستان اسٹاک ایکسچینج کی ترمیم شدہ لسٹنگ رولز کی دفعات سے ہم آہنگ ہے اور مکمل تعمیل کرتی ہے۔
- b- کارپوریٹ گورننس کے لیے بہترین طریقوں پر عمل کے سلسلے میں لسٹنگ ریگولیشنز میں درج تفصیلات سے کسی بھی مرحلے پر پروگردانی نہیں کی گئی ہے۔
- c- کمپنی کی مینجمنٹ کی جانب سے تیار کیے گئے فنانشل اسٹیٹمنٹس میں معاملات کی اصل حالت، آپریشنز کے نتائج، جامع اور مکمل آمدنی، کیش کی روانی اور ایکویٹی میں ہونے والی تبدیلیاں واضح طور پر عیاں کی گئی ہیں۔
- d- کمپنی کے اکاؤنٹ کی باقاعدہ بکس مرتب کی گئی ہیں۔
- e- فنانشل اسٹیٹمنٹس کی تیاری کیلئے اکاؤنٹنگ کی معقول پالیسیوں کا اطلاق کیا جاتا ہے اور اکاؤنٹنگ تخمینے انتہائی مناسب اور محتاط فیصلوں کی بنیاد پر ہوتی ہیں۔
- f- فنانشل انٹرنیشنل فنانشل رپورٹنگ اسٹینڈرڈز کے مطابق تیار کیے جاتے ہیں، جو کہ پاکستان میں قابل اطلاق ہیں اور ان سے کسی بھی نوعیت کے انحراف کو مناسب انداز میں ظاہر اور واضح کیا گیا ہے۔
- g- کمپنی نے بہت جامع اور مکمل انٹرنل کنٹرول سسٹم برقرار رکھا ہوا ہے، جس سے فنانشل اسٹیٹمنٹ میں کسی بھی غیر ارادی یا ارادتا غلط بیانی یا نقصان کے خلاف معقول یقین دہانی حاصل ہو جاتی ہے۔ انٹرنل کنٹرول سسٹم کا مسلسل جائزہ لیا جاتا رہتا ہے۔ اسے بورڈ کی آڈٹ کمیٹی باضابطہ دیکھتی ہے اور ضرورت کے مطابق اپ ڈیٹ کیا جاتا ہے۔
- h- کمپنی کی قابلیت اور صلاحیت سے متعلق کسی بھی معاملے میں کسی شک و شبہ کی گنجائش نہیں ہے۔

4- آپریشنل خطرات

خطرات

اہم پوزیشنز پر ملازمین کے ٹرن اوور میں اضافہ ہو جاتا ہے۔

اثرات کو کم کرنے کی حکمت عملی
کمپنی میں ملازمین کی تربیت اور ترقی دینے کا کلچر موجود ہے، ملازمین کو مختلف شعبوں میں ترقی دینے اور شعبے تبدیل کرنے کا عمل تسلسل کے ساتھ جاری رہتا ہے۔ کام کرنے کے باقاعدہ طریقہ کار اور ہدایات موجود ہیں، جس سے کسی بھی نئے ملازم کو کوئی طریقہ عمل اختیار کرنے سے پہلے رہنمائی حاصل ہوتی ہے۔ آپریٹنگ کے معیاری طریقہ کار، ملازمین کی تربیت اور آپریشنز سے متعلق نظم و نسق کو نافذ کیا جاتا ہے۔

بجلی جانے کی صورت میں کمپنی کے پاس استعمال کے لیے اسٹینڈ بائے جنریٹرز موجود ہیں۔

بڑے حادثات کے خطرات کے ملازمین، ریکارڈز اور پراپرٹی پر اثرات۔

کمپنی بجلی کی عدم دستیابی کی وجہ سے زیادہ سے زیادہ گنجائش کو آپریٹ کرنے کے قابل نہ رہے۔

5- کمپلائنس کے خطرات

خطرات

ریگولیشنری باڈیز کے ذریعے قانونی فریم ورک میں ترامیم

اثرات کو کم کرنے کی حکمت عملی
کسی بھی قانون شکنی سے محفوظ رہنے کے لیے ریگولیشنری فریم ورک میں کی گئی تازہ ترین اپ ڈیٹس پر نگاہ رکھی جاتی ہے۔ ملازمین کو قوانین اور قواعد و ضوابط میں کی جانے والی حالیہ تبدیلیوں سے ہر لمحہ آگاہ رکھنے کے لیے ٹریننگز کرائی جاتی ہیں۔

بعد کے واقعات

کمپنی کے مالیاتی سال کے اختتام سے اس رپورٹ کے درمیان کوئی اہم تبدیلی نہیں ہوئی جس کا اثر اس سال کے مالیاتی نتائج پر اثر انداز ہو۔

بیرونی آڈیٹرز

میسرز بی ڈی اوی ابراہیم اینڈ کوچارڈز اکاؤنٹنٹس، کمپنی کے آڈیٹرز کی حیثیت سے ریٹائر ہوئے ہیں اور اہلیت کے باعث انہوں نے اپنی دوبارہ تقرری کی پیشکش کی ہے۔ بورڈ آف ڈائریکٹرز، آڈٹ کمیٹی کی تجویز پر میسرز بی ڈی اوی ابراہیم اینڈ کوچارڈز اکاؤنٹنٹس کی ۳۰ جون ۲۰۲۳ کو ختم ہونے والے سال کے لیے باہمی رضامندی سے طے کی گئی فیس پر تقرری کی سفارش کرتا ہے۔

اندرونی آڈیٹرز

انٹرنل آڈٹ کی خدمات میسرز یوسف عادل چارڈز اکاؤنٹنٹس سے لی جاتی ہیں اور انٹرنل آڈٹ کے سربراہ اور بورڈ کی آڈٹ کمیٹی کو رپورٹ پیش کی جاتی ہے۔ یوں انٹرنل کنٹرولز کے نظام اور انٹرنل آڈٹ کے طریقہ کار کا جائزہ لیا جاتا ہے۔

1- حکمت عملی سے متعلق خطرات

خطرات

صارفین کی ترجیح میں تبدیلی کی صورت میں کمپنی بے بی کیمر مصنوعات میں اپنا مارکیٹ شیئر کھو سکتی ہے۔

آئی ٹی سیکورٹی ریسک

اثرات کو کم کرنے کی حکمت عملی

کمپنی صارفین کی ضرورت اور پسند کے مطابق مصنوعات فراہم کرنے کے مقصد کے تحت نئی ٹیکنالوجی کو استعمال کرنے کے لیے سرمایہ کاری کر رہی ہے۔
خفیہ/مالکانہ معلومات کو غیر متعلقہ اور غیر مجاز رسائی سے محفوظ رکھنے کے لیے آئی ٹی کنٹرولز اور فائر والز کے ذریعے موثر بنایا جاتا ہے۔ خلاف ورزیوں، غلطیوں اور بے قاعدگیوں کے خطرات کی نگرانی اور ان کی کم سے کم کرنے کے لیے مستقل بنیادوں پر سسٹم اپ ڈیٹس، آئی ٹی آڈٹس اور ریٹیننگ کرائی جاتی ہیں۔

2- مالی خطرات

خطرات

غیر ملکی کرنسی کی شرح میں اتار چڑھاؤ۔

صارفین کمپنی کو ادائیگی کے لیے نادمہ ہوجائیں۔

اثرات کو کم کرنے کی حکمت عملی

کمپنی غیر ملکی کرنسی کی شرح میں اتار چڑھاؤ کے خطرات کم کرنے کے لیے اپنی برآمدات میں اضافہ کرنے کی کوشش کر رہی ہے۔
ہماری زیادہ تر سیلز کیش یا ایڈوانس کی صورت میں ہوتی ہیں۔ کریڈٹ سیلز کے لیے گاہکوں کے لیے کریڈٹ لمٹس مقرر کی گئی ہیں۔
کمپنی کا ایک فعال کیش مینجمنٹ سسٹم ہے۔ اگر کوئی لیکویڈٹی فرق ہو تو اسے پورا کرنے کے لیے بینک کی طرف کمیڈ کریڈٹ لائنز دستیاب ہوتی ہیں۔

واجبات کی ادائیگی کے لیے مناسب کیش کی عدم دستیابی کی وجہ سے لیکویڈٹی کے مسائل کا سامنا

3- کمرشل خطرات

خطرات

پروڈکشن اور ڈسٹری بیوٹن کے اخراجات میں اضافے کے نتیجے میں کمپنی کے منافع میں کمی۔

اثرات کو کم کرنے کی حکمت عملی

محصولات، ڈیولپرز، ریگولیٹری ڈیولپرز اور دیگر اخراجات کمپنی کے کنٹرول سے باہر ہوتے ہیں۔ البتہ کمپنی ممکنہ حد تک اس خطرے کو کم سے کم کرنے کے لیے آپریشنل امور سے متعلق صلاحیتوں میں بہتری اور اخراجات پر موثر انداز میں قابو پانے کے لیے اقدامات پر عزم ہے۔ کمپنی قیمتوں میں اضافے کو آخری آپشن تصور کرتی ہے۔

کمپنی کی قیمت خرید کا موازنہ اور قابو کرنے کے لیے مختلف پلارز کی جانب سے دی گئی خام مال کی قیمتوں کا تجزیہ مستقل بنیادوں پر کرتی ہے۔ مزید برآں یہ بین الاقوامی خام مال پلارز کے ساتھ حکمت عملی پر مبنی باہمی تعلق ہے جس سے کمپنی کو قیمتوں میں ندامت اور میٹریل کی فوری ڈیلیوری کے فائدے مل جاتے ہیں۔

خام مال کا لاگت جزو کمپنی کی مجموعی پیداوری لاگت کا اہم حصہ ہے۔ بین الاقوامی اقتصادی حالات کی وجہ سے پلارز فراہم کردہ مصنوعات کی قیمتوں میں اضافہ۔

حاضری	کمیٹی میں پوزیشن	ڈائریکٹر کا نام
1 / 1	چیئر مین	جناب عمران چشتی
1 / 1	رکن	جناب محمد ہارون قاسم
1 / 1	رکن	جناب ولی محمد اے حبیب

رسک مینجمنٹ کمیٹی

- کمپنی کے بورڈ آف ڈائریکٹرز نے لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز ۲۰۱۹ کے اصولوں کے مطابق تین ممبران پر مشتمل ایک رسک مینجمنٹ کمیٹی تشکیل دی ہے۔ اس کمیٹی میں ایک ایگزیکٹو ڈائریکٹر، ایک نان ایگزیکٹو ڈائریکٹر اور ایک آزاد ڈائریکٹر شامل ہیں۔ رسک مینجمنٹ کمیٹی کی ٹرمز آف ریفرنس درج ذیل ہیں:
- تمام میٹریبلز کنٹرولز کی نگرانی اور جائزہ (فنانشل، آپریشنل، کمپلائنس)
 - اس بات کو یقینی بنانا کہ خطرات کو کم سے کم کرنے کے لیے ٹھوس اقدامات اور مالیاتی معلومات کی سالمیت یقینی بنائی جاتی ہے اور
 - ڈائریکٹر رپورٹ میں کمپنی کے رسک فریم ورک اور انٹرنل کنٹرول سسٹم کو مناسب حد تک ظاہر کرنا

رسک مینجمنٹ کمیٹی کی میٹنگز

دو سال کے دوران رسک مینجمنٹ کمیٹی کی ایک (1) میٹنگ منعقد ہوئی، جس میں کمیٹی کے ٹرمز آف ریفرنس کے تحت آنے والے معاملات پر بحث کے بعد ان کی منظوری دی گئی۔ ہر ڈائریکٹر کی حاضری ذیل کے مطابق رہی:

حاضری	کمیٹی میں پوزیشن	ڈائریکٹر کا نام
1 / 1	چیئر مین	جناب محمد ہارون قاسم
1 / 1	رکن	جناب عبدالغفار عمر کپاڈیا
1 / 1	رکن	جناب ولی محمد اے حبیب

رسک مینجمنٹ

کمپنی کی ایکٹیویٹیز سے مختلف نوعیت کے خطرات واضح ہو کر سامنے آئے ہیں۔ مجموعی طور پر کمپنی کے رسک مینجمنٹ پروگرام کی بنیادی توجہ اسی نکتے پر مرکوز ہے کہ کمپنی کی کارکردگی پر اثر انداز ہونے والے ممکنہ منفی عوامل کو کم سے کم کیا جائے۔ کمپنی کی تمام رسک مینجمنٹ، کمپنی کی سینئر مینجمنٹ ٹیم کے ذریعے کی جاتی ہے اور اس کے نتائج رسک مینجمنٹ کمیٹی اور بورڈ آف ڈائریکٹرز کے ساتھ شیئر کیے جاتے ہیں۔ یہ کمپنی کی املاک کی شناخت، جائزے اور حکمت عملی، فنانشل، کمرشل، آپریشنل اور کمپلائنس رسک کو کم سے کم کرنے کے لیے جو اقدامات کرتی ہے وہ ذیل میں بیان کیے گئے ہیں:

- متعلقہ قانونی ضروریات کی مطابقت کا تعین۔
- لسٹڈ کمپنیز (کوڈ آف کارپوریشن گورننس) ریگولیشنز ۲۰۱۹ کے اصول و ضوابط اور اس حوالے سے نمایاں خلاف ورزیوں کی نشاندہی کے ساتھ مطابقت کا جائزہ۔
- عملے اور انتظامیہ کے لیے انتظامات کا جائزہ لینا تاکہ آڈٹ کمیٹی کو اعتماد کے ساتھ رپورٹ جس کے تحت آڈٹ کو کوئی مالیاتی یا کسی اور معاملے سے متعلق اصل یا متوقع غلطیوں اور اس کے ازالے اور کمی کے لیے اقدامات کرنا۔
- بورڈ آف ڈائریکٹرز کو ایکسٹرنل آڈیٹرز کی تقرری، ان کے اخراج، آڈٹ فیس، ایکسٹرنل آڈیٹرز کی جانب سے ان کے مالیاتی گوشواروں کے ساتھ ساتھ کمیٹی کو فراہم کی گئی اور خدمت کا جائزہ لینے کی سفارش کرنا۔ بورڈ آف ڈائریکٹرز آڈٹ کمیٹی کی تجاویز پر مناسب طریقے سے غور کرے گا اور جہاں ضروری ہو اس پر عمل بھی کیا جائے گا بصورت دیگر یہ وجوہات کو ریکارڈ کرے گا۔
- کسی اور مسئلے یا معاملے پر غور و خوض، جو بورڈ آف ڈائریکٹرز کی جانب سے متعین کیا جاسکتا ہے۔

آڈٹ کمیٹی کی میٹنگز

رواں سال کے دوران آڈٹ کمیٹی کی چار (4) میٹنگز ہوئیں۔ ہر رکن کی حاضری ذیل کے مطابق ہے:

ڈائریکٹر کا نام	کمیٹی میں پوزیشن	حاضری
جناب عبدالغفار عمر کپاڈیا	چیئرمین	4 / 4
جناب ولی محمد اے حبیب	رکن	4 / 4
جناب عمران چشتی	رکن	4 / 4

ہیومن ریسورس اور مشاہرہ کمیٹی

- بورڈ نے ایک ہیومن ریسورس اور مشاہرہ کمیٹی تشکیل دی ہے۔ تین ارکان پر مشتمل اس کمیٹی میں ایک چیف ایگزیکٹو، ایک نان ایگزیکٹو ڈائریکٹر اور ایک آزاد ڈائریکٹر ہیں، جو کہ کمیٹی کے چیئرمین بھی ہیں۔ ہیومن ریسورس اینڈ مشاہرہ کمیٹی سال میں کم از کم ایک بار ملتی ہے۔ ہیومن ریسورس اینڈ مشاہرہ کمیٹی کی ٹرمز آف ریفرنس درج ذیل ہیں:
- ڈائریکٹرز (ایگزیکٹو اور نان ایگزیکٹو دونوں ڈائریکٹرز) اور سینئر مینجمنٹ کے ممبرز جن میں چیف فنانشل آفیسر، کمیٹی سیکریٹری اور انٹرنل آڈٹ کے سربراہ شامل ہیں، کے مشاہروں کا تعین کرنے کی غرض سے جائزے اور منظوری کے لیے ایک پالیسی فریم ورک بورڈ کے سامنے پیش کرنا۔
- بورڈ کی بحیثیت مجموعی اور اس کی کمیٹیوں کی کارکردگی کا سالانہ جائزہ۔
- ہیومن ریسورس مینجمنٹ کی پالیسی کی بورڈ کو تجویز دینا۔
- بورڈ کو چیف چیف فنانشل آفیسر، کمیٹی سیکریٹری اور انٹرنل آڈٹ کے سربراہ کے انتخاب، جائزہ و تعین، ڈیپوٹمنٹ، معاوضے (بشمول ریٹائرمنٹ کے فوائد) کی تجاویز دینا۔
- جہاں ریسورس اور مشاہرہ کے مشیروں کی تقرری عمل میں آتی ہے، کمیٹی بھی ان کے کوائف اور اسناد سے آگاہ ہو جائے گی اور ان کی جانب ایک اقرار بھی کیا جائے گا آیا کہ ان کا کمیٹی کے ساتھ کوئی اور تعلق تو نہیں۔

ہیومن ریسورس اور مشاہرہ کمیٹی کی میٹنگز

رواں سال کے دوران ہیومن ریسورس اور مشاہرہ کمیٹی کی ایک (1) میٹنگ منعقد ہوئی، جس میں کمیٹی کے ٹرمز آف ریفرنس کے تحت آنے والے معاملات پر بحث کے بعد ان کی منظوری دی گئی۔ ہر رکن کی حاضری ذیل کے مطابق رہی:

ڈائریکٹرز کے لیے مشاہرے کی پالیسی

بورڈ ممبران کے مشاہرے کی منظوری بورڈ خود کرتا ہے۔ تاہم کوڈ آف کارپوریٹ گورننس کے مطابق اس بات کو یقینی بنایا جاتا ہے کہ کوئی بھی ڈائریکٹر اپنے مشاہرے کے فیصلے میں حصہ نہ لے۔ کمپنی نان ایگزیکٹو ڈائریکٹرز بشمول آزاد ڈائریکٹرز کو مشاہرہ ادائیں کرتی سوائے اجلاسوں میں شرکت کی فیس کے ۲۲-۲۰۲۱ میں ڈائریکٹرز اور سی ای او کے مشاہرے سے متعلق معلومات کے لیے، براہ مہربانی مالیاتی گوشواروں کے نوٹس کو دیکھیں۔

شیر ہولڈنگ کا طریقہ کار

کمپنی کے حصص یافتگان کا پتہ اور اضافی معلومات برطانیہ ۳۰ جون ۲۰۲۲ کو ظاہر کرنے والا ایک بیان رپورٹ میں شامل کیا گیا ہے۔ بورڈ نے ان ایگزیکٹو کی طرف سے کمپنی کے شیرز کے لین دین کے سلسلے میں حد کا تعین کیا ہے جس میں چیف ایگزیکٹو آفیسر، چیف فنانس آفیسر، انٹرنل آڈٹ کے ہیڈ، کمپنی سیکریٹری اور ملازمین جو بیس لاکھ یا اس سے زیادہ سالانہ بنیادی تنخواہ حاصل کر رہے ہیں، شامل ہیں۔

آڈٹ کمیٹی

آڈٹ کمیٹی 3 نان ایگزیکٹو ڈائریکٹرز پر مشتمل ہے جن میں سے دو خود مختار ڈائریکٹرز ہیں۔ ایک خود مختار ڈائریکٹر آڈٹ کمیٹی کے چیئر مین ہیں۔ آڈٹ کمیٹی سال میں کم از کم 4 بار اجلاس کرتی ہے۔ کمپنی سیکریٹری آڈٹ کمیٹی کے سیکریٹری کے فرائض سرانجام دیتا ہے۔ آڈٹ کمیٹی کی ٹرمز آف ریفرنس کی تفصیل درج ذیل ہے:

- کمپنی کے اثاثہ جات کی حفاظت کے لیے مناسب اقدامات کرنے کا عزم۔
- بورڈ آف ڈائریکٹرز کی منظوری سے قبل، کمپنی کے سالانہ اور عبوری مالیاتی گوشواروں کا جائزہ۔
- بیرونی اشاعت سے قبل نتائج کے ابتدائی اعلانات کا جائزہ۔
- بیرونی آڈٹ میں سہولت فراہم کرنا اور آڈیٹرز کے ساتھ عبوری اور حتمی آڈٹ میں سامنے آنے والے اہم مشاہدات اور کوئی ایسا معاملہ جسے آڈیٹرز نمایاں کرنا چاہیں، پر گفتگو کرنا (میںجمنٹ کی غیر حاضری میں، جہاں ضروری ہو)۔
- بیرونی آڈیٹرز کی جانب سے جاری کیے گئے انتظامیہ خط اور اس پر انتظامیہ کے رد عمل کا جائزہ۔
- کمپنی کے اندرونی اور بیرونی آڈیٹرز کے درمیان ہم آہنگی کو یقینی بنانا۔
- انٹرنل آڈٹ، آڈٹ پلان، رپورٹنگ فریم ورک اور طریقہ کار اور حد کا جائزہ اور یقینی بنانا کہ انٹرنل آڈٹ فنکشن مناسب وسائل کا حامل ہے اور کمپنی میں انتہائی موثر انداز سے موجود ہے۔
- اندرونی تحقیقات میں سامنے آنے والی جعل سازی، بد عنوانی اور اختیارات کے غلط استعمال جیسی سرگرمیوں کے حوالے سے نمایاں معاملات اور اس پر مینجمنٹ کے رد عمل پر غور و خوض۔
- انٹرنل کنٹرول سسٹمز بشمول مالی اور آپریشنل کنٹرول کو یقینی بنانا، ساتھ ہی بروقت اور مناسب انداز سے خرید و فروخت، رسیدیں اور ادائیگیاں، اثاثہ جات اور ذمہ داریاں اور رپورٹنگ کا طریقہ کار انتہائی مناسب اور موثر ہے۔
- بورڈ آف ڈائریکٹرز کی تصدیق اور اندرونی آڈٹ رپورٹس سے قبل، انٹرنل کنٹرول سسٹمز پر کمپنی کے بیان کا جائزہ۔
- چیف ایگزیکٹو آفیسر کی مشاورت سے خاص پروجیکٹس کے قیام، روپے کے حوالے سے مطالعہ یا بورڈ کی جانب سے نشاندہی کیے گئے کسی بھی معاملے کی تحقیقات کرنا اور ایکسٹرنل آڈیٹرز یا کسی اور ایکسٹرنل ہاڈی سے متعلق ریجنٹس کے کسی بھی معاملے پر غور و خوض۔

اورل ہیلتھ کے بارے میں شعور اجاگر کرنے کے مقصد سے شیلڈ ورلڈ اورل ہیلتھ ڈے ۲۰۲۲ کا قابل فخر سپانسر تھا۔ اس سال کا تقسیم "اپنے منہ پر فخر کرو" تھا۔ منتخب ڈینٹل ہسپتالوں میں مفت چیک اپ کیا گیا۔

قومی خزانے میں حصہ

آپ کی کمپنی نے مختلف حکومتی ٹیکسز بشمول کسٹم ڈیوٹی، ریگولیٹری ڈیوٹی، سیلز ٹیکس اور انکم ٹیکس کی مد میں سال ۲۰۲۱-۲۲ کے دوران قومی خزانے میں 658 ملین روپے کی مجموعی رقم جمع کرائی ہے۔

کارپوریٹ گورننس

کمپنی لسٹنگ ریگولیشن آف پاکستان اسٹاک ایکسچینج لمیٹڈ میں درج کوڈ آف کارپوریٹ گورننس کے قوانین کی مکمل تعمیل کرتی ہے۔ اس سے متعلق رپورٹ کے ساتھ ایک اسٹیٹمنٹ منسلک ہے۔

بورڈ کی تشکیل

بورڈ درج ذیل کے ساتھ 6 حضرات اور 1 خاتون پر مشتمل ہے۔

2	خود مختار ڈائریکٹرز
3	دیگر نان ایگزیکٹو ڈائریکٹرز
2	ایگزیکٹو ڈائریکٹرز
7	ڈائریکٹرز کی کل تعداد

بورڈ میٹنگز

اس سال کے دوران بورڈ آف ڈائریکٹرز کی پانچ (5) میٹنگز کی گئیں۔ ہر ڈائریکٹر کی حاضری تفصیل ذیل کے مطابق ہے:

حاضری	عہدہ	ڈائریکٹر کا نام
5 / 5	نان ایگزیکٹو ڈائریکٹر / چیئر مین	جناب ابراہیم قاسم
4 / 5	ایگزیکٹو ڈائریکٹر / چیف ایگزیکٹو آفیسر	جناب محمد ہارون قاسم
5 / 5	نان ایگزیکٹو ڈائریکٹر	جناب ولی محمد اے حبیب
5 / 5	نان ایگزیکٹو ڈائریکٹر / آزاد ڈائریکٹر	جناب عبدالغفار عمر کپڑیا
4 / 5	نان ایگزیکٹو ڈائریکٹر	محترمہ سعدیہ نوید
4 / 5	نان ایگزیکٹو ڈائریکٹر / آزاد ڈائریکٹر	جناب عمران چشتی
5 / 5	ایگزیکٹو ڈائریکٹر	جناب محمد سلمان قاسم

بورڈ نے ان تمام ڈائریکٹرز کو غیر حاضری پر رخصت دی جو بورڈ میٹنگز میں شریک ہونے سے قاصر رہے۔ پورے سال کے دوران کوئی بھی اتفاقی یا عارضی جگہ خالی نہیں ہوئی۔

- کر کے کم ہوا۔ بڑھتی ہوئی مہنگائی نے قوت خرید پر بہت دباؤ ڈالا ہے۔
- 3- قلیل المیعاد اور طویل المیعاد سرمایہ کاری کی سہولتوں کے استعمال میں اضافے اور بینک کی اضافی شرح کی وجہ سے کمپنی کے مالیاتی اخراجات میں 32.55 ملین روپے کا اضافہ ہوا۔
- 4- بیان کردہ وجوہات کی بناء پر کمپنی کا قبل از ٹیکس منافع سال ۲۰۲۱-۲۲ میں کم ہو کر 25.80 ملین روپے کا ہو گیا۔ کمپنی نے گزشتہ سال کی 39.77 روپے فی شیئر آمدنی کے مقابلے میں 4.55 روپے فی شیئر آمدنی ریکارڈ کی۔ سال ۲۰۲۱-۲۲ کیلئے 17.76 ملین روپے کا بعد از ٹیکس منافع ریکارڈ کیا گیا۔
- 5- موجودہ کاروباری ماحول اور کاروباری ضرورت کو مد نظر رکھتے ہوئے ۳۰ جون ۲۰۲۲ کو ختم ہونے والے سال کے لیے کوئی ڈیویڈنڈ تجویز نہیں کیا گیا ہے۔

ہمارے کاروبار کی وسعت اور جھلکیاں

شیلڈ کارپوریشن لمیٹڈ 1975 میں قائم ہوئی جس نے گذشتہ 47 سال کے عرصے میں مارکیٹ میں نمایاں مقام کو یقینی بناتے ہوئے ایک مربوط حکمت عملی کے تحت بے بی کیئر اور اورل کیئر کیٹیگریز کی مصنوعات کے پورٹ فولیو کو نمایاں وسعت دی ہے۔

شیلڈ نے بے بی کیئر کیٹیگری میں ایک سرکردہ کھلاڑی کی حیثیت سے اپنی شناخت کو بدستور برقرار رکھا ہے۔ ہماری کامیابی میراث، اعلیٰ معیار سے وابستگی، مناسب قیمت اور مصنوعات کی وسیع رینج ہے، یہی وجہ ہے کہ مائیں پاکستان میں کسی بھی دوسرے بے بی کیئر برانڈ کے مقابلے میں شیلڈ کی مصنوعات پر پھروسہ کرتی ہیں۔ شیلڈ وہ پہلا مقامی برانڈ ہے جس نے بی پی اے فری مصنوعات کی مکمل رینج متعارف کروائی ہے جس میں فیڈرز، پنلز، سوٹھرز، ٹریٹنگ کپ اور کلیننگ برش شامل ہیں۔

شیلڈ کے پاس ایک بے بی کیئر کمپنی ہونے کے ناطے بے بی ڈائپرز کا ایک بڑا پورٹ فولیو ہے۔ کمپنی نے حال ہی میں بے بی وائپس متعارف کروایا ہے جسے مارکیٹ سے شاندار سپائس ملا ہے۔

شیلڈ ایڈلٹ ٹوتھ پیسٹ کو دو دلچسپ ذائقوں میں بہتر فارمولیشن اور نئی بیکیٹنگ کے ساتھ دوبارہ لانچ کیا گیا ہے۔ دوبارہ لانچ کا انعقاد منتخب شہروں میں کیا گیا تھا جس میں صارفین کے ساتھ ساتھ سرگرمیاں تھیں۔ شیلڈ کنڈ ز ٹوتھ پیسٹ دو ذائقوں، اسٹرابیری اور بل گم میں دستیاب ہیں۔

شیلڈ ٹوتھ برش کیٹیگری مصنوعات کے بہترین معیار اور مصنوعات کی وسیع رینج کی وجہ سے مشہور ہے۔ پورٹ فولیو کو خاص اہمیت دیتے ہوئے چار کیٹیگریز میں تقسیم کیا گیا ہے جن کے نام چیچس، اسنشل کیئر، فیملی کیئر اور ایکسپریٹ کیئر ہیں۔

سماجی سرگرمیاں

شیلڈ ہمیشہ ایک اوسط پاکستانی کی زندگی میں قدر بڑھانے کے موقع تلاش کرتی ہے۔ بچوں، نوجوانوں اور خواتین میں تخلیقی صلاحیتوں کو ابھارنے کے لیے شیلڈ نے بچوں کے عالمی دن، یوم خواتین اور یوم تعلیم کے لیے UNAP (یونائیٹڈ نیشن ایجوکیشن ایسن آف پاکستان) کے ساتھ تعاون کیا۔ شیلڈ ان تقریبات کا قابل فخر سپانسر تھا جن کو UNAP نے آن لائن پروگراموں کو نافذ کیا اور عملی جامع پہنایا۔

شیلڈ نے آؤٹ لکھیں کہانی کے تیسرے سائیکل کے لیے سیڈ وینچرز کے ساتھ تعاون کیا۔ تیسرے سائیکل کا مقصد بچوں میں تخلیقی تحریر کو ابھارنا تھا۔ یہ پروگرام پورے پاکستان میں ۱۰ سے ۱۲ سال کی عمر کے بچوں کیلئے تھا اور عملی طور پر اس کا انعقاد کیا گیا۔ ۳۰ بچوں کو ججز نے آن لائن تحریری مقابلے کے ذریعے شارٹ لسٹ کیا۔ ان بچوں کو ۵ روزہ بوٹ کیمپ میں شامل کیا گیا جہاں انہیں تجربہ کار تخلیقی تحریری تربیت دہندگان نے کہانیوں اور عکاسیوں کو تیار کرنے کے بارے میں تربیت دی۔ ان میں سے ۱۵ شارٹ لسٹ کئے گئے بچوں کو ان کے سرپرست کے ساتھ تفریحی اور یادگار وقت کے لیے کراچی مدعو کیا گیا جہاں میڈیا، ماہرین اور ٹریڈرز کے سامنے ان کے کام کی نمائش کی گئی۔

ڈائریکٹرز رپورٹ برائے شیئر ہولڈرز

شیلڈ کارپوریشن لمیٹڈ کے ڈائریکٹرز ۳۰ جون ۲۰۲۲ کو ختم ہونے والے مالی سال کی سالانہ رپورٹ اور آڈٹ شدہ مالیاتی گوشوارے پیش کرنے میں خوشی محسوس کر رہے ہیں۔
سرمائے کا خلاصہ

اضافہ/ (کمی)	2021 (روپے)	2022 (روپے)	عملداری نتائج
23.90%	2,148,550,393	2,662,054,711	خالص سیلز
(3.85%)	663,832,544	638,293,250	مجموعی منافع
(692 bps)	30.90%	23.98%	مجموعی فیصدی منافع
50.12%	318,350,706	477,900,591	فروخت اور تقسیم کاری کے اخراجات
5.19%	51,226,977	53,887,645	انتظامی اخراجات
62.00%	52,491,216	85,037,887	مالیاتی لاگت
(88.65%)	227,222,391	25,796,801	قبل از ٹیکس منافع
(88.55%)	155,104,773	17,761,965	بعد از ٹیکس منافع
(88.55%)	39.77	4.55	فی شیئر آمدنی

مالی جائزہ

معاشی نقطہ نظر

COVID-19 کے بعد مثبت جذبات جو پچھلے سال معاشی بحالی کے بعد دیکھے گئے تھے، اس سال کے دوران معیشت کو ایک بار پھر بڑے چیلنجوں کا سامنا کرنا پڑا۔ مقامی اور عالمی محاذ پر میکرو اکنامک کمزوریوں کی وجہ سے سال کے دوران معیشت نے بہت جدوجہد کی، جس کی بنیادی وجہ اشیاء کی قیمتوں میں اضافہ، روس-یوکرین تنازعہ اور پاکستان میں سیاسی ماحول میں عدم استحکام تھا۔ نتیجتاً پاکستانی روپے میں، خاص طور پر مالی سال کی آخری سہ ماہی میں زبردست گراؤ دیکھنے میں آئی۔ پالیسی کی شرح بھی مجموعی طور پر 8% کے اضافے کے ساتھ 15% تک بڑھ گئی۔

مالیاتی کارکردگی کی جھلکیاں

- 1- کمپنی کی ٹاپ لائن میں 2.66 بلین کی سیلز کے ساتھ 23.90% کا نمایاں اضافہ ہوا۔ یہ کمپنی کی تاریخ میں اب تک کی سب سے زیادہ سیلز ہے۔ سیلز میں اضافے کی وجہ جم میں اضافے اور قیمت میں اضافے کا امتزاج ہے۔
- 2- مجموعی منافع میں 6.92% کمی ہوئی جس کی بنیادی وجہ عالمی سطح پر اشیاء کی قیمتوں میں زبردست اضافہ ہے جس کا اثر جزوی طور پر سال کے دوران قیمتوں میں اضافہ

چیرمین کی جائزہ رپورٹ

میرے لیکنیز ایکٹ ۲۰۱۷ کی شق ۱۹۲ کے تحت چیرمین کی جائزہ رپورٹ پیش کرنا باعث مسرت ہے۔

مجموعی طور پر بورڈ اپنے تنظیمی ڈھانچے اور اسٹرکچر کی بنا پر اچھے طریقے سے کام کر رہا ہے۔ بورڈ اراکین مناسب صلاحیت، علم اور تجربے کے حامل ہیں جو کہ کاروبار کو موثر طریقے سے چلانے کیلئے انتہائی ضروری ہے۔ کوڈ آف کارپوریٹ گورننس کے تقاضے کے تحت آپ کی کمپنی کے ڈائریکٹرز کا سالانہ جائزہ لیا جاتا ہے جس کا مقصد اس بات کو یقینی بنانا ہے کہ کمپنی کے لیے تعین کئے گئے اہداف و مقاصد سے وابستہ توقعات کے حوالے سے بورڈ کی مجموعی کارکردگی اور اثرات کو مقررہ معیار کے مطابق پرکھا جائے۔

۳۰ جون ۲۰۲۲ کو ختم ہونے والے مالی سال کے لئے بورڈ، اس کے ارکان اور اس کی کمیٹیوں کی مجموعی کارکردگی اور کام پر اثرات تسلی بخش رہے ہیں۔ مجموعی جائزہ جن بنیادوں پر قابل اطمینان رہا ان لازمی اجزاء میں سوچ، مقصد اور حکمت عملی کے حوالے سے منصوبہ بندی میں مصروفیت، پالیسیوں کی تشکیل، آرگنائزیشن کی کاروباری سرگرمیوں کی نگرانی، مالی وسائل کے انتظام کی نگرانی، موثر مالیاتی نگرانی، تمام ملازمین کے ساتھ برابری کا سلوک اور بورڈ کے امور اور اس کی کمیٹیوں کی موثر کارکردگی شامل ہیں۔ بہتری ایک مسلسل جاری رہنے والا عمل ہے جو منصوبوں کی عملی تشکیل کی صورت میں ہی سامنے آتا ہے۔

آپ کی کمپنی کے بورڈ آف ڈائریکٹرز کو ایجنڈے اور ضروری تحریری مواد بشمول فلوپ میٹریل بورڈ اور اس کی کمیٹی اجلاس شروع ہونے سے مناسب وقت پہلے موصول ہو جاتا ہے۔ بورڈ اپنی ذمہ داریوں سے مناسب انداز سے عہدہ برآ ہونے کے لیے گاہے بگاہے اجلاس منعقد کرتا ہے۔ اہم فیصلوں میں نان ایگزیکٹو اور آزاد ڈائریکٹرز بھی برابری کی بنیاد پر شامل ہوتے ہیں۔ تمام ڈائریکٹرز، سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) کے ڈائریکٹرز ٹریننگ پروگرام (DTP) کے تقاضے کو مکمل کر چکے ہیں۔

میں اپنے ساتھی ڈائریکٹرز کا شکر گزار ہوں جنہوں نے اپنی ذمہ داریاں محنت اور جانفشانی سے سرانجام دی ہیں اور مستقبل میں بھی ان کی معاونت کی توقع رکھتا ہوں۔



ابراہیم قاسم

چیرمین

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