



SHELL PAKISTAN LIMITED Annual Report '09



Shell Pakistan Limited
Shell House, 6 Ch. Khaliqzaman Road, Karachi-75530, Pakistan.
www.shell.com.pk

OUR VISION



TO BE THE TOP PERFORMER OF FIRST CHOICE

At Shell Pakistan Limited, we strive to deliver results, perform to the highest standards, develop our people, provide quality customer service, and actively pursue consistent safety improvements. A firm foundation based on performance enables us to deliver strong returns and value growth for our shareholders, greater and better choices for our customers and opportunities and improvements in the quality of life of our communities. In an unsettled world, our commitment to performance at every level continues to be both the challenge and the aspiration.

SHELL HAS BEEN A PARTNER IN THE
REGION'S GROWTH AND DEVELOPMENT FOR
OVER 100 YEARS



SHELL IN PAKISTAN

Shell has a rich legacy and long association with its country, dating back to the early 1900s when Royal Dutch Petroleum began importing oil products to the subcontinent. Over the century, Shell has been a partner in the region's growth and development and has played an important role in meeting our country's energy requirements in a safe and efficient way.



SIMPLE, STANDARD PROCESSES AND SYSTEMS
ACROSS OUR **BUSINESS TRANSFORMATION &
STREAMLINE JOURNEY**



The ultimate goal of this global project is to reduce business complexity and increase operational efficiency by implementing simpler functions and efficient processes.

Simply put, streamlining our process means making our systems and procedures easier to operate and more effective in execution, making Shell Pakistan Limited "litter for the future."

The improvements to our business will position our company strongly for the future, creating a simpler operating model that is geared to deliver a more satisfying experience to customers and stakeholders and improve our competitiveness in the market.

**BUSINESS
TRANSFORMATION
AND STREAMLINE
JOURNEY**

In order to increase efficiency and to enable stronger value growth for our shareholders, customers and communities, Shell Pakistan Limited has embarked on a business transformation and streamline journey known globally as Downstream-One.



BUSINESS TRANSFORMATION & STREAMLINE JOURNEY



Live the change



Transformation is the future.

For Our Customers, this means

Delivering the right product to the right place, at the right time – every time. More reliable and efficient service, making it easier to do business with Shell.

For Our Business, this means

Greater efficiency and less cost through reduced complexity and duplication. Smarter, global ways of working for a more profitable Downstream business.

For Our People, this means

Greater efficiency through clearer roles and responsibilities. More time to spend on the things that matter.

A LONG ASSOCIATION TRANSFORMING INTO HISTORICAL **SUCCESSES**



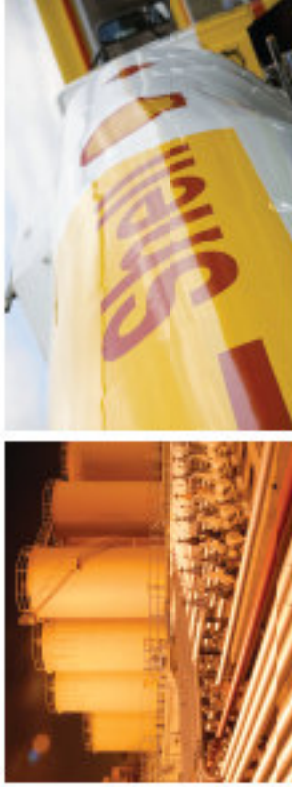
LEADING THE WAY

The Shell technical partnership with Ferrari is regarded as the most successful partnership in the world of Formula One. With 12 Drivers' titles and 10 Constructors' titles together, both Shell and Ferrari have established a legacy of success in motorsport.

Shell has always been committed to innovation. As such, Shell Pakistan has proven itself as an industry leader when it comes to the introduction of new products and processes, and in providing exemplary service for demanding customer needs.

A key component of this business transformation is the Delivery Promise (DP). DP covers sales and delivery process from scheduling and loading to final delivery of products. It ensures that we effectively manage customer requirements and deliver every product to the right place at the right time.

In order to facilitate our customers, we launched an innovative payment facility known as Electronic Funds Transfer in association with a partner bank. EFT is a critical component of our business transformation process, and offers our customers a simplified and convenient payment method. After extensive pilot runs, EFT was rolled out for all our customers across the country, marking a first for any company in



Pakistan. This service will remove the need for manual transactions, providing greater transparency and cash management for our business using real time money realisation.

In our business, scheduling is a key component for the supply and distribution of fuels across Pakistan. This year in order to further our commitment to innovate, Shell became one of the first oil marketing companies in Pakistan to implement an automated routing and scheduling system known as CROSS. CROSS will schedule the transport of fuel from depots to customers in the most effective and cost efficient way, ensuring continuity in fuel supply nationwide at each and every site.

In order to manage the operational efficiency and customer experience of working with Shell, we have moved our invoice processing activities from depots to a centralised Customer Service Centre, providing a dedicated point of contact for all customer activities.

Leading the industry through innovative solutions and being fully in tune to the ever-changing dynamics of our customer requirements, Shell is geared towards driving growth in the market and delivering longterm value and commitment for our customers.

DELIVERING THE BEST INNOVATIVE PRODUCTS AT EVERY SITE, EVERY VISIT, EVERY DAY

FUELING EXCELLENCE

At Shell, it is our commitment to exceed customer expectations by delivering the best quality fuels, right quantity and customer service, every day and at every site.



In 2009, Retail launched the Quality, Quantity and Service (QQS) campaign to highlight our commitment and pursuit of excellence in customer satisfaction to ensure more consumers trust Shell as their fueling destination.

To achieve the highest performance at our forecourts, Shell Pakistan annually participates in the Global Mystery Motorist Programme (MMP), whereby an independent agency conducts service checks on sites across Pakistan. This year the results exceeded industry targets and are a testimony to our commitment to excellence.

The contribution of our business partners is the driving force behind our services, and with the conviction that "People Make the Difference Real" we strive to ensure all necessary support to our business partners to deliver success in every endeavour.



One such platform for ensuring on site operational excellence is the rewards and recognition scheme designed to motivate our retailers to achieve the highest standard of services. This year we recognised the best performers in a Global Award and Recognition Ceremony in Istanbul, Turkey. The ceremony was held in the presence of an audience of 850 retailers from all over the world. Several retailers from Pakistan were recognised for their outstanding achievements to the business.

On the lubricants front we started the year with the retail Lubricants Premier League (PL) to drive more customers to our forecourts. The promotion was a team activity in which both marketing and sales worked together to achieve a world record 3270 oil changes in one day.

This was followed by one of three "Buy, Display and Win" promotions to coincide with the launch of agriculture season. More than 3000 retailers participated in this promotion, which increased visibility of our products in stores across Pakistan. We also conducted a number of separate events to promote our Pennzoil brand to key clients including uses of Al-Ghazi tractor, a leading tractor manufacturer that endorses Pennzoil as their official lubricant.

This year we also launched the Rimula retail promotion to set our highest grade of oil - Rimula R3 X. The promotion saw us drive considerable traffic to our forecourts and sell over 100,000 litres in a record amount of time.

On the Commercial Fuels (CF) front, we continued supplies to Independent Power Plants, which will be a major source of energy for the country in the coming decade. This marks a stepchange for our CF business and promises strong growth in the coming years.

In our Aviation business we grew considerably in our volumes while ensuring safe and timely refueling across the country at all major airports. On the fuel farm at Karachi airport, we managed continuity in supply through product bridging and active consultation with our joint venture partners. We also completed the first revamping plan and are now fully complying with global benchmark of oneman refueling.

RECRUITING AND RETAINING TOP TALENT WITH CONSTANT INVESTMENT IN DEVELOPING OUR PEOPLE

BUILDING CAPABILITY IN THE BUSINESS

At Shell Pakistan, developing our people is a top priority. Over the years, we have maintained a distinctive corporate culture that is driven and influenced by our dedicated and energetic workforce.



Shell's journey to Top Quartile Performance in HR started some time ago, and it will continue well beyond 2009. Along the journey we have implemented a number of steps to enable continuous improvement across all areas by consolidating and simplifying HR services. These include the implementation of Shell People and alignment of policies with global standards.

We believe that our future business success requires high quality delivery in everything we do, and within HR, this means being among the best companies when it comes to recruiting, developing and retaining top talent.



In pursuit of Top Quartile Performance we launched HR Online in March across Shell Pakistan. HR Online is a turnkey solution, providing an online portal for employees, managers and HR professionals to view, create and maintain their own data with real time information and transaction processing. Among the many benefits, employees will have access to fast and consistent information management, improvement in employee and line managers' interface and intelligent access to HR policies and procedures.

Another exceptional service that has been made available to staff is Shell Open University (SOU). SOU is a prime illustration of attention paid to individual development in Shell. This service will make it easier for our people to access learning tools, providing a "one-stopshop" for learning and development.

SOU provides employees with an abundance of resources, such as Skillsoft, an online service which enables staff to build their respective skill set through specialised courses, simulations, books, test prep, job aids, skill briefs and express guides. It not only delivers improved learning facilities; it also provides HR with a comprehensive tool to better manage competence and support the company's bottom line performance and long-term sustainability.

Being an 'Employer of Choice' takes a lot of hard work and effort, as is the case with our brands and products, constant investment in developing our people has helped us achieve delivery and growth across Shell's business in Pakistan.

A COMPANY TRANSFORMED TO FACE FUTURE CHALLENGES

ENVIRONMENT AND SOCIETY

Over the years, Shell Pakistan has taken a leadership role in contributing to society through a structured social investment programme that aims to integrate the economic, social and environmental needs of local communities.



Our efforts to promote road safety and responsible driving saw the launch of new initiatives such as the 2nd National Road Safety Conference, which raised awareness of motorcycle riders among corporate, government and health professionals as the most vulnerable road user group in Pakistan.

We continued our support for education, partnering with The Citizen's Foundation to build three primary schools in earthquake-struck northern areas. Now in its second year, Shell Pakistan's scholarship programme has supported 50 deserving students from underprivileged sectors of society for degrees in higher education at top universities across the country.

Shell's LiveWRE programme known locally as Tameer, today exists as one of the foremost efforts to facilitate youth entrepreneurship in the country, providing guidance and training to over 50,000 students.

In 2009, Tameer has expanded its outreach in Pakistan and partnered with leading universities to provide students on-campus entrepreneurship guidance. Tameer has also partnered with the British Council's Active Citizens Programme to promote enterprise development in communities. 2009 saw Tameer attain the prestigious achievement of being selected as a best practice from amongst numerous Shell LiveWRE worldwide programmes. The achievement was celebrated at an international Youth Development Conference in Yorktown, UK.



This year Shell Pakistan became the first country from the subcontinent to have teams represented at the Shell Eco-Marathon (SEM) in Berlin, a global event to develop solutions to the world's energy challenge. Four teams from Pakistan took part in the competition to develop fuel-efficient vehicles and were widely covered by media and press. The accomplishment won praise from many segments of society and set the stage for the next Shell Eco-Marathon event in Kuala Lumpur in 2010, where more than 25 teams have registered from Pakistan.

Shell Pakistan took a lead role to fight the spread of HIV/AIDS, and our work with low-income truck drivers was recognised by Shell Global as a best practice for others to emulate. Going forward, Shell Pakistan has launched the "Awaz" pilot project to employ hearing-impaired individuals at retail forecourts, a first in Pakistan.

OUR 12 LIFE-SAVING RULES



Work with a valid Work Permit when required



Obey the authorization before entering or disabling safety critical equipment



No alcohol or drugs while working or driving



Consider gas tests when required



Protect yourself against a fall when working at height



While driving, do not use your phone and do not exceed speed limits



Verify conditions before work begins and use the specified life protecting equipment



Do not walk under a suspended load



Wear your seat belt



Obtain authorization before entering a confined space



Do not smoke outside designated smoking areas



Follow prescribed Lifting Management Plan

STRENGTHENING OUR SAFETY CULTURE

Shell has always placed great importance on the health, safety and environmental aspect of the society it does business in. Safety is one of our top priorities, and we base our policies on the belief that all accidents are preventable.

Safety Day on 8th July, marked another first for our company as the theme of "Do the Right Thing" was extended to customers at retail sites and coincided with the launch of 'Health, Safety, Security and Environment best retailer award' to promote HSSE at our retail outlets.

Through a 'Talk not Tick' approach we cascaded the message of HSSE and ensured that site staff is appropriately updated on HSSE standards. Several HSSE upgrades including the installation of steel structures at all receipt and dispatch gantries to protect those working at height were put into place.

HSSE continues to be a key hallmark of all our operations and this year two staff members from Aviation were recognised with Vice President Awards for their commitment to HSSE rules when they declined to refuel an aircraft that did not comply with safety standards.

In this difficult environment, all Shell staff and assets remained safe due to proactive measures and commitment to our safety culture. We firmly believe that our business performance correlates directly with exemplary HSSE performance and we strive to achieve the highest standards of safety across our business.



It is with this commitment that Shell has continued to successfully implement a number of safety programmes in 2009, such as "Good Zero" and "Life Saving Rules".

Our 12 Life-Saving Rules are the next step in our drive to achieving Goal Zero. They represent a renewed commitment to our vision of 'no harm', and describe the mindset shift that we want to achieve. It means believing that we can operate effectively to have zero fatalities, zero accidents and zero tolerance of staff not complying with safety rules.

Extensive communication sessions with staff, contractors and hostlers were held to instill the importance of Life Saving Rules. Compliance with these rules is mandatory and this year Shell Pakistan successfully achieved 10 million manhours without any loss time injury, a first for our company and an internationally recognised achievement within Shell Group.

"Quality is not a goal, it is a journey"

MESA
QUALITY
2009

GLANCING
THROUGH
2009



QU



Statement of General Business Principles

Introduction
The Business Unit General Business Principles govern how Shell Petroleum U.K. operates its affairs.

The adoption of the Principles will give us greater efficiency, integrity and predictability of our financial and operational performance and will contribute to our customer success and the overall growth and strength of our company.

We believe that our principles are designed to be clear, simple and to be understood and acted upon by all employees in the day-to-day work of our company and will be the basis of our public and environmental and social responsibility work.

We seek a high standard of performance, maintaining a strong reputation and ensuring that our products, services and operations are of the highest quality. We are committed to the highest standards of safety, health and environmental protection, and to the highest standards of ethical and social conduct.

Shell Petroleum U.K. employees share a set of core values – honesty, integrity and respect for people. We also have a duty to the environment, to the community and to the public. We are committed to the highest standards of safety, health and environmental protection, and to the highest standards of ethical and social conduct.

Non-Compete Clause
As part of the Business Principles, we commit to not being in competition with our customers, suppliers and other stakeholders. We are committed to the highest standards of safety, health and environmental protection, and to the highest standards of ethical and social conduct.

Principle 1
Shell Petroleum U.K. operates its affairs in a way that is honest, integrity and respect for people. We also have a duty to the environment, to the community and to the public. We are committed to the highest standards of safety, health and environmental protection, and to the highest standards of ethical and social conduct.

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Notice of Annual General Meeting

Notice is hereby given that the forty-first Annual General Meeting of Shell Pakistan Limited will be held on Tuesday, April 20, 2010 at 2:30 p.m. at Sheraton Karachi Hotel, Karachi to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Report of Directors and Auditors together with Audited Accounts for the year ended December 31, 2009.
- To approve the payment of final dividend of Rs. 25.00 per share (250%) and also the interim dividend of Rs. 8.00 per share (80%) declared on August 18, 2009 making a total of Rs. 33.00 per share (330%) for the year ended December 31, 2009.
- To appoint Auditors for the financial year January 1 to December 31, 2010 and to fix their remuneration.

By Order of the Board

(Tariq Saeed)
Secretary

Karachi: March 4, 2010

Shell House,
6-Ch. Khudaqizmat Road,
Karachi-75300

NOTES:

- The register of members will remain closed from Tuesday, April 6 to Tuesday, April 20, 2010 (both days inclusive). Transfers received in order at the office of our Share Registrars, FAWCO Associates (Pvt) Ltd., First Floor, State Life Building 1-A, Off I.I. Chundrigar Road, Karachi by the close of business on April 5, 2010 will be in time for the purpose of payment of final dividend to the transferees.
- A member entitled to attend and vote at the meeting shall be entitled to appoint another person, as his/her proxy to attend, demand or join in demanding a poll, speak and vote instead of him/herself, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the meeting as are available to a member. Proxies in order to be effective must be received at the registered office of the Company not later than 48 hours before the meeting. A proxy need not be a member of the Company.
- Members are requested to notify any change in their addresses immediately to our Share Registrars, FAWCO Associates (Pvt) Ltd., First Floor, State Life Building 1-A, Off I.I. Chundrigar Road, Karachi.
- Members or their proxies are required to present their original CNIC or Passport along with the Participant's I.D. and account number at the time of attending the Annual General Meeting in order to authenticate their identity.
- A form of Proxy is enclosed with the Notice of the Meeting being sent to the members.



Board of Directors



Mr. Zubir Iqbal, an MBA graduate from Cardiff University, UK, joined Shell in 1990. During his 20 years of service, Mr. Iqbal has held various appointments in the business and industry. He was appointed as Director of Shell Chemicals in 2001. He was succeeded by Shell Chemicals as General Manager, Retail Business, and in 2004, to Shell Polymers as General Manager, Retail Business. Since September 2007, Mr. Iqbal is the Chairman and Managing Director of Polymers Ltd. Mr. Iqbal serves on the board of low pollution, wind energy companies, including ones in China. He is a member of the Malaysia's House of Companies and the Board of Directors of Polymers Ltd. He is also a member of the National Petroleum Induction and Petrochemical



Mr. Zaffar A. Khan, graduated as a mechanical engineer in 1967 from Maharaja University and soon thereafter joined Esso/Petro-chemical which has since become Shell. He spent his career serving on employees' favour. He retired from the Company in 2004 after serving for 33 years the last 6 of which years as President & CEO. During the last years of his career he served Esso Chemical for 10 years in Hong Kong, Shell Chemicals for 14 years with Esso/Petro, and served as Chairman with corporate functions i.e., Marketing, Manufacturing, Finance & Corporate Services. He was done by Appointment as Chairman of the Board of Shell Malaysia for 12 years and was also Chairman of Esso and Petrochemical from 1998 to 2004. He has served on the Board of Shell Business School. Mr. Khan served on a number of private boards both in the private and public sector, and those including the Board of Directors of the National Petroleum Induction and Petrochemical



Mr. Youssef Ali, completed his MBA degree from the Lahore University of Management Sciences, with specialisation in Marketing and Finance. He worked in Marketing and Finance. He accomplished his professional career as an entrepreneur in Pakistan. He has been a member of the Pakistan Labourers in the several trade unions. He has over 18 years experience in Finance, Marketing, Sales, Marketing and Training in various MNCs. He has been in Dubai prior to joining Pakistan Labourers. He is currently serving as Chairman of the Board of Directors of National Petroleum Induction and Petrochemical since March 2008. He was appointed as the Chairman General Manager Lubricants and Oil & Gas Executive Director to the Board of Shell Pakistan in 2008. He is also serving as National Director for Petrochemicals in the Lubricants business and has increased market share across Pakistan.



Ms. Shobhana Wazir Ali, covers more than five decades of experience in policy and practice in the education sector. Recently she has been elected to the National Assembly of Pakistan as an independent member of the National Assembly to UNICEF and as the Executive Director of the Pakistan Centre for Partnership (PCH), from 1992-2001. Ms. Wazir Ali served as the Senior Education Specialist at the World Bank, and as the Director of Education and Training for the Ministry of Education and Technical Education in the Federal Government of Punjab. She has served in various capacities in Provincial governments in her field. Ms. Wazir Ali has been a member of the Government of Punjab, and as Project Manager for the Commonwealth Bank. She has also served as the Chairman of the Board of Directors of the National Petroleum Induction and Petrochemicals. She is also a member of the Board of Directors of the National Petroleum Induction and Petrochemicals. She is also a member of the Board of Directors of the National Petroleum Induction and Petrochemicals.



Mr. Basil H. Baehner, is a chartered accountant and a career finance professional. After completing his accountancy training in London, UK, Mr. Baehner worked for two years with Shell Chemicals in London. He then worked for Shell Chemicals as a Senior Manager in Shell Polymers Ltd. in 2000. He has been involved in a variety of roles in the business, including as a Senior Manager for Shell Polymers, and as a Senior Manager for Shell Polymers, and as a Senior Manager for Shell Polymers. He is also a member of the Board of Directors of the National Petroleum Induction and Petrochemicals.



Mr. Michael Hall, is the Vice President for Shell Government (G20) business. He started his career in 1987 in Germany as deputy controller of a Shell Chemicals Reproductorial. He then worked for Shell Chemicals in UK and Chemicals in the Netherlands, UK. He has been involved in two rounds of Globalisation Chemicals in 1998-2000 and Government 2000 in 2001-2002. He is also a member of the Board of Directors of the National Petroleum Induction and Petrochemicals.



Mr. Iqbal Hussain, is an MBA from University of the UK, and has a combination of work experience in Human Resources, Marketing, Sales and Customer Service. He is currently serving as a Senior Manager in a leading company, a shared services, and a bank. Mr. Hussain joined Shell Polymers Ltd. in 2001 and is now serving as the Managing Director, Retail Business and Operations. He is a member of the Board of Directors of the National Petroleum Induction and Petrochemicals.



Mr. Norman B. Bowditch, is a graduate from Government College, Lahore, and pursued post graduate studies at the Faculty of Business Administration in Karachi. He is an entrepreneur with over 25 years of experience in diverse areas of business.



Mrs. Noorjia Kazi, earned her master's degree in Law and has also worked as a Chief Legal Advisor for Ciba-Geigy Pakistan Ltd. (1994-1995). She joined Shell Pakistan Ltd. in 1996 as a Senior Counsel. She was later appointed as Deputy Managing Director on the Board of Shell Pakistan Ltd. She is currently the Chief Executive and General Manager of Shell Oil (PVO) Pakistan Limited.



Mr. Farooq K. Capriani, received his B.Sc. in Chemical Engineering from the Massachusetts Institute of Technology where he was a member of the Phi Kappa Phi Honor Society. He worked for the USA, and the United States in the USA. He was later appointed as Deputy Managing Director on the Board of Shell Pakistan Ltd. He is currently the Chief Executive and General Manager of Shell Oil (PVO) Pakistan Limited.



Mr. Radoslaw A. Walbrzycki, is an Honours graduate in Chemical Engineering from the Jagiellonian University of Technology and also a member of the Polish Chemical Engineers Association. He worked for the USA, and the United States in the USA. He was later appointed as Deputy Managing Director on the Board of Shell Pakistan Ltd. He is currently the Chief Executive and General Manager of Shell Oil (PVO) Pakistan Limited.



Country Leadership Team



Mr. Zakiy Jamal bin Abdulrah



Mr. Abid Saeed Ibrahim



Mr. Amir Ahmed



Mr. Bilal Yik



Mr. Gary Fisher



Mr. Leon Menezes



Mr. Rafiq Bashier



Mr. Saleem Prochda



Ms. Soema Adil



Mr. Shehzad Mubtin



Mr. Tariq Saeed



Mr. Yousof Ali



Mr. Zain K. Huk

Company Information

Chairman

Board of Directors
Mr. Zakiy Jamal bin Abdulrah
Mr. Zaffar A. Khan
Mr. Yousof Ali
Mr. Shehraz Wazir Ali
Mr. Rafiq H. Bashier
Mr. Michael Noj
Mr. Leon Menezes
Mr. Ibrahim K. Ibrahim
Mr. Faris Kazmi
Mr. Faris K. Caplain
Mr. Badrudin F. Vallari

Chief Executive
Mr. Zakiy Jamal bin Abdulrah
Audit Committee
Mr. Badrudin F. Vallari
Mr. Ibrahim K. Ibrahim
Mr. Michael Noj

Country Leadership Team
Mr. Zakiy Jamal bin Abdulrah
Mr. Abid S. Ibrahim
Mr. Amir Ahmed
Mr. Bilal Yik
Mr. Gary Fisher
Mr. Leon Menezes
Mr. Rafiq H. Bashier
Mr. Saleem Prochda
Ms. Soema Adil
Mr. Shehzad Mubtin
Mr. Tariq Saeed
Mr. Yousof Ali
Mr. Zain K. Huk

Company Secretary
Mr. Tariq Saeed
Registered Office
Shell House,
6, Ch. Khelqazman Road,
Karachi - 75530
Auditors
A. F. Ferguson & Co.
Legal Advisors
Vallari & Vallari
Advocates & Solicitors
Registrar & Share Registration Office
FAMCO Associates (Pvt) Ltd.,
4th Floor, State Life Building 2-A,
I. I. Chundrigar Road,
Karachi - 74000

Managing Director & Chief Executive
Chairman
General Manager External Affairs
General Manager Distribution
General Manager Commercial Fuels
General Manager Retail
General Manager Human Resources
Finance Director / Chief Financial Officer
General Manager Business Strategy
Country Programme Manager Downstream-One
General Manager Supply
Company Secretary & Head of Legal
General Manager Lubricants
National Sales Manager

Chairman

General Manager External Affairs
General Manager Distribution
General Manager Commercial Fuels
General Manager Retail
General Manager Human Resources
Finance Director / Chief Financial Officer
General Manager Business Strategy
Country Programme Manager Downstream-One
General Manager Supply
Company Secretary & Head of Legal
General Manager Lubricants
National Sales Manager