



**NOTICE OF ANNUAL GENERAL MEETING  
OF  
Al Shaheer Corporation Limited**

**Saturday October 31, 2015  
Mövenpick Hotel, Karachi**

# **NOTICE OF THE ANNUAL GENERAL MEETING OF AL SHAHEER CORPORATION LIMITED**

Notice is hereby given that the Annual General Meeting of the Company will be held at Movenpick Hotel, Karachi on Saturday, October 31, 2015, at 12:30 PM for transacting the following business

## **Ordinary Business**

1. To confirm the minutes of Annual General Meeting held on October 31, 2014
2. To receive and consider the Audited Financial Statement of Al Shaheer Corporation Limited [“the Company”] and Consolidated Audited Financial Statement of the Company for the financial year ended June 30, 2015 together with the Directors’ and Auditors’ Report thereon.
3. To appoint auditors for the ensuing year ending June 30, 2016 and fix their remuneration Ernst & Young Ford Rhodes Sidat Hyder, Chartered Accountants, retire and being eligible have offered themselves for reappointment.

## **Special Business**

4. To consider and approve the investment of Rs20,000,000 [Rupees Twenty Million] in 2,000,000 Ordinary Shares of Al Shaheer Farms (Pvt.) Limited, an unquoted subsidiary company, to pass special resolution as contained in the attached statement under section 160(1)(b) of the Companies Ordinance, 1984.
5. To consider and approve investment of Rs894,000,000 [Rupees Eight Hundred and Ninety Four Million] in 89,400,000 ordinary shares of new Al Shaheer Group fully owned subsidiary company, to pass special resolution as contained in the attached statement under section 160(1)(b) of the Companies Ordinance, 1984.

Company Secretary  
October 9, 2015

Notes:

1. The individual Members who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) to the Company/ Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi – 74400.

The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC/ NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779(I) dated August 18, 2011, and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members.

2. Share Transfer Books will be closed from October 17, 2015 to October 31, 2015 (both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company's Share Registrar Central Depository Company of Pakistan Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi – 74400 by the close of the Business on October 16, 2015 will be treated in time for the purpose of payment of Final Dividend to the transferees.

3. All Members/ Shareholders are entitled to attend and vote at the meeting. A Member may appoint a proxy who need not be a Member of the Company.

4. Duly completed instrument of proxy, and the other authority under which it is signed, or a notarially certified copy thereof, must be lodged with the Company Secretary at the Company's Registered Office (Suite # G/5/5, 3<sup>rd</sup> Floor, Mansoor Tower, Shahrah e Roomi, Block 8, Clifton) at least 48 hours before the time of the meeting.

5. Any change of address of Members should be immediately notified to the Company's Share Registrars, Central Depository Company of Pakistan Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi – 74400.

CDC Account Holders will further have to follow the under-mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

**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 accordingly.
- ii) The proxy form shall be witnessed by two person whose names, addresses and CNIC number shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of meeting.
- v) In case of corporate entity, the Board of Directors resolution/ power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.

**STATEMENT UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE, 1984**

The statement out the material facts concerning the special business, given in agenda items, to be transacted at the Annual General Meeting of the company to be held on October 31, 2015

**AGENDA ITEM 5****INVESTMENT IN AL SHAHEER FARMS (PVT.) LIMITED, AN UNQUOTED COMPANY, TO MAKE THE FEED LOT FATENNING PROJECT COMPANY OPERATIONAL****Brief Background of Al Shaheer Farms (Pvt.) Limited**

Al Shaheer Farms (Private) Limited ["ASFPL"] (incorporated in March 2015) will be an integral part of the Company's plan to vertically integrate its supply chain. The plan is to set up Pakistan's largest feedlot fattening farm in Thatta District, Sindh incorporating technology and best practices in farm management to raise cattle specifically for the purpose of obtaining meat. Eventually, the plan is to scale the farm and raise 8000 cattle heads every year for high quality production of beef.

The livestock industry in Pakistan is very fragmented and age old. Livestock has been mostly pursued by small farmers to meet their needs of milk, meat, eggs, food security and cash income on daily basis. These farmers often bring their animals to cattle markets to sell them for cash on a need basis. Thus, these cattle markets become selling points where professional cattle traders buy cattle and then sell them to third parties including abattoirs and local butcher markets.

The biggest drawback of this fragmented model is that the animals that are brought to these markets are not reared for beef production. They do not have a lot of muscle mass and are not ideal for the beef market. Likewise, the meat yield from these animals is insufficient. To counter this, an intensive feeding operation is required that specializes in raising animals for beef production. In this model, the cattle will be brought to the farm, in this case Al Shaheer farms, through traditional means: either by a livestock trader, or purchased directly from the farmer.

The cattle will be kept in the farms for a period of 90 days, where it will be fed hi-energy diet in order to increase sellable meat with in the animal and increase meat yield. The resulting animal would be beefier with better meat quality.

Once the animal is fattened, also called the finished cattle, it will be sent to the Company's abattoir to be slaughtered and for subsequent sale to either the local or export markets. The farm will operate as a for-profit entity, with money made equaling to the difference in the amount of sellable meat obtained minus the cost of feed. In other words, the profit per animal will be equal to the value of the finished cattle minus the total cost. Cost includes price of the cattle, feed cost, labor, and veterinary fees, fixed charges for buildings and equipment and death loss.

It is expected that with this feedlot, Al-Shaheer will be able to get meat producing animals of adequate size, required for specialized cuts and charge premium prices for its quality meat, which would enhance profitability of the Company. Employment for the local community will be created in the feedlot and additional jobs would also be created at the retail level. Simultaneously, livestock farmers in the surrounding areas will have access to a more consistent buyer offering better price (compared to open market sales) for improved breed of livestock and enabling them to increase their income. On the other hand, Al-Shaheer will also source various types of commodities, such as maize, rice polish, molasses etc. at the feedlot. These commodities will have to be procured from the local community, thereby creating a market for these products.

#### **Shareholder Mandate**

Consequently, the Board of Directors have resolved, subject to approval from the shareholders, that Rs20,000,000 should be invested in 51% Subsidiary, namely, ASFPL an unquoted company and as a consequence, approval of shareholders is sought for making investment of Rs20,000,000 (Rupees Twenty Million) by subscribing 2,000,000 million Ordinary Shares to make it fully operational and start commercial Operation.

The information required to be disclosed to the members under Companies (Investment in Associated Companies or Associated Undertakings) Regulation, 2012, as applicable in the instant case, is as follows:

<b><i>Name of Associated Company</i></b>	Al Shaheer Farms (Pvt.) Limited
<b><i>Criteria of Relationship</i></b>	51% Subsidiary as 51% shares are held by the Company

#### ***Purpose, Benefit and Period of Investment***

An integral part of the Company's plan to vertically integrate its supply chain. The plan is to set up Pakistan's largest feedlot fattening farm in Thatta District, Sindh incorporating technology and best practices in farm management to raise cattle specifically for the purpose of obtaining meat. Eventually, the plan is to scale the farm and raise 8000 cattle heads every year for high quality production of beef. The period of investment would be ongoing basis and beneficial for the continuity of the company.

<b><i>Maximum Amount of Investment</i></b>	Rs20,000,000
<b><i>Maximum Price of Acquisition of Securities</i></b>	@Rs10/- Per Share
<b><i>Maximum Number of Securities to be Acquired</i></b>	2,000,000

#### **Al Shaheer Corporation Limited**

Suite # G/5/5, 3rd Floor, Mansoor Tower, Block 8, Shahrah-e-Roomi, Clifton, Karachi.

Office: 92-21-3878100 Fax: 92-21-35877017

info@alshaheer.net      www.alshaheer.net

**Number of Securities and Percentage thereof Held  
before and After Investment**

51%

**Sources of funds from which securities are  
Acquired**

Out of Equity

**Direct or Indirect Interest of Directors, Sponsors,  
Majority shareholders, and their relatives**

No Direct or Indirect Interest

**Project of the Associated Company has not  
Commenced Operation**

It would be a feed lot fattening project expected to  
commence business during the financial year ending on  
June 30, 2016.

**Interest of the directors of subsidiary in the  
Company**

None of the nominee Director of the Company on the Board of  
Subsidiary have any personal interest in the company

For this purpose, it is intended to propose the following resolution to be passed as special resolution with or without modification:

*“It is hereby resolved that the Company be and is hereby authorized to invest an amount of Rupees Twenty Million (Rs20,000,000/-), out of its equity, by subscribing 2,000,000 million ordinary shares of Rs10/- each in Al Shaheer Farms (Pvt.) Limited being fully paid up, an unquoted company, to meet the necessary capital, pre and post commencement, expenditure during the Financial Year ending on June 30, 2016.*

*Resolved further that the company is authorized to take all appropriate steps and execute all necessary documents and in this connection the Chief Executive and the Company Secretary be and are hereby authorized jointly and severally to do all the acts, deeds, and things necessary to implement this special resolution and also jointly and severally empowered to make amendments / modifications to the resolution as may be required by the members or by the regulators”*

**AGENDA ITEM 6**

**INVESTMENT IN NEW SUBSIDIARY OF AL SHAHEER GROUP, AN UNQUOTED COMPANY, TO BE INCORPORATES AS FULLY OWNED SUBSIDIARY**

**Brief Background of New Al Shaheer Group Company**

The company has recently raised money by issuing 25 million shares to general public for Poultry Business, Meat Processing Factory, Extension of Retail Network and working capital thereof. However, Finance Act, 2015 has provided three major exemptions to an Industrial Undertaking setting up and commencing production between the July 1, 2015 and June 30, 2017 for establishing and operating halal meat production unit and have obtained halal certification to

that effect. The first exemption pertains to exemption of profits and gains under clause 126K of part I of the second schedule to the Income Tax Ordinance, 2001 [“the Tax Ordinance”]. The second one pertains to exemption from section 113 of the tax ordinance by virtue of sub clause (xxiv) of Clause 11A of Part IV of Second Schedule of the tax ordinance while the third one pertains to exemption from section 154 of the tax ordinance by virtue of clause 93 of Part IV of the Second Schedule of the tax ordinance.

Consequently, in order to appropriately safeguard the shareholders money and provide maximum return on shareholders’ hard money received through subscription, the Board of Directors of the company has decided to incorporate a fully owned new subsidiary in order to avail the tax exemption announced through Finance Act, 2015. The new company will undertake the Business of Poultry and Meat Processing Factory in a tax efficient manner.

### **Shareholder Mandate**

Consequently, the Board of Directors have resolved, subject to approval from the shareholders, that Rs894,000,000 should be invested in 100% Subsidiary, an unquoted company and as a consequence, approval of shareholders is sought for making investment of Rs894,000,000 (Rupees Eight Hundred and Ninety Four Million) by subscribing 89,400,000 million Ordinary Shares to incorporate, make it fully operational and start commercial Operation thereafter.

The information required to be disclosed to the members under Companies (Investment in Associated Companies or Associated Undertakings) Regulation, 2012, as applicable in the instant case, is as follows:

<b><i>Name of Associated Company</i></b>	Al Shaheer Group Company name to be decided upon Approval from regulators
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<b><i>Criteria of Relationship</i></b>	100% Subsidiary as 100% shares will be held by the Company
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### ***Purpose, Benefit and Period of Investment***

To incorporate a fully owned subsidiary that will be part of Company’s plan to vertically integrate its supply chain and invest shareholders’ proceed in same manner as laid down in the prospectus but through a subsidiary in a tax efficient manner. The period of investment would be ongoing basis and beneficial for the continuity of the company.

<b><i>Maximum Amount of Investment</i></b>	Rs894,000,000
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<b><i>Maximum Price of Acquisition of Securities</i></b>	@Rs10/- Per Share
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<b><i>Maximum Number of Securities to be Acquired</i></b>	89,400,000
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<b><i>Number of Securities and Percentage thereof Held before and After Investment</i></b>	100%
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<b><i>Sources of funds from which securities are Acquired</i></b>	Out of Equity
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<b><i>Direct or Indirect Interest of Directors, Sponsors,</i></b>	No Direct or Indirect Interest
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**Majority shareholders, and their relatives****Project of the Associated Company has not Commenced Operation**

It would be a Poultry Plant and Meat Processing Factory project expected to commence business during the financial year ending on June 30, 2017

**Interest of the directors of subsidiary in the Company**

None of the nominee Director of the Company on the Board of Subsidiary have any personal interest in the company

For this purpose, it is intended to propose the following resolution to be passed as special resolution with or without modification:

*“It is hereby resolved that the Company be and is hereby authorized to invest an amount of Rupees Eight Hundred and Ninety Four Million (Rs894,000,000/-), out of its equity, by subscribing 89,400,000 million ordinary shares of Rs10/- each in Al Shaheer Group Company, name to be proposed and may change subject to regulatory approvals, being fully paid up, an unquoted company, to meet the necessary capital, pre and post commencement, expenditure during the Financial Year ending on June 30, 2016 and June 30, 2017.*

*Resolved further that the company is authorized to take all appropriate steps and execute all necessary documents and in this connection the Chief Executive and the Company Secretary be and are hereby authorized jointly and severally to do all the acts, deeds, and things necessary to implement this special resolution and also jointly and severally empowered to make amendments / modifications to the resolution as may be required by the members or by the regulators”*



## FORM OF PROXY ANNUAL GENERAL MEETING

I / We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being a member of “AL SHAHEER CORPORATION LIMITED” and holder of \_\_\_\_\_ ordinary shares as per Registration Folio No./CDC Participant I.D. No./Sub-Account No. \_\_\_\_\_ CNIC No./ Passport No. \_\_\_\_\_ entitled to vote, hereby appoint Mr./Mrs./Miss \_\_\_\_\_ of (full address) \_\_\_\_\_ (being member of the Company) as my/our proxy to attend, act and vote for me/us and on behalf at the Annual General Meeting of the Company to be held on 31st day of October, 2015 and/or at any adjournment thereof.

Dated : \_\_\_\_\_ Signature \_\_\_\_\_

Presence of:

1. \_\_\_\_\_
2. \_\_\_\_\_

Signature on Rs5/-  
Revenue Stamp

### Important Note

1. This form of proxy, duly completed and signed, must be deposited at the registered office of the company situated at Suite # G/5/5, 3rd Floor, Mansoor Tower, Block 8, Shahrah e Roomi, Clifton, Karachi.
2. This form should be signed by the Member or by his/her attorney duly authorized in writing. If the member is a Corporation, its common seal should be affixed to the instrument.
3. A member entitled to attend and vote at the meeting may appoint any other Member as his/her proxy to attend and vote on his/her behalf except that a corporation may appoint a person who is a Member.

### For CDC Account Holders/Corporate Entities

In addition to the above, following requirements have to be met:

- i. The Proxy form shall be witnessed by two persons whose names, addresses and CNIC Numbers shall be mentioned on the form.
- ii. Attested copies of CNIC or Passport of the beneficial owners and proxy shall be furnished with the proxy form
- iii. The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
- iv. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with proxy form.