



**Notice of the Extra-Ordinary General Meeting of Fatima Fertilizer Company Limited to be held electronically through tele/video conferencing on Friday, September 17, 2021, at 04:30 p.m.**

The honourable Lahore High Court, Lahore vide the order dated 17.08.2021 passed in C.O. No. 50548 of 2021 has been pleased to direct to hold the Extra-Ordinary General Meeting ("EOGM") of the members of Fatima Fertilizer Company Limited ("Company" or "FFL") and Fatimafert Limited ("FFT") to consider and if thought fit approve, adopt and agree to the Scheme of Compromises, Arrangements and Reconstruction and to pass or otherwise the following special resolution with or without modification.

*"Resolved that pursuant to the orders of the Honourable Lahore High Court, Lahore and the provisions of Sections 279 to 283 read with section 285 and other applicable provisions of the Companies Act, 2017, and subject to any requisite approvals, sanctions, consents, observations and no objection as may be applicable, approval be and is hereby accorded for the Scheme of Compromises, Arrangements and Reconstruction ("the Scheme"), approved by the Board of Directors and circulated to the members of the Company, for (i) transferring /de-merging a certain portion of Manufacturing Undertaking of FFL (as defined in the Scheme), to be called as Manufacturing Undertaking of FFT (as defined in the Scheme), inclusive of all assets, rights, liabilities and obligations pertaining thereto and simultaneously transferring to the same with and into FFT against the issue of shares by FFT (ii) retention of all other remaining assets and liabilities, to be called as Retained Undertaking (iii) issuance of shares of FFT in the name of FFL against the transfer of Manufacturing Undertaking of FFT."*

In compliance to the above order of the honourable Court, the undersigned Appointees/Co-Chairpersons issue and serve this NOTICE that the EOGM of the members of the Company will be held electronically through tele/video conferencing on Friday, September 17, 2021, at 04:30 p.m.

  
Mr. Aurangzeb Mirza  
Advocate  
Room No. 6, 2<sup>nd</sup> Floor, Imtiaz Plaza,  
85 - The Mall, Lahore.

  
Mr. Zafar Zulqarnain Sahi  
Advocate  
Office No. 42, 3<sup>rd</sup> Floor, Sadiq Plaza,  
69 - The Mall, Lahore.

Date: August 26, 2021.

Notes:

1. Venue of EOGM and Participation of Shareholders through electronic means:

In view of the prevailing situation due to the pandemic of COVID-19 and pursuant to the guidelines issued by the Securities and Exchange Commission of Pakistan vide its Circular No. 6 of 2021 dated March 3, 2021, the Company has decided to hold the EOGM through electronic means to ensure safety and well-being of all shareholders. The arrangements for the EOGM will be as under:

- The EOGM will be held through Zoom Application - a video link facility.
- Shareholders interested in attending the EOGM through Zoom will be requested to get themselves registered with the Company's Share Registrar office at least two working days before the EOGM at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com) by providing the following details:

Name of Shareholder	CNIC No.	Folio / CDS No.	Cell No.	Email address

The Login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the EOGM through their devices after completing all the formalities required for the identification and verification of the shareholders.

- c) The shareholders will be encouraged to participate in the EOGM to consolidate their attendance and participation through proxies.
2. The statement under section 281 of the Companies Act, 2017 ("Act") read with the statement of material facts under section 134(3) of the Act ("Statement") setting forth, *inter alia*, the terms of the Compromises, Arrangements and Reconstruction and explaining the effect thereof, along with a copy of the Scheme of Compromises, Arrangements and Reconstruction are being circulated along with the Notice of the EOGM to the members and other person(s), entitled to receive the Notice of the EOGM.
3. Copies of the Scheme of Compromises, Arrangements and Reconstruction under section 279 to 283 and 285 of the Act, recent audited accounts of the Company along with the necessary financial details, memorandum and articles of association, requisite approvals and any other related information/documents may also be inspected/procured during the business hours on any working day at the Registered Office of the Company at E-110 Khayaban-e-Jinnah, Lahore Cantt. Lahore from the date of publication of this Notice till the conclusion of the EOGM. In case of any difficulty, the same should be immediately brought to the notice of the mentioned Co-Chairpersons.
4. A member eligible to attend and vote at this meeting may appoint another member as proxy to attend and vote in the EOGM. Proxies in order to be effective must be received by the Company at the Registered Office not later than 48 hours before the time for holding the EOGM.
5. The members register will remain closed from September 11, 2021 till September 17, 2021 (both days inclusive). Transfers received in order at the office of our Share Registrar/Transfer Agent CDC Share Registrar Services Limited by the close of business on September 10, 2021, will be treated in time for the aforesaid purpose.

**FATIMA FERTILIZER COMPANY LIMITED**  
**COMPANY SECRETARY**

