

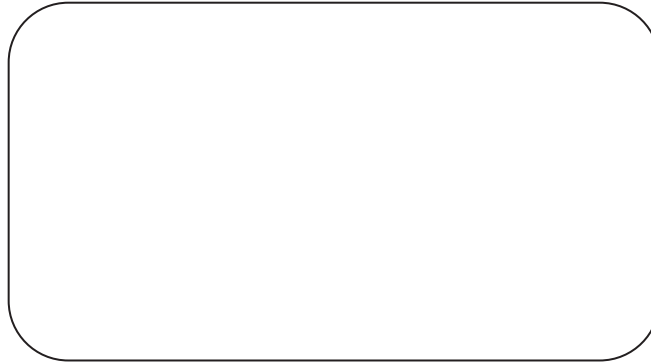


**NOTICE**

**OF**

**EXTRAORDINARY GENERAL MEETING**

Under Postal Certificate  
**PRINTED MATTER**



If undelivered please return to:



**Company Secretary**

**Fauji Fertilizer Bin Qasim Limited**

Shares Department

FFBL Tower, C1/C2, Sector B,

Jinnah Boulevard, Phase II, DHA, Islamabad.

Ph: 051-8763325 Fax: 051-8763304



## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting of the shareholders of Fauji Fertilizer Bin Qasim Limited will be held at 10:00 am on 22 November, 2021 at FFBL Tower, C1/C2, Sector-B, Jinnah Boulevard, Phase-2, DHA, Islamabad **through electronic mode only** to transact the following business:

### **ORDINARY BUSINESS:**

1. To confirm the minutes of the Extraordinary General Meeting held on 27 July, 2021.

### **SPECIAL BUSINESS**

2. To pass the following resolutions as Special Resolutions with or without any amendments, modifications or alterations:

**RESOLVED THAT** subject to compliance with the requirements of law, in each case below, the Company be and is hereby authorised to extend, until the next Annual General Meeting of the Company to be held in 2022, the repayment of the total mark-up of up to PKR 850 Million (Pakistani Rupees Eight Hundred Fifty Million only) that accrues on the total subordinated debt of PKR 5.925 Billion (Pakistani Rupees Five Billion and Nine Hundred Twenty Five Million only) granted by the Company to Fauji Foods Limited ("FFL") (comprising of subordinated debt of PKR 2.5 Billion, disbursed to FFL pursuant to the shareholder approval dated 30 March 2020 and subordinated debt of PKR 3.425 Billion, disbursed to FFL pursuant to the shareholder approval dated 25 November 2020) (the "Principal Amount of Debt") until the date on which the Principal Amount of Debt is utilised to subscribe to 527,015,064 shares of FFL for the total price of PKR 5,270,150,640 (Pakistani Rupees five billion two hundred seventy million one hundred fifty thousand six hundred forty) (calculated at the rate of PKR 10 (Pakistani Rupees Ten) per share), as part of the Company's entitlement to FFL's rights issue, in proportion to the Company's existing shareholding in FFL and Fauji Foundation's ("FF") renounced portion of FFL's rights issue, i.e., 65,484,936 shares (as communicated to the Company by FF through its letter dated 22 October, 2021 for a total price of PKR 654,849,360 (Pakistani Rupees six hundred fifty-four million eight hundred forty-nine thousand three hundred sixty), provided that the Company shall at all times have the right to convert such mark-up into fully paid-up ordinary shares of FFL at a price to be determined by the Board at the time the Company decides to exercise its right to convert and the Company is further authorised to make all such amendments to the subordinated shareholder loan agreements entered between the Company and FFL as are necessary to give effect to this resolution.

**FURTHER RESOLVED THAT** the Chief Executive Officer and Company Secretary are hereby authorized to singly or jointly take any and all necessary steps and actions for implementing the above resolutions, including, without limitation, to negotiate, finalize, execute, amend and deliver the subordinated shareholder loan agreements and to file all such applications, returns, notices, submissions and forms and to seek any and all consents and approvals and to appear and make representations before any regulatory body or other authority, as may be necessary or conducive for and in connection with any of the foregoing matters and to sign, issue and dispatch all such documents and notices, incur all costs and expenses and do all such acts as may be necessary for carrying out the aforesaid purposes and for giving full effect to the above resolutions.

**FURTHER RESOLVED THAT** the Chief Executive Officer and Company Secretary of the Company be and are hereby authorized to delegate, in writing, by power of attorney or otherwise, all or any of the above powers in respect of the foregoing to any other officials of the Company as deemed appropriate."

### **OTHER BUSINESS:**

3. To transact any other business with the permission of the Chair.

By Order of the Board  
Fauji Fertilizer Bin Qasim Limited

Brig Aamir Hussain Mirza (Retd)  
Company Secretary

Islamabad  
01 November 2021

**Statement of Material Facts under Section 134 of the Companies Act, 2017****Statement Pursuant to Section 134(3) of the Companies Act, 2017****Extension / Rollover of Mark-up**

Subject to compliance with the requirements of law, in each case below, the, the Company intends to extend until the next Annual General Meeting of the Company to be held in 2022, the repayment of the total mark-up of up to PKR 850 Million (Pakistani Rupees Eight Hundred Fifty Million only) that accrues on the total subordinated debt of PKR 5.925 Billion (Pakistani Rupees Five Billion Nine Hundred Twenty Five Million only) granted by the Company to Fauji Foods Limited (“FFL”) (comprising of subordinated debt of PKR 2.5 Billion, disbursed to FFL pursuant to the shareholder approval dated 30 March 2020 and subordinated debt of PKR 3.425 Billion, disbursed to FFL pursuant to the shareholder approval dated 25 November 2020) (the “Principal Amount of Debt”) until the date on which the Principal Amount of Debt is utilised for subscribing to 527,015,064 shares of FFL for the total price of PKR 5,270,150,640 (Pakistani Rupees five billion two hundred seventy million one hundred fifty thousand six hundred forty) (calculated at the rate of PKR 10 (Pakistani Rupees Ten) per share), as part of the Company’s entitlement to FFL’s rights issue, in proportion to the Company’s existing shareholding in FFL and Fauji Foundation’s (“FF”) renounced portion of FFL’s rights issue, i.e., 65,484,936 shares (as communicated to the Company by FF through its letter dated 22 October, 2021 for a total price of PKR 654,849,360 (Pakistani Rupees six hundred fifty-four million eight hundred forty-nine thousand three hundred sixty), provided that the Company shall at all times have the right to convert such mark-up into fully paid-up ordinary shares of FFL at a price to be determined by the Board at the time the Company decides to exercise its right to convert and the Company shall make all such amendments to the subordinated shareholder loan agreements entered between the Company and FFL as are necessary to give effect to the above arrangement.

**Information pursuant to Regulation 3(a) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017**

Name of associated company along with criteria based on which the associated relationship is established	Fauji Foods Limited (FFL)  Fauji Fertilizer Bin Qasim Limited (the “Company or FFBL”) holds 67.5% of the issued and paid-up capital of FFL									
Earnings per share for the last three years	<table><tr><th>Year</th><th>EPS</th></tr><tr><td>2020</td><td>(4.62)</td></tr><tr><td>2019</td><td>(10.74)</td></tr><tr><td>2018</td><td>(5.39)</td></tr></table>		Year	EPS	2020	(4.62)	2019	(10.74)	2018	(5.39)
Year	EPS									
2020	(4.62)									
2019	(10.74)									
2018	(5.39)									
Break-up value per share, based on latest audited financial statements	PKR (4.97)/- Per Share									
Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Long term Loan PPE Short term borrowings Sales Cost of sales Loss	6,168 Million 7,550 Million 1,875 Million 7,373 Million 7,311 Million 3,058 Million								
In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,  i) description of the project and its history since conceptualization  ii) starting date and expected date of completion of work  iii) time by which such project shall become commercially operational  iv) expected time by which the project shall start paying return on investment  v) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-	Not Applicable.									

cash amounts	
<b>General Disclosures:</b>	
Maximum amount of investment to be made	The Company intends to extend until the next Annual General Meeting of the Company to be held in 2022, the repayment of the total mark-up of up to PKR 850 Million that accrues on the Principal Amount of Debt until the date on which the Principal Amount of Debt is utilised for subscribing to the FFBL Rights Shares and the FF Right Shares and the Company is further authorised to make all such amendments to the subordinated shareholder loan agreements entered between the Company and FFL as are necessary to give effect to this resolution.
Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>The extension of the repayment date of the mark-up that accrues on the said principal amounts until the Company's next Annual General Meeting (to be held in March, 2022), will result in improvement in the financial condition of FFL.</p> <p>Being the majority shareholder of FFL, the improvement in the financial condition of FFL will have a positive impact on the Company.</p>
<p>Sources of funds to be utilized for investment where the investment is intended to be made using borrowed funds,</p> <p>(i) justification for investment through borrowings;</p> <p>(ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(iii) cost benefit analysis</p>	The mark-up whose payment is to be rolled-over / extended has accrued on the Principal Amount of Debt.
Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>FFL and FFBL have, after obtaining shareholder approvals through special resolutions, entered into Subordinated Shareholder Loan Agreement dated 30 March 2020 for the grant of subordinated shareholder loan of up to PKR 2.5 Billion to FFL and Subordinated Shareholder Loan Agreement dated 25 November 2020 for the grant of subordinated shareholder loan of up to PKR 3.5 Billion to FFL. Both agreements allow the Company to charge interest on each tranche of the subordinated loan at a rate equal to the higher of (a) the borrowing cost of the Company and (b) 3 Months KIBOR plus a spread of 150 bps in each case, such mark-up to be charged on quarterly basis.</p> <p>The Company intends to extend until the next Annual General Meeting of the Company to be held in 2022, the repayment of the total mark-up of up to Rs. 850 Million that accrues on the Principal Amount of Debt until the date on which the Principal Amount of Debt is utilised for subscribing to the FFBL Rights Shares and the FF Right Shares, provided that the Company shall at all times have the right to convert such mark-up into fully paid-up ordinary shares of FFL at a price to be determined by the Board at the time the Company decides to exercise its right to convert and the Company shall make all such amendments to the subordinated shareholder loan agreements entered between the Company and FFL as are necessary to give effect to the above arrangement.</p>
Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	Nothing other than as a shareholder
In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information / justification for any impairment or write offs	The Company has determined recoverable amount of FFL, based on value-in-use calculation, which was lower than the carrying amount of investment in the Company's financial statement, accordingly an impairment of PKR 820 Million has been recognized in the financial statements to date, due to challenging trading and economic conditions affecting food sector in Pakistan.

Any other important details necessary for the members to understand the transaction	No.
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**Information pursuant to Regulation 4 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017**

The following sponsors and directors of the Company are also members of FFL:

- Fauji Foundation
- Mr Arif ur Rehman
- Mr Sarfaraz Ahmed Rehman
- Syed Bakhtiyar Kazmi
- Dr Nadeem Inayat
- Mr Mohammad Munir Malik

**Declaration pursuant to Section 199(2) of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017**

The Directors certify to the members of the Company that they have carried out necessary due diligence for the proposed extension of the repayment period of the Sponsor Support Loan before recommending the same for members' approval.

The duly signed recommendations of the due diligence report together with the latest audited financial statements of FFL shall be made available to the members for inspection in the Annual General Meeting.

**CLOSURE OF SHARE TRANSFER BOOKS: -**

Share transfer books of the Company will remain closed from 18 to 22 November 2021 (both days inclusive) for the purpose of holding the Extraordinary General Meeting.

**NOTES: -**

1. A member of the Company entitled to attend and vote at the General Meeting may appoint a person/representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at Company's registered office duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. Attested copy of shareholder's CNIC must be attached with the proxy form.
2. The CDC/sub account holders are required to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan contained in Circular No. 1 of 2000 dated January 26, 2000: -

(a) For attending the meeting

- i. As per directions issued by SECP through Circular No EMD/MISC/82/2012-77 dated February 15, 2021 and EMD/MISC/82/2012 dated March 03, 2021 and in the light of the threat posed by evolving COVID-19 situation (Corona Virus) pandemic and to protect the wellbeing of the shareholders and considering the intensity of the recent wave of COVID-19, **Company has decided to hold the Extraordinary General Meeting only through video link without physical attendance**. Members who wish to participate in EOGM through video link should intimate their name, folio / CDC account/sub account number, email address and cell number through following WhatsApp number / Email ID on or before November 18, 2021:

1. WhatsApp No 03008713326
2. Email ID shares@ffbl.com

- ii. The video link of the meeting will be sent to shareholders on their email address/WhatsApp number.

(b) For appointing proxies

- i. In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirement.
- ii. The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers 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. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted to the Company along with proxy form.
3. Members are requested to promptly notify any change in their addresses.
  4. Shareholders who have not yet submitted photocopies of their Computerized National Identity Cards (CNIC) are requested to send the same at the earliest.
  5. Shareholders who wish to receive annual reports and notice of the General Meeting through e-mail are requested to provide, through a letter duly signed by them, their particulars, i.e. Name, Folio/ CDC A/C No., E-mail Address, Contact Number, CNIC Number (attach copy). Shareholders are also requested to notify immediately any change in their e-mail address to the Share Registrar of the Company M/s Corplink (Pvt) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore.

6. **Consent for Video Conference Facility**

Members can also avail video conference facility in Karachi and Lahore. In this regard please fill the following and submit to registered address of the Company 10 days before holding the general meeting.

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of general meeting alongwith complete information necessary to enable them to access such facility.

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Fauji Fertilizer Bin Qasim Limited, holder of \_\_\_\_\_ Ordinary Share(s) as per Register Folio / CDC Account No \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

\_\_\_\_\_  
Signature of member

7. **E-Voting**

Members can exercise their right to demand a poll subject to meeting requirements of Sections 143 - 145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.

8. **Unclaimed Dividend / Shares**

As per Regulation No 9 of Companies (Distribution of Dividends) Regulation, 2017, dividend amount is payable only through electronic mode. The members who have not yet provided/updated their IBAN detail are requested to please provide complete and valid IBAN bank account detail (physical shareholders to company's share registrar and CDC shareholders to their respective member Stock Exchange) enabling the company to transfer dividend amounts electronically. Further, the share certificate(s) in respect of right shares (R-2) are ready for delivery which may be collected from Shares Registrar of The Company in exchange of paid Right Letter (in original).

Shareholders, who have not received previous years dividend amount, right share certificates or share certificates lodged for transfer are requested to please contact to the Company or Shares Registrar in this regard.



**Form of Proxy**  
**Extraordinary General Meeting**

The Company Secretary  
Fauji Fertilizer Bin Qasim Limited  
FFBL Tower, C1/C2, Sector-B,  
Jinnah Boulevard, DHA-II,  
Islamabad.

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a Member(s) of FAUJI FERTILIZER BIN QASIM LIMITED, holder of \_\_\_\_\_ ordinary shares as per registered Folio No. \_\_\_\_\_ hereby appoint Mr. / Mst. \_\_\_\_\_ Folio No (if member) \_\_\_\_\_ of \_\_\_\_\_ or failing him/her Mr. / Mst \_\_\_\_\_ Folio No (if member) \_\_\_\_\_ of \_\_\_\_\_ as my / our proxy in my / our absence to attend and vote for me / us, and on my / our behalf at the Extraordinary General Meeting of the Company to be held on 22 November, 2021 and at any adjournment thereof.

Signed under my/our hand this \_\_\_\_\_ day of \_\_\_\_\_ 2021.

Affix Revenue  
Stamp of  
Rs. 5/-

-----  
Signature should agree  
with the specimen  
signature registered with  
the Company

Signed in the presence of:

\_\_\_\_\_  
Signature of Witness-1

\_\_\_\_\_  
Signature of Witness-2

**Notes:**

1. This instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation either under the common seal or under the hand of an official or attorney so authorized. No person shall be appointed as proxy who is not a member of the Company qualified to vote except that a corporation being a member may appoint a person who is not a member.

2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarized copy of such power of attorney shall be deposited at the office of the Company not less than 48 (forty eight) hours before the time for holding the meeting at which the person named in the instrument purposes to vote, and in default the instrument of a proxy shall not be treated as valid.

غیر معمولی اجلاس عام

کمپنی سیکرٹری

فوجی فریڈلارز بن قاسم لمیٹڈ

ایف ایف بی ایل ٹاور، سی 1/سی 2، سیکٹر۔ بی، جناح بلیوارڈ،

ڈی ایچ اے، اسلام آباد

میں / ہم۔۔۔۔۔ بحیثیت ممبر (ز) فوجی فریڈائزرز بن قاسم لمیٹڈ اور حامل۔۔۔۔۔ عام

حصص رجسٹرڈ فو لیو نمبر \_\_\_\_\_ محترم / محترمہ \_\_\_\_\_ رجسٹرڈ فو لیو نمبر (اگر نمبر ہے)

----- یا انکے حاضر نہ ہو سکنے کی صورت میں محترم / محترمہ ----- رجسٹرڈ فوینمبر (اگر

(ممبر ہے)۔۔۔۔۔۔۔ کو اپنی اہماری عدم موجودگی میں کمپنی کے 22 نومبر 2021 کو ہونے والے غیر معمولی اجلاس عام میں شرکت کرنے، بحق رائے دہی استعمال کرنے یا کسی بھی التواء

کی صورت میں اپنا / ہمارا بطور نمائندہ (پراکسی) مقرر کرتا ہوں / کرتے ہیں۔

میرے/ہمارے دستخط آج بتاریخ-----2021 ہوئے۔

پانچ روپے کی ریونیو ٹکٹ  
چسپاں کریں

دستخط۔

دستخط کا کمپنی میں موجود دستخطی نمونے سے مشابہت ہونا ضروری ہے

یہ دستخط درج ذیل گواہان کی موجودگی میں کئے گئے:

## دستخط گواہ-2

## دستخط گواہ-1

## اہم ہدایات:

1- پر کسی مقرر کرنے کیلئے یہ دستاویز مقرر کرنے والے یا اسکے نمائندے کے ہاتھ سے پُر کی جانی چاہئے یا اگر مقرر کنندہ کارپوریشن (کمپنی) ہے تو دستاویز پر کمپنی کی مہر ہو یا کمپنی کے

نمائندہ کے ہاتھ سے پڑی جائے۔ ایسے کسی بھی شخص کو پراسیکیوٹر جنرل کی مقرر نہیں کیا جاسکتا جو ووٹ ڈالنے کی اہلیت کا حامل کمپنی کا ممبر نہ ہو، ماسوائے کارپوریشن (کمپنی) کے جو کسی غیر ممبر کو پراسیکیوٹر جنرل کی مقرر کر سکتی ہے۔

2- یہ پراسی/دستویناز اور پاور آف اٹارنی یا دیگر اختیار (اگر کوئی ہے) جس کے تحت یہ پراسی دی جا رہی ہے کی تصدیق شدہ نقل اجلاس کے انعقاد، جس میں نامزد شخص ووٹ ڈالنا

چاہتا ہے، سے کم از کم 48 گھنٹے قبل کمپنی کے دفتر میں موصول ہونی چاہیں۔ بصورت دیگر دستاویز کا عدم قرا ر دے دی جائے گی۔