

NOTICE OF EXTRAORDINARY GENERAL MEETING UNDER THE SUPERVISION OF THE HONOURABLE LAHORE HIGH COURT, LAHORE

Notice is hereby given that the Extraordinary General Meeting (EOGM) of shareholders of FATIMA FERTILIZER COMPANY LIMITED (the 'Company' or 'Fatima') under the supervision of the honourable Lahore High Court, Lahore will be held on Saturday, December 31, 2022 at 11:30 a.m. at Avari Hotel 87-Shahrah-e-Quaid-e-Azam, Lahore as well as through electronic means to transact the following business:

The honourable Lahore High Court, Lahore vide its order dated 08.12.2022 passed in C.O. No. 78143 of 2022 has been pleased to direct to hold the Extraordinary General Meeting of the members of Fatima and Pakarab Fertilizers Limited ("PFL") to consider and if thought fit approve, adopt and agree to the Scheme of Compromises, Arrangements and Reconstruction for Amalgamation/Merger of PFL with and into Fatima in terms of provisions of Sections 279 to 282 and all other enabling provisions of the Companies act, 2017 (the "Scheme") and to pass the following Special Resolution with or without modification(s):

"Resolved, that pursuant to the provisions of the Sections 279 to 283 read with Section 285 and all other applicable provisions, of the Companies Act, 2017, ("the Act"), the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objection from the Creditors of the Company, Securities and Exchange Commission of Pakistan (SECP), the relevant High Court or such other competent authority as may be applicable, approval be and is hereby accorded for the Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/Merger of Pakarab Fertilizers Limited with and into Fatima Fertilizer Company Limited (the "Scheme"), as approved by the Board of Directors and circulated to the members of the Company."

As per the above order of the honourable Court, Ch. Riaz Hussain, Advocate High Court, Lahore and Syed Ali Allow-U-Din, Advocate High Court, Lahore are appointed as Chairmen for the EOGM.

The statements under Section 134(3) and Section 281 of the Companies Act, 2017 setting out the material facts are annexed herewith.



Lahore
December 9, 2022

Anil Zia
Deputy Company Secretary

Notes:

1. The Share Transfer Books of the Company will remain closed from December 28, 2022, to December 31, 2022 (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 December 27, 2022, will be treated in time for the aforesaid purpose.
2. A member entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her.
3. An individual beneficial owner of shares from CDC must bring his/her original CNIC or Passport, Account, and Participant's I.D. numbers to prove his/her identity. A representative of corporate members from CDC, must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of the nominee.
4. 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 setting forth, inter alia, the terms of the Compromises, Arrangement and Reconstruction and explaining the effect thereof, along with a copy of the Scheme of Compromises, Arrangement 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.

5. Online participation in the Meeting

- a) For online participation in the Extraordinary General Meeting, the shareholders are requested to get themselves registered with the Company's Share Registrar latest by December 29, 2022 till 05:00 p.m. on cdcsr@cdcsrsl.com by providing the following details:

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	** Email ID	** Mobile Phone No.
	Fatima Fertilizer Company Limited				

**Shareholders/proxyholders are requested to provide active email addresses and mobile phone number.

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 proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

- b) Shareholders may send their comments and suggestions relating to the agenda items of the EOGM to the Company's share registrar latest by December 29, 2022 till 05:00 p.m., at above-given email address or WhatsApp # 0321-820-0864. Shareholders are required to mention their full name, CNIC No and Folio No. for this purpose.
- c) Shareholders will be encouraged to participate in the EOGM to consolidate their attendance and participation through proxies.

6. Proxy

- The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a attested copy of power of attorney must be deposited at the Registered Office of the Company situated at E 110 Khayaban e Jinnah Lahore Cantt. at least 48 hours before the time of the meeting.
- For appointing proxies, the shareholders will further have to follow the under mentioned guidelines:
 - In case of individuals having physical shareholding or 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 CDC Regulations, shall submit the proxy form accordingly.
 - The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
 - Notarized copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

Statements under Section 134(3) and Section 281 of the Companies Act, 2017

The Board of Directors in their meeting held on December 5, 2022 has decided to amalgamate its associated company, Pakarab Fertilizers Limited ("PFL") with and in to Fatima w.e.f. July 01, 2022 subject to receipt of all requisite corporate and regulatory authorizations, consents and approvals (the "Amalgamation"). The proposed Amalgamation is part of the business expansion plan of Fatima wherein it intends to consolidate all the fertilizer business.

The Board of Directors of the Company has approved the Scheme under Sections 279 to 283 read with section 285 of the Companies Act, 2017 between Fatima and PFL and their respective members. As required by Section 179(2) of the Act, the resolution specified in the notice has to be passed by a majority representing three fourth in value of the issued shares held by the shareholders present in person or by proxy and voting at the meeting.

The sanctioning of the Scheme and the making of other appropriate orders in connection therewith will be considered by the Court after the Scheme is approved by the members.

The principal object of the Scheme is to effect the amalgamation of PFL, by transfer to and vesting in Fatima, the whole of business and undertaking of PFL together with all the property, assets, rights, liabilities, quotes and obligations of every description of PFL as described in the Scheme.

The Amalgamation would lead to an increased asset base and size of Fatima and as a result, Fatima will be in a position to effectively and efficiently benefit from economies of scales with respect to the combined business and assets base of PFL and Fatima which is expected to result in further business expansion opportunities for Fatima. Accordingly, post-merger Fatima Packaging Limited, a wholly owned subsidiary of PFL and the main supplier of packing material to the Company, will also become a wholly owned subsidiary of Fatima.

Further, the following directors of the Company are also the directors in PFL and the following relative of the director is also the shareholder of PFL, however, the directors/relative have no direct or indirect interest except to the extent of shareholding/directorship in PFL:

Directors

Relative

- 1) Mr. Arif Habib
- 2) Mr. Fawad Ahmed Mukhtar
- 3) Mr. Fazal Ahmed Sheikh
- 4) Mr. Faisal Ahmed Mukhtar
- 5) Mr. Muhammad Kashif Habib

- 1) Mrs. Ambreen Fawad

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 Chairmen.