



March 29, 2023

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi.

Dear Sir/Madam,

Subject: **RESOLUTIONS PASSED AT THE 14<sup>TH</sup> ANNUAL GENERAL MEETING OF ENGRO FERTILIZERS LIMITED**

Please find enclosed herewith the resolutions passed by the Members at the 14<sup>th</sup> Annual General Meeting of Engro Fertilizers Limited held on March 28, 2023. You may circulate the same amongst the TRE Certificate Holders of the Exchange accordingly.

For and on behalf of  
**ENGRO FERTILIZERS LIMITED**

  
Sunaib Barkat, ACA  
Company Secretary



CC: Director/HOD  
Surveillance, Supervision and Enforcement Department  
Securities & Exchange Commission of Pakistan  
NIC Building, 63 Jinnah Avenue  
Blue Area, Islamabad

**Engro Fertilizers Limited**

7th & 8th Floor, The Harbor Front Building, HC-3, Marine Drive, Block 4, Clifton, Karachi 75600, Pakistan.

T 00 92 (21) 35297501-10 F 00 92 (21) 35810669

**engrofertilizers.com**

**1. Approval of the Company's Audited Financial Statements for the year ended December 31, 2022 and the Directors' and Auditor's Reports thereon and the Chairman's Review Report.**

“RESOLVED THAT the Annual Audited Financial Statements, both standalone and consolidated, of the Company for the year ended December 31, 2022 together with the Directors', Auditor's and the Chairman's Review Reports, Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019 and Auditor's Review Report on the Compliance Statement thereon, be, and are hereby approved.”

**2. To declare and approve, as recommended by the Board, the payment of a Final Cash Dividend.**

“RESOLVED THAT, in addition to the interim cash dividend of Rs. 8.50 per share already declared and paid during the year, the final cash dividend for the year ended December 31, 2022 at the rate of Rs. 5.00 per share (50%), be and is hereby declared payable to those shareholders whose names appeared in the Register of Members of the Company on March 21, 2023, as recommended by the Directors.”

**3. Appointment of Auditors for the year 2023 and to fix their remuneration.**

“RESOLVED THAT the Messers, A. F. Ferguson & Co., Chartered Accountants, be and are hereby re-appointed as external Auditors of the Company for a term ending at the conclusion of the next Annual General Meeting at a fee of Rs. 4,700,000. In addition, any Federal or Provincial taxes and reimbursements of out-of-pocket expenses will be paid at actuals.”

**4. To consider and if deemed fit, to pass with or without modification(s), addition(s) or deletion(s), the following Special Resolution(s) to amend the Articles of Association of the Company under Section 38 of the Companies Act, 2017.**

“RESOLVED THAT Article 79 of the Articles of Association of the Engro Fertilizers Limited (the “Company”) be and is hereby amended to read as follows:

79. The quorum for meetings of the Board of Directors shall be required by Section 176(1) of the Companies Act, 2017. Save as otherwise expressly provided in the Act, every question at meetings of the Board shall be determined by a majority of votes of the directors present in person or through video-link, each director having one vote. In case of an equality of votes or tie, the Chairman shall have a casting vote in addition to his original vote as a director.

**FURTHER RESOLVED THAT** Article 82 of the Articles of Association of the Company be and is hereby amended to read as follows:



engro fertilizers

82. A resolution in writing approved by majority of the directors or the committee of directors for the time being entitled to receive notice of a meeting of the directors or committee of directors shall be as valid and effectual as if it had been passed at the meeting of the directors or the committee of directors duly convened and held.

**FURTHER RESOLVED THAT** the Chief Executive Officer and/or Company Secretary of the Company be and is hereby authorized to, singly, do all acts, deeds, and things, take any and all necessary steps, to fulfil the legal, corporate and procedural formalities and file all necessary documents/returns as deemed necessary on this behalf and the matters ancillary thereto to fully achieve the object of the aforesaid resolution.”

**Engro Fertilizers Limited**

7th & 8th Floor, The Harbor Front Building, HC-3, Marine Drive, Block 4, Clifton, Karachi 75600, Pakistan.

T 00 92 (21) 35297501-10 F 00 92 (21) 35810669

**engrofertilizers.com**