

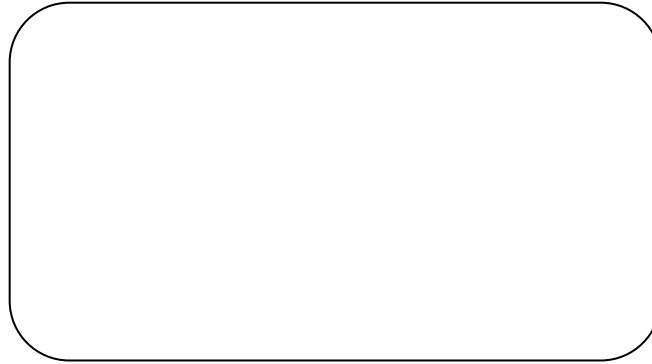


NOTICE

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 21st Extraordinary General Meeting of the shareholders of Fauji Fertilizer Bin Qasim Limited will be held at 10:30 hrs on 22 June 2023 at FFBL Tower, C1/C2, Sector-B, Jinnah Boulevard, Phase-2, DHA, Islamabad to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 29th Annual General Meeting held on 28 March 2023.

SPECIAL BUSINESS:

2. To consider and if deemed appropriate, to pass with or without modification, alteration or any amendment the following resolutions as Special Resolutions:

“RESOLVED THAT

(i) the authorized share capital of the Company be increased from Rs. 15,000,000,000 (Rupees Fifteen Billion) divided into 1,500,000,000 (One Billion and Five Hundred Million) ordinary shares of Rs. 10 (Rupees Ten) each to Rs. 23,000,000,000 (Rupees Twenty-Three Billion) divided into 2,300,000,000 (Two Billion and Three Hundred Million)) ordinary shares of Rs. 10 (Rupees Ten) each.

(ii) the figures and words “Rs. 15,000,000,000 (Rupees Fifteen billion) divided into 1,500,000,000 (One Billion and Five Hundred Million) Ordinary Shares) of Rs. 10/- (Rupees ten) each” appearing in Clause V of the Memorandum of Association of the Company be substituted by the figures and words “Rs. 23,000,000,000 (Rupees Twenty-Three Billion) divided into 2,300,000,000 (Two Billion and Three Hundred Million)) ordinary shares of Rs. 10/- each”

(iii) the figures and words "Rs. 15,000,000,000 (Rupees Fifteen Billion) only, divided into 1,500,000,000 (one Billion and Five Hundred Million) ordinary shares of Rs. 10 (Rupees ten) each" appearing in Clause 4 of the Articles of Association of the Company be substituted by the figures and words " Rs. 23,000,000,000 (Rupees Twenty-Three Billion) divided into 2,300,000,000 (Two Billion and Three Hundred Million)) ordinary shares of Rs. 10/- each.

FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary be and are hereby jointly and severally authorized to take any and all necessary steps and actions for implementing the above resolutions, including, without limitation, to seek any and all consents and approvals and (where required) file all necessary documents, statutory returns, declarations and applications, pay and incur all necessary fees and expenses and to appear and make representations before any regulatory 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 and do all such acts as may be necessary for carrying out the aforesaid purposes and giving full effect to the above resolutions.

3. Circulation of Company’s annual audited financial statements through QR enabled code and weblink as part of notices of Annual General Meetings.

“RESOLVED THAT the approval of the Members of Fauji Fertilizer Bin Qasim Limited (the “Company”) be and is hereby accorded and the Company be and is hereby authorized to circulate annual audited financial statements to its Members through QR enabled code and weblink as part of the notices of Annual General meetings.

FURTHER RESOLVED THAT the Company be and is hereby authorized to discontinue the circulation of annual financial statements through CD/DVD.

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution.”

OTHER BUSINESS:

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

By Order of the Board
Fauji Fertilizer Bin Qasim Limited

Islamabad
June 01, 2023

Brig Khurram Shahzada, SI(M), (Retd)
Company Secretary

Statement Pursuant to Section 134(3) of the Companies Act, 2017

Pursuant to Section 134(3) of the Companies Act, 2017, this statement sets forth the material facts concerning the special business listed hereinabove, to be transacted at the Extraordinary General Meeting of Fauji Fertilizer Bin Qasim Limited to be held on 22 June 2023.

1. Increase in Authorized Share Capital

- i) The authorized share capital of the Company is being increased so that the Company has the option to issue further shares, as and when it deems fit, in the future.

the authorized share capital of the Company be increased from Rs. 15,000,000,000 (Rupees Fifteen Billion) divided into 1,500,000,000 (One Billion and Five Hundred Million) ordinary shares of Rs. 10 (Rupees Ten) each to Rs. 23,000,000,000 (Rupees Twenty-Three Billion) divided into 2,300,000,000 (Two Billion and Three Hundred Million)) ordinary shares of Rs. 10 (Rupees Ten) each.

Amendment to the Memorandum of Association

The Memorandum of Association of the Company is being amended in light of the proposed increase in the authorized share capital of the Company. Accordingly, the following amendment is being proposed to the Memorandum of Association of the Company:

the figures and words "Rs. 15,000,000,000 (Rupees Fifteen billion) divided into 1,500,000,000 (One Billion and Five Hundred Million) Ordinary Shares) of Rs. 10/- (Rupees ten) each" appearing in Clause V of the Memorandum of Association of the Company be substituted by the figures and words "Rs. 23,000,000,000 (Rupees Twenty-Three Billion) divided into 2,300,000,000 (Two Billion and Three Hundred Million)) ordinary shares of Rs. 10/- each

<u>Original Clause</u>	<u>Amended Clause (amendments are in bold type and are underlined)</u>
V. The Authorised Capital of the Company is Rs. 15,000,000,000 (Rupees Fifteen billion) divided into 1,500,000,000 (One Billion and Five Hundred Million) Ordinary Shares of Rs. 10/- each, with the rights, privileges or conditions attaching thereto as are provided by the regulations of the Company for the time being.	V. The Authorised Capital of the Company is <u>Rs. 23,000,000,000 (Rupees Twenty-Three Billion) divided into 2,300,000,000 (Two Billion and Three Hundred Million) Ordinary Shares</u> of Rs. 10/- each, with the rights, privileges or conditions attaching thereto as are provided by the regulations of the Company for the time being.

The Board confirms that the proposed alterations to the Memorandum of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

Amendment to the Article of Association

The Articles of Association of the Company is being amended in light of the proposed increase in the authorized share capital of the Company. Accordingly, the following amendment is being proposed to the Memorandum of Association of the Company:

the figures and words "Rs. 15,000,000,000 (Rupees Fifteen Billion) only, divided into 1,500,000,000 (one Billion and Five Hundred Million) ordinary shares of Rs. 10 (Rupees ten) each" appearing in Clause 4 of the Articles of Association of the Company be substituted by the figures and words " Rs. 23,000,000,000 (Rupees Twenty-Three Billion) divided into 2,300,000,000 (Two Billion and Three Hundred Million)) ordinary shares of Rs. 10/- each.

<u>Original Clause</u>	<u>Amended Clause (amendments are in bold type and are underlined)</u>
The Authorised Capital of the Company is Rs. 15,000,000,000 (Rupees Fifteen billion) divided into 1,500,000,000 (One Billion and Five Hundred Million) Ordinary Shares of Rs. 10/- each. The minimum subscription on which the Director may proceed to allotment shall be Rs. 1,000,000.	The Authorised Capital of the Company is <u>Rs. 23,000,000,000 (Rupees Twenty-Three Billion) divided into 2,300,000,000 (Two Billion and Three Hundred Million) Ordinary Shares</u> of Rs. 10/- each. The minimum subscription on which the Director may proceed to allotment shall be Rs. 1,000,000.

The Board confirms that the proposed alterations to the Articles of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

2. Circulation of Company's annual audited financial statements through QR enabled code and weblink as part of notices of Annual General Meetings

The SECP, vide its SRO. 389 (1)/2023 dated March 21, 2023, has allowed listed companies to circulate the Annual Audited Financial Statements to their members through QR enabled code and web-link (instead of DVDs), subject to approval of the shareholders in the general meeting.

Foregoing in view, the following resolutions will be placed before the Members at the EOGM for approval as special resolutions with or without any modifications, additions or deletions:

“RESOLVED THAT, the approval of the Members of Fauji Fertilizer Bin Qasim Limited (the “Company”) be and is hereby accorded and the Company be and is hereby authorized to circulate annual audited financial statements to its Members through QR enabled code and weblink as part of the notices of Annual General meetings.

FURTHER RESOLVED THAT the Company be and is hereby authorized to discontinue the circulation of annual financial statements through CD/DVD.

FURTHER RESOLVED THAT, the Company Secretary be and is hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution.”

Directors Interest:

The Directors do not have any interest in the Special Business, whether directly or indirectly, except to the extent of their shareholding in the Company.

CLOSURE OF SHARE TRANSFER BOOKS: -

Share transfer books of the Company will remain closed from June 20, 2023 to June 22, 2023 (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. In case of individuals, the account holder or sub-account holder shall authenticate his/her identity by showing his / her original national identity card 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 at the time of meeting.
 - (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. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- v. 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. 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

6. Electronic Voting:

- a) 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.
- b) Detail of E-Voting facility, if opted, will be shared through e-mail with those members of the company who have valid cell numbers / e-mail addresses available in the Register of Members of the Company maintained by **Share Registrar M/s Corplink (Private) Limited.**

7. Participation in EOGM through electronic means:

As per guidelines issued by SECP dated April 5, 2022, shareholders/members can also use following means to participate in the Extraordinary General Meeting:

- 1. WhatsApp No 03008713326
- 2. Email ID shares@ffbl.com
- 3. Video Link member who wish to participate through video link should intimate through above WhatsApp number / Email ID on or before June 20, 2023.

8. Unclaimed & unpaid dividend / shares

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. The detail of unclaimed/ unpaid dividend and share certificates is available at Company's website www.ffbl.com

9. Submission of email address and contact number

Shareholders are requested to provide their valid email address and cell number enabling the Company / Registrar to send the detail of E-Voting procedure. CDC shareholders submit the information to respective member Stock Exchange and physical shareholders to the Company or Shares Registrar.

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 June 22,
2023 and at any adjournment thereof.

Signed under my/our hand this _____ day of _____ 2023.

Affix Revenue
Stamp of
Rs. 50/-

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.

3. 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 فریڈلائزر 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 فریڈائزر بن قاسم لمیٹڈ اور حامل۔۔۔۔۔ عام

تخص 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 فوئیو نمبر (اگر

(ممبر ہے)۔۔۔۔۔۔۔۔ کو اپنی اہاری عدم موجودگی میں کمپنی کے 22 جون 2023 کو ہونے والے غیر معمولی اجلاس عام میں شرکت کرنے، حق 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-----2023 ہوئے۔

چچاس 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- برا کسی مقرر کرنے کیلئے یہ دستاویز مقرر کرنے والے یا اسکے نمائندے کے ہاتھ سے پُر کی جانی چاہئے یا اگر مقرر کنندہ کاروریشن (کمپنی) سے تو دستاویز برسر کمپنی کی مہر ہو کمپنی کے

نمائندہ کے ہاتھ سے پڑی جائے۔ ایسے کسی بھی شخص کو پراکسی 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 پراکسی مقرر کر سکتی ہے۔

2- یہ پراسی اسٹوینز 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 لعدم قرار دے دی جائے گی۔