



Notice is hereby given that the Extraordinary General Meeting of the shareholders of Fauji Fertilizer Bin Qasim Limited will be held at 10:00 hrs on 19 August 2024 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 Annual General Meeting held on 25 March 2024.

SPECIAL BUSINESS:

2. To consider and if thought fit to approve the shifting of the registered office of the Company from Islamabad Capital Territory (FFBL Tower, C1/C2, Sector B, Jinnah Boulevard, Phase II, DHA, Islamabad) to the Province of Punjab (The Mall- 156, Rawalpindi Cantt., Pakistan) and for the purpose, pass the following resolution as a Special Resolution, namely:

RESOLVED as and by way of a Special Resolution THAT subject to confirmation and approval of the Securities and Exchange Commission of Pakistan, the registered office of the Company be shifted from Islamabad Capital Territory to the Province of Punjab, and that Clause II of the Memorandum of Association of the Company be and is hereby amended to read as follows:

- II. The Registered Office of the Company will be situated in the Province of Punjab.

OTHER BUSINESS :

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

By Order of the Board
Fauji Fertilizer Bin Qasim Limited

Islamabad
July 29, 2024

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

Statement under Section 134(3) of the Companies Act 2017
in respect of Special Business

This statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company.

Agenda Item No. 2

The Board of Directors ("Board") of the Company have granted an in-principle approval to the Company to evaluate and prepare a proposal for the amalgamation of Fauji Fertilizer Bin Qasim Limited with and into Fauji Fertilizer Company Limited by way of a Scheme of Arrangement ("Proposed Amalgamation")

As Fauji Fertilizer Company Limited has its registered office in Rawalpindi, the Board of Directors of the Company is of the view that the registered office of the Company should be shifted from its present location in Islamabad Capital Territory to the Province of Punjab in order to enable the Company to fall within the jurisdiction of the relevant High Court and undergo the aforesaid amalgamation process.

However, in order to shift the registered office of the Company it is necessary to amend the Memorandum of Association of the Company to clearly reflect therein the shift in the registered office of the Company. For this purpose, it is proposed that the resolution set out in the notice convening the Extraordinary General Meeting of the Company be passed as and by way of a Special Resolution.

The amendment in the Memorandum of Association of the Company is, however, subject to the confirmation of the Securities & Exchange Commission of Pakistan. This confirmation will be sought after the Members have approved the amendment at the Extraordinary General Meeting.

The Board of Directors confirms that to the best of their knowledge and belief, the proposed amendment is in line with the applicable provisions of the law and regulatory framework.

The Directors of the Company have no personal interest in the amendment in the Memorandum of Association or in the shift in the registered office of the Company, whether directly or indirectly, except to the extent of the shareholding held by them in the Company.

The existing and proposed altered provision of the Memorandum of Association is as follows:

EXISTING	PROPOSED
II. The Registered Office of the Company will be situated in the Islamabad Capital Territory	II. The Registered Office of the Company will be situated in the Province of Punjab.

CLOSURE OF SHARE TRANSFER BOOKS : -

Share transfer books of the Company will remain closed from August 13, 2024 to August 19, 2024 (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. Procedure for E-Voting:

- a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses (Registered email ID) available in the register of members of the Company by the close of business on August 12, 2024 by M/s Corplink (Private) Limited (being the e -voting service provider).
- b) Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- c) E-voting lines will start from August 16, 2024, 09:00 a.m. and shall close on August 18, 2024 at 5:00 p.m.
- d) Members can cast their votes at any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

7. Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper along with copy of valid Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, at FFBL Tower, C1/C2, Sector-B, Jinnah Boulevard, Phase-2, DHA, Islamabad, or email at secretary @ffbl.com on or before August 18, 2024 during working hours. The signature on the ballot paper shall match with the signature on CNIC. For the convenience of the members, ballot paper is attached with this notice and also available on the Company's website at www.ffbl.com for the download.

M/s Crowe Hussain Chaudhury & Co, Chartered Accountants, has been appointed as Scrutinizer under the Companies (Postal Ballot) Regulation 2018. M/s Crowe Hussain Chaudhury & Co fulfil all the eligibility conditions laid down by the Regulations and have the necessary knowledge and experience to independently scrutinize the voting process.

8. 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 August 15, 2024. |

9. 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

10. 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 August 19, 2024 and at any adjournment thereof.

Signed under my/our hand this _____ day of _____ 2024.

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.

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.