



CORRIGENDUM TO NOTICE OF EXTRAORDINARY GENERAL MEETING

Pursuant to the resolution of the Board of Directors of Fauji Fertilizer Bin Qasim Limited dated 09 August 2024, passed in their meeting held on 09 August 2024, the following additions to the Notice of the 22nd Extraordinary General Meeting of the Company, circulated/published on 29 July, 2024 in Dawn Newspaper, are hereby notified:

In continuation of the Notice of Extraordinary General Meeting (“**EOGM**”) of Fauji Fertilizer Bin Qasim Limited (“**Company**”) dated July 29, 2024, the members are requested to note the further information, specified herein. Kindly note that on and from the date hereof, the EOGM Notice shall always be read in conjunction with this corrigendum (“**Corrigendum**”). All other contents of the EOGM Notice, save and except as amended/altere d/added by this Corrigendum, shall remain unchanged.

Members are requested to note the contents of the additional Item No. 3 and the statement of material facts as set forth hereunder:

Special Business

Agenda Item 3. “**RESOLVED THAT:**

The twenty-one-days’ notice period for the special resolution set out below be waived, and that the reduced notice period of 10 days be and is hereby accepted and approved unanimously.

“**FURTHER RESOLVED AS AND BY WAY OF SPECIAL RESOLUTION THAT:**

*The sale of the land owned by the Company measuring 166.387 Acre, located at Pindi Bhattian (“**Land**”), to Fauji Foundation for the total price of PKR 856,458,000 (i.e., PKR 5,147,385 per acre) is hereby approved.*

The Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and/or expedient for the aforesaid purpose or in furtherance thereof including, without limitation, to enter into and deliver and implement any and all instruments, including the sale / conveyance deed, powers of attorney, notices, certificates, documents.



The Managing Director and Company Secretary be and are hereby singly and jointly authorised to take any and all necessary steps and actions for implementing the above resolutions, including, without limitation, to execute any sale / conveyance deed, and to seek any and all consents and approvals and all other necessary documents, declarations, notices, certificates and undertakings 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 such acts as may be necessary for carrying out the aforesaid purposes and giving full effect to the above resolutions.”

By Order of the Board
Fauji Fertilizer Bin Qasim Limited

Place: Islamabad
Date: 09 August 2024

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

Note: The Agenda Item No 3 (Other Business) mentioned in Notice of EOGM, already dispatched to shareholders and published in newspapers on July 29, 2024 may please be read as item No 4.

Statement of Material Facts under Section 134 of the Companies Act, 2017

- Fauji Fertilizers Bin Qasim Limited (“**Company**”) is the owner of the land measuring 166.387 Acres, located at Pindi Bhattian (“**Land**”) which falls under the heading of Investment Property in its Financial Statements for the year ended 31 December 2023. The Company intends to sell the Land to Fauji Foundation for the total price of PKR 856,458,000 (i.e., PKR 5,147,385 per acre) (“**Transaction**”). Please note that the price is the market price of the Land.
- Directors Lt Gen Anwar Ali Hyder, HI(M) (Retd), Mr. Jahangir Piracha, Maj Gen (Retd) Muhammad Ihsanullah, HI (M), Syed Bakhtiyar Kazmi, Mr. Qamar Haris Manzoor are nominees of Fauji Foundation on the board of the Company. Therefore, since a majority of the directors on the board of the Company are the nominees of Fauji Foundation, the Transaction



FFBL

Fauji Fertilizer Bin Qasim Limited

is a related party transaction for the purposes of Section 208 of Companies Act, 2017. Further, a majority of the directors are interested in the Transaction for the purposes of Section 207 of the Companies Act, 2017. Therefore, the Company requires approval of the members via special resolution under Section 208, Section 207 of the Companies Act, 2017, and Regulation 5(2) of the Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018.

- Details of the related party transactions are as follows:
 - (a) Name of related party: Fauji Foundation
 - (b) Names of the interested or concerned persons or directors:
 - i. Lt Gen Anwar Ali Hyder HI(M) (Retd)
 - ii. Mr. Jahangir Piracha
 - iii. Maj Gen (Retd) Muhammad Ihsanullah, HI (M)
 - iv. Syed Bakhtiyar Kazmi
 - v. Mr. Qamar Haris Manzoor
 - (c) Nature of relationship, interest or concern along with complete information of financial or other interest or concern of directors, managers or key managerial personnel in the related party: The directors are the nominees of Fauji Foundation on the board of the Company
 - (d) Detail, description, terms and conditions of transactions: The sale of the Land to Fauji Foundation for the total price of PKR 856,458,000 (i.e., PKR 5,147,385 per acre)
 - (e) Amount of transactions: One time sale of the land to Fauji Foundation
 - (f) Timeframe or duration of the transactions or contracts or arrangements: One time sale of the land to Fauji Foundation pursuant to a sale / conveyance deed to be executed between the parties and completed as soon as possible
 - (g) Pricing policy: The sale price is the market price of the Land
 - (h) Any other relevant and material information that is necessary to make a well-informed decision regarding the approval of related party transactions: The Land is surplus to the Company's requirements. Its sale will not affect the Company's operations.





FFBL
Fauji Fertilizer Bin Qasim Limited



FAUJI FERTILIZER BIN QASIM LIMITED

FFBL Tower, C1/C2, Sector-B, Jinnah Boulevard, DHA-II, Islamabad
Phone No 051 8763325-6 Fax No 051 8763304
Email: shares@ffbl.com Website: www.ffbl.com

BALLOT PAPER FOR VOTING THROUGH POST

For voting through post for the Special Business at the Extraordinary General Meeting of Fauji Fertilizer Bin Qasim Limited to be held on August 19, 2024 at 10:00hrs at FFBL Tower, C1/C2, Sector-B, Jinnah Boulevard, DHA-II, Islamabad.

Designated email address of the Chairman at which duly filled ballot paper may be sent: secretary@ffbl.com

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and Folio No. / CDC account No	
CNIC Number (Copy to be attached)	
<u>Additional Information and enclosures</u> (In case of representative of body corporate, corporation and Federal Government.) Name of Authorized Signatory:	

Special Resolutions

Agenda Item 1

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 (156-The Mall, 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.

Agenda Item 2

“RESOLVED THAT:

The twenty-one-days’ notice period for the special resolution set out below be waived, and that the reduced notice period of 10 days be and is hereby accepted and approved unanimously.

“FURTHER RESOLVED AS AND BY WAY OF SPECIAL RESOLUTION THAT:

The sale of the land owned by the Company measuring 166.387 Acre, located at Pindi Bhattian (“Land”), to Fauji Foundation for the total price of PKR 856,458,000 (i.e., PKR 5,147,385 per acre) is hereby approved.

The Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and/or expedient for the aforesaid purpose or in furtherance thereof including, without limitation, to enter into and deliver and implement any and all instruments, including the sale / conveyance deed, powers of attorney, notices, certificates, documents.





FFBL

Fauji Fertilizer Bin Qasim Limited

The Managing Director and Company Secretary be and are hereby singly and jointly authorised to take any and all necessary steps and actions for implementing the above resolutions, including, without limitation, to execute any sale / conveyance deed, and to seek any and all consents and approvals and all other necessary documents, declarations, notices, certificates and undertakings 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 such acts as may be necessary for carrying out the aforesaid purposes and giving full effect to the above resolutions.”

I/We hereby exercise my / our vote in respect of above-mentioned special resolution through postal ballot by conveying my / our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below: -

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	Special Resolution as per Agenda # 1 (as given above)			
2	Special Resolution as per Agenda # 2 (as given above)			

Signature of shareholder(s) _____

Place: _____

Date: _____

NOTES:

1. Dully filled postal ballot should be sent to chairman at Fauji Fertilizer Bin Qasim Limited, FFBL Tower, C1/C2, Sector-B, Jinnah Boulevard, DHA-II, Islamabad., Pakistan or through email at secretary@ffbl.com
2. Copy of CNIC should be enclosed with the postal ballot form
3. Postal ballot forms should reach chairman of the meeting till 4.30 pm, 18 August 2024. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

