



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EOGM) of the shareholders of Fauji Fertilizer Company Limited ("Company") will be held on Tuesday, October 08, 2024 at 1000 hours at FFC Head Office, 156 The Mall, Rawalpindi **as well as through electronic means/web link** to transact the following business:-

Ordinary business

1. To confirm the minutes of 46th Annual General Meeting held on March 26, 2024.
2. To elect Directors of the Company for a period of three years commencing from 09 October 2024 to 08 October 2027 in terms of Section 159 of the Companies Act, 2017.
 - a. Pursuant to Section 159(1) and (2)(a) of the Companies Act, 2017, the Directors through Resolution No. 37/2024 dated July 30, 2024, have fixed the number of Directors at 12 (Twelve).
 - b. Pursuant to Section 159(2)(b) of the Companies Act, 2017, names of the retiring Directors are:-
 - (1) Lt Gen Anwar Ali Hyder (Retd)
 - (2) Mr. Jahangir Piracha (**Chief Executive Officer**)
 - (3) Mr. Saad Amanullah Khan
 - (4) Ms Maryam Aziz
 - (5) Syed Bakhtiyar Kazmi
 - (6) Mr. Shoaib Javed Hussain
 - (7) Mr. Jehangir Shah
 - (8) Dr. Ayesha Khan
 - (9) Mr. Yassir Ghiyati Ibn Ziyad
 - (10) Mr. Qamar Haris Manzoor
 - (11) Maj Gen Zafar Ul Haq (Retd)
 - (12) Mr. Saif Anjum
 - (13) Mr. Mazhar Abbas Hasnani

"The retiring directors are eligible for re-election".

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



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A statement of material facts under Section 166(3) of the Companies Act 2017 is annexed to this Notice.

By Order of the Board


Brig Zulfikar Ali Haider (Retd)
Company Secretary

Rawalpindi
September 17, 2024

Notes

1. The Board of Directors of the Company has fixed the number of Directors to be elected as Twelve (12) for the term of three years with effect from October 09, 2024. As per provisions of Regulation No. 7A of the Listed Companies (Code of Corporate Governance) Regulation 2019, it is mandatory that voting for the election of Directors of the Company shall be held separately for the following three categories:

S. No.	Category	No. of Seats
1	Female Director	01
2	Independent Directors	04
3	Other Directors	07
	Total	12

2. Any person/member, whether major shareholder or a minority shareholder, who seeks to contest the election to the office of the director ("the Candidate"), whether he/she is a retiring director or otherwise, is encouraged to file, a notice of intention with the Company at its registered office, not later than fourteen days before the date of the meeting at which elections are to be held.
3. Any person/member who seeks to contest for election in the category of independent director or a female director, should clearly mention only one category (either female or independent) in which he/she intends to contest for the election of director.
4. The following documents are required to be submitted along with notice of intention to contest election of directors:-
 - 4.1. Notice of his/her intention to offer himself/herself for election as director in terms of Section 159(3) of the Act and Regulation 7A of CCG-2019. The Candidate should also confirm that:-
 - 4.1.1. He/she is not ineligible to become a Director of the Company under any applicable laws and regulations.



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- 4.1.2. Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or Officer of a corporate brokerage house.
 - 4.1.3. He/she is not serving as a director in more than seven listed companies simultaneously.
 - 4.1.4. He/she is aware of the duties of the directors under the Act, the Memorandum and Articles of Association of the Company, Rule Book of the Pakistan Stock Exchange Limited, Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws & regulations.
5. Consent to act as director on Appendix to the Form-9 (of the Companies Regulations, 2024) under Section 167 of the Act.
6. A detailed profile of the Candidate including his / her address (the same will be placed on Company's website as per requirements of SECP's notification S.R.O. 1196 (I)/2019 dated October 03, 2019).
7. National Tax Number (NTN) and copy of CNIC/Passport.
8. The candidates for independent Directors quota shall submit a declaration under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019 that he / she qualifies the criteria of independence notified under section 166 of the Companies Act, 2017.
9. The share transfer books of the Company will remain closed from October 02, 2024 to October 08, 2024 (both days inclusive).
10. A member of the Company entitled to attend and vote at the Meeting may appoint a person/representative as proxy to attend and vote in place of the member. Proxies in order to be effective must be received at the Company's Registered Office, 156-The Mall, Rawalpindi, Pakistan not later than 48 hours before the time of holding the Meeting and no account shall be taken of any part of the day that is not a working day. A member shall not be entitled to appoint more than one proxy.
11. Any Individual Beneficial Owner of CDC, entitled to vote at this Meeting, must bring his / her original Computerized National Identity Card (CNIC) to prove identity, and in case of proxy, a copy of shareholder's attested CNIC must be attached with the proxy form. Representatives of corporate members should bring the usual documents required for such purpose.

CDC Account Holders will also have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP):

12. For Attending the Meeting

- 12.1. In case of individuals, 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 regulations, shall authenticate identity by showing his / her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- 12.2. Members registered on CDC are also requested to bring their particulars, I.D. Numbers and account numbers in CDS.



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12.3. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of Meeting.

13. For Appointing Proxies

13.1. In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.

13.2. The proxy form shall be witnessed by the person whose name, address and CNIC number shall be mentioned on the form.

13.3. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

13.4. The proxy shall produce his / her original CNIC or original passport at the time of Meeting.

13.5. In case of 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.

14. Participation through Video Conference Facility

As allowed by Section 132(2) of the Companies Act 2017 members can avail video conference facility for this EOGM, at Lahore and Karachi provided the Company receives consent from the members holding in aggregate 10% or more shareholding, residing at above mentioned locations, at least 7 days prior to date of the meeting.

Subject to the fulfillment of the above conditions, members shall be informed of the venue, 5 days before the date of the EOGM along with complete information necessary to access the facility.

In this regard please send a duly signed request as per following format at the registered address of the Company 7 days before holding of EOGM.

I/We, _____ of
_____, being a member of Fauji Fertilizer Company Limited, holder of _____ Ordinary Share(s) as per Register Folio / CDC Account No _____ hereby opt for video conference facility at _____.

Signature of member

15. Virtual Participation in the EOGM Proceedings

15.1. In light of relevant guidelines issued by the Securities & Exchange Commission of Pakistan (SECP) vide letter no. SMD/SE/2(20)/2021/117 dated December 15, 2021, the shareholders are encouraged to participate in the EOGM through electronic facility arranged by the Company.

15.2. In order to attend the EOGM through electronic facility, shareholders are requested to get themselves registered with the Company Secretariat by



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providing the requisite details at their earliest but not later than 48 hours before the time of the EOGM (i.e. by 10:00 a.m. on October 06, 2024) through e-mail to be sent at shares@ffc.com.pk.

- 15.3. Shareholders are advised to provide the following particulars, along with the scanned copy of their CNIC and that of their proxies, if so appointed. Moreover, in the case of a corporate member, the scanned copy of the resolution of the Board of Directors/Power of Attorney with a specimen signature of the nominee must also be provided.

Name of Shareholder*	CNIC / NTN No.	Folio No. / CDC Account No.	Cell No.	Email address
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* Where applicable, please also give the above particulars of the proxy-holder or nominee of the shareholder.

- 15.4. The details of the electronic facility (video-link and the login credentials) will be sent to the interested shareholders, at their provided e-mail addresses. Accordingly, the shareholders will be able to participate in EOGM proceedings through their smartphones or computer devices. In addition to above, the shareholders can also provide their comments and/or suggestions in connection with the agenda items of the EOGM by using the aforesaid means.

- 15.5. The login facility will be opened at 0930 hours on October 08, 2024 enabling the participants to join the proceedings after identification and verification process before joining the meeting, which will start at 1000 hours sharp.

16. **Postal Ballot / E-Voting**

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification vide SRO 2192(1)/2022 dated December 05, 2022 issued by the SECP. The SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business and in case of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act. Accordingly, members of Fauji Fertilizer Company Limited will be allowed to exercise their right to vote through e-voting facility or voting by post for the election of directors in its forthcoming Extra Ordinary General Meeting to be held on Tuesday, October 08, 2024, at 10:00 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations further details will be shared in due course.

17. **Statutory Code of Conduct at EOGM**. Shareholders are requested to observe the conduct referred in sub-regulation 2 of Regulation 55 of the Companies Regulations, 2024 while attending the EOGM.



18. **Statement made under Section 166(3) of The Companies Act, 2017 In Respect of Appointment of Independent Directors**

This statement sets out the material facts pertaining to the justification for choosing a person for appointment as an independent director to be elected at the EOGM of Company to be held on October 08, 2024.

The independent directors will also be elected through the process of election of directors in terms of Section 159 and 166(1) of the Companies Act, 2017 read with the CCG Regulations, they shall meet criteria laid down under Section 166(2) of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. The Company shall exercise its due diligence before selecting a person as an independent director and ensure that the name of independent directors are available in the databank of independent directors maintained by the Pakistan Institute of Corporate Governance.

Final list of contesting directors will be published in Newspapers not later than seven days before the date of the said meeting in terms of section 159(4). Further, website of the company will also be updated with the required information for each Director.

The present Directors of the Company have no interest in the above business except their eligibility for re-election as director of the Company.

19. **Electronic Payment of Dividend**

Under the provisions of Section 242 of the Companies Act, 2017 and SECP's Circular No. 421(I) 2018 dated March 19, 2021, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders.

In order to receive dividends directly into their bank account, shareholders are requested to fill in Electronic Credit Mandate Form available on Company's website and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. CDC Share Registrar Services Limited, CDC House 99-B, Block 'B', S.M.C.H.S Main Shakra-e-Faisal, Karachi-74400 in case of physical shares.

In case shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/participant/CDC account services.

Electronic Mandate Form

Folio Number	
Name of Shareholder	
Title of the Bank Account	

International Bank Account Number (IBAN)	
Name of Bank	
Name of Bank Branch and Address	
Cellular & Landline Number of Shareholder	
CNIC / NTN number (attach copy)	
Signature of Shareholder	

20. Provision of International Banking Account Number (IBAN Detail)

Further, vide Circular No. 421(I) 2018 dated March 19, 2021, SECP has directed all the listed companies to pursue its shareholder to obtain International Bank Account Number (IBAN) details.

In this context, in order to receive dividends directly into their bank account, shareholders having shareholding in physical form are requested to provide their IBAN details duly signed along with a copy of CNIC to the Registrar of the Company CDC Share Registrar Services Limited, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shakra-e-Faisal Karachi-74400. Shareholder having shareholding in book entry form in CDS are advised to submit their IBAN details directly to relevant broker/participant/CDC Investor Account Services.

21. Conversion of Physical Securities into Book Entry Form

As per Section 72 of the Companies Act, 2017 every listed company is required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act, i.e., May 30, 2017.

Further, vide its letter dated March 26, 2021, SECP has directed all the listed companies to pursue its shareholder for conversion of their physical securities into book entry form.

In light of the aforementioned directives, the Shareholders having physical shareholding are encouraged to open CDC account with CDS participant/CDC Investor Account Services and convert their existing physical securities into book entry form.



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FORM OF PROXY
EXTRAORDINARY GENERAL MEETING

Company Secretary
Fauji Fertilizer Company Limited
156 The Mall
Rawalpindi

I/We, _____ of _____, being a Member(s) of **Fauji Fertilizer Company 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 October 08, 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.

