



FFBL
Fauji Fertilizer Bin Qasim Limited

Ref. No. 33.1/Sectt/C

Dated: 09 December 2024

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

Subject: Results of the Board Meeting (Other than Financial Results) of Fauji Fertilizer Bin Qasim Limited and notice of Book Closure

Dear Sir,

In accordance with clause 5.6.4 of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following information:

1. As communicated earlier, vide disclosure dated December 5, 2024, the Scheme of Arrangement (Scheme) pertaining to the merger of Fauji Fertilizer Bin Qasim Limited (FFBL) with and into Fauji Fertilizer Company Limited (FFCL), has been sanctioned by the Honourable Lahore High Court, Rawalpindi Bench.
2. In accordance with the Scheme, and in consideration for the merger in terms thereof, FFCL will allot and issue an aggregate of 150,870,449 ordinary shares of FFCL (FFCL Shares) to the FFBL Shareholders (being the members of FFBL, other than FFCL and its nominees, if any), based on a swap ratio of 1 (one) FFCL Share for every 4.29 ordinary shares of FFBL held by each FFBL Shareholder (subject to the adjustment of fractional shares / entitlements, if any), in the manner detailed in the Scheme.
3. Consequently, in order to implement the terms of the Scheme, the Board of Directors of FFBL, in their meeting held today, passed resolutions authorizing the representative(s) to take necessary steps thereunder, and also resolved that the Record Date (being the final Book Closure date of FFBL) to determine the identities of the FFBL Shareholders and their corresponding entitlements to the FFCL Shares, shall be Thursday, December 26, 2024.
4. In light of the above, the share transfer books of FFBL will remain closed permanently from Thursday, December 26, 2024. Transfers received in order at the office of FFBL's share registrar CDC Share Registrar Services Limited, by the close of business on Tuesday, December 24, 2024 will be treated in time for determining the identities and entitlements of the FFBL Shareholders for the allotment of FFCL Shares.
5. In accordance with the Scheme, FFBL Shareholders existing on the Record Date (i.e. being entitled to FFCL shares), holding physical share certificates representing shares of FFBL, are directed to send their share certificate(s) to FFBL at Sona Tower, 156-The Mall, Rawalpindi for cancellation (against which they shall subsequently receive certificates representing FFCL Shares). Further, if shareholders, having physical shares are desirous to receive their entitlement of FFCL Shares in book entry form through the CDS, they are advised to arrange to deposit their physical certificate(s) of FFBL shares into CDS through Broker/CDC Participant before December 24, 2024, otherwise it will be assumed that physical shareholders require issuance of their respective entitlements of FFCL Shares in the form of physical share certificates.





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6. All FFBL Shareholders are also advised to coordinate / update their records with their respective Participant / CDC Investor Account Services / the share registrar in connection with communication with respect to the Scheme and provision of mandatory registration details in terms of Section 119 of the Companies Act, 2017 and Regulation 47 of the Companies Regulations, 2024, including mobile number / landline number, email address (if available) and registered postal addresses to ensure that the CDC can be validly instructed to credit the CDC accounts of such FFBL Shareholders with book entries relating to the corresponding number of FFCL Shares which the FFBL Shareholder is entitled to in accordance with the provisions of the Scheme.
7. The allotment of FFCL Shares to entitled FFBL Shareholders pursuant to the Scheme shall be made in the manner prescribed under the Scheme (including subject to disposal of fractional shares / entitlements (if any) by the Board of Directors of FFCL), which shall be intimated to stakeholders through a notice by FFCL at the Pakistan Stock Exchange Limited.
8. In accordance with the provisions of the Scheme, FFBL shall, without winding up, stand dissolved from the date on which the FFCL Shares, to be allotted by FFCL to the FFBL Shareholders, have been allotted. Furthermore, FFBL shall automatically stand de-listed from the Pakistan Stock Exchange Limited.
9. You may kindly inform members of the PSX and TRE certificate holders accordingly.

For and on behalf of
Fauji Fertilizer Bin Qasim Limited

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

Copy to:

- The Securities and Exchange Commission of Pakistan
- The Central Depository Company Limited
- The Share Registrars

