

**NOTICE OF EXTRAORDINARY GENERAL MEETING UNDER THE SUPERVISION OF THE  
CHAIRMEN APPOINTED BY THE HONOURABLE LAHORE HIGH COURT, LAHORE**

Notice is hereby given that the Extraordinary General Meeting (EOGM) of shareholders of FATIMA FERTILIZER COMPANY LIMITED (the 'Company' or 'Fatima') under the supervision of the Chairmen appointed by the Honourable Lahore High Court, Lahore will be held on Tuesday, January 21, 2025 at 11:30 a.m. at Avari Hotel 87-Shahrah-e-Quaid-e-Azam, Lahore as well as through electronic means to transact the following business:

The Honourable Lahore High Court, Lahore vide its order dated 16.12.2024 passed in C.O. No. 78664/2024 has been pleased to direct to hold the Extraordinary General Meeting of the members of Fatima and Pakarab Fertilizers Limited ("PFL") to consider and if thought fit approve, adopt and agree to the Scheme of Compromises, Arrangements and Reconstruction in terms of provisions of Sections 279 to 283 and Section 285 read with all other enabling provisions of the Companies act, 2017 (the "Scheme") and to pass the following Special Resolution with or without modification(s):

***"Resolved*** that pursuant to the order of the Honourable Lahore High Court, Lahore and the provisions of Sections 279 to 283 read with section 285 and other applicable provisions of the Companies Act, 2017, and subject to any requisite approvals, sanctions, consents, observations and no objection as may be applicable, approval be and is hereby accorded for the Scheme of Compromises, Arrangements and Reconstruction ("the Scheme"), approved by the Board of Directors and circulated to the members of the Company, for (i) transferring /de-merging a certain portion of manufacturing undertaking of Fatima Fertilizer Company Limited, to be called as Demerged Undertaking (as defined in the Scheme), inclusive of assets, rights, liabilities and obligations pertaining thereto and simultaneously transferring of the same to, with and into Pakarab Fertilizers Limited against the issue of shares by Pakarab Fertilizers Limited (ii) retention of all other remaining assets and liabilities by Fatima Fertilizer Company Limited, to be called as Continuing Undertaking (as defined in the Scheme) (iii) issuance of shares of Pakarab Fertilizers Limited in the name of Fatima Fertilizer Company Limited against the transfer of Demerged Undertaking."

As per the above order of the Honourable Court, Mr. Bakhtayar Mehmood Malik, Advocate and Barrister Arhum Tariq Butt, Advocate are appointed as Chairmen for the EOGM.

The statements under Section 134(3) and Section 281 of the Companies Act, 2017 setting out the material facts are annexed herewith.

-SD-

**Barrister Arhum Tariq Butt**  
**Contact: 0344-3033334**  
**Chairman**

-SD-

**Bakhtayar Mehmood Malik**  
**Contact: 03222272143**  
**Chairman**



Lahore  
December 31, 2024

Anil Zia  
Deputy Company Secretary

**Notes:**

1. The Share Transfer Books of the Company will remain closed from January 15, 2025, to January 21, 2025 (both days inclusive). Transfers received in order at the office of our Share Registrar/Transfer Agent CDC Share Registrar Services Limited by the close of business on January 14, 2025, will be treated in time for the aforesaid purpose.
2. A member entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her.

3. An individual beneficial owner of shares from CDC must bring his/her original CNIC or Passport, Account, and Participant's I.D. numbers to prove his/her identity. A representative of corporate members from CDC, must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of the nominee.
4. The statement under section 281 of the Companies Act, 2017 ("Act") read with the statement of material facts under section 134(3) of the Act setting forth, inter alia, the terms of the Compromises, Arrangement and Reconstruction and explaining the effect thereof, along with a copy of the Scheme of Compromises, Arrangement and Reconstruction are being circulated along with the Notice of the EOGM to the members and other person(s), entitled to receive the Notice of the EOGM.

## 5. Online participation in the Meeting

- a) For online participation in the Extraordinary General Meeting, the shareholders are requested to get themselves registered with the Company's Share Registrar latest by January 19, 2025 till 05:00 p.m. by sending email at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com) or WhatsApp # 0321-820-0864 by providing the following details:

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	** Email ID	** Mobile Phone No.
	Fatima Fertilizer Company Limited				

\*\*Shareholders/proxyholders are requested to provide active email addresses and mobile phone number.

Login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the meeting proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

- b) Shareholders may send their comments and suggestions relating to the agenda items of the EOGM to the Company latest by January 19, 2025 till 05:00 p.m, at [corporate.affairs@fatima-group.com](mailto:corporate.affairs@fatima-group.com). Shareholders are required to mention their full name, CNIC No and Folio No., for this purpose.
- c) Shareholders will be encouraged to participate in the EOGM to ensure robust participation through proxies.

## 6. E-Voting / Postal ballot

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018, the Securities and Exchange Commission of Pakistan 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.

Accordingly, the shareholders of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in the EOGM to be held on Tuesday, January 21, 2025 at 11.30 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

Ballot Paper is annexed to this notice and the same is also available on the Company's website <https://fatima-group.com/wp-content/uploads/2024/02/6.-Postal-Ballot-Paper.pdf> to download.

### 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 available in the register of members of the Company by the close of business on January 14, 2025.
- b) The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- c) Identity of the Members intending to cast vote through e Voting shall be authenticated through electronic signature or authentication for login.
- d) Members shall cast vote online at any time from January 16, 2025, 9:00 a.m. to January 20, 2025. Voting shall close on January 20, 2025, at 5:00 p.m. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

## Procedure for voting through postal ballot paper

The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's address at E 110 Khayaban e Jinnah Lahore Cantt. or email [corporate.affairs@fatima-group.com](mailto:corporate.affairs@fatima-group.com) one day before the day of poll, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

## 7. Proxy

1. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or an attested copy of power of attorney must be deposited at the Registered Office of the Company situated at E 110 Khayaban e Jinnah Lahore Cantt. at least 48 hours before the time of the meeting.
2. For appointing proxies, the shareholders will further have to follow the under mentioned guidelines:
  - a. In case of individuals having physical shareholding or 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 CDC Regulations, shall submit the proxy form accordingly.
  - b. The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
  - c. Notarized copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
  - d. In case of a 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.

### Statements under Section 134(3) and Section 281 of the Companies Act, 2017

The accompanying copy of the notice is for the purpose of convening the meeting of shareholders for the purpose of passing of the special resolution specified in the notice for obtaining the approval of the Scheme of Compromises, Arrangements and Reconstruction from the shareholders in compliance with the order dated 16.12.2024 passed by the Honourable Lahore High Court, Lahore in C.O. No. 78664/2024.

The Board of Directors in its meeting held on October 29, 2024 accorded in-principle approval to re-organize the Company by carving out its Multan Plant related operations and amalgamating the same with and into Pakarab Fertilizers Limited ("PFL"), an unlisted public limited company and a wholly-owned subsidiary of Fatima Fertilizer Company Limited through a Scheme of Compromises, Arrangement and Reconstruction (the "Scheme"), with an effective date of October 1, 2024 as per the terms and conditions entailed therein and subject to receipt of all requisite court, corporate and regulatory authorizations, consents and approvals.

The Board of Directors in its meeting held on December 10, 2024, approved the Scheme under Sections 279 to 283 read with section 285 of the Companies Act, 2017 between Fatima and PFL and their respective members. As required by Section 179(2) of the Act, the resolution specified in the notice has to be passed by a majority representing three fourth in value of the issued shares held by the shareholders present in person or by proxy and voting at the meeting. The sanctioning of the Scheme and the making of other appropriate orders in connection therewith will be considered by the Honourable Court after the Scheme is approved by the members.

**This Scheme aims to reorganize the Company for improved operational efficiency by transferring specific assets and liabilities to Pakarab Fertilizers Limited, while retaining core assets to support sustainable growth and long-term profitability.**

The principal object and benefits of the Scheme is to provide for and give effect to the following:

- (i) Transferring /de-merging a certain portion of manufacturing undertaking of the Company, to be called as Demerged Undertaking, inclusive of assets, rights, liabilities and obligations pertaining thereto and simultaneously transferring of the same to, with and into PFL;
- (ii) Retention of all other remaining assets and liabilities, to be called as Continuing Undertaking;
- (iii) Issuance of shares of PFL in the name of Fatima Fertilizer Company Limited against the transfer of Demerged Undertaking;
- (iv) Efficient management, long term growth and cost optimization,

Once the Scheme is sanctioned by the honorable Court, the net assets amounting to Rs. 15,481 million as mentioned below will be transferred to PFL from the effective date against the issuance of 799.9 million fully

paid ordinary shares of Rs. 10 each plus share premium/demerger reserve to the Company for the balance over and above the paid-up capital of Rs. 7,999 million.

Description	Rs in Million
<b>Net assets transferred</b>	<b>15,481</b>
<b>Long Term Liabilities</b>	
Deferred Tax Liability	6,370
Other Long Term Liabilities	128
<b>Total Long Term Liabilities</b>	<b>6,498</b>
<b>Current Liabilities</b>	
GIDC Payable	1,777
Payable to Holding Company	1,715
Accrued Liabilities	7,419
<b>Total Current Liabilities</b>	<b>10,911</b>
<b>Total Liabilities and Shareholder's Equity</b>	<b>32,891</b>
<b>Noncurrent Assets</b>	
Property, Plant and Equipment	23,345
Capital Work In Progress	1,573
<b>Total Fixed Assets</b>	<b>24,917</b>
<b>Current Assets</b>	
Raw Material and Work in Process Inventory	1,370
Advances, Prepayments and Other Receivables	79
Store And Spares	6,524
<b>Total Current Assets</b>	<b>7,973</b>
<b>Total Assets</b>	<b>32,891</b>

Further, the following directors/shareholders of Fatima are also the directors/shareholders in PFL, however, the directors have no direct or indirect interest except to the extent of shareholding/directorship as aforesaid.

#### Directors:

- 1) Mr. Arif Habib
- 2) Mr. Fawad Ahmed Mukhtar-Chief Executive Officer
- 3) Mr. Fazal Ahmed Sheikh
- 4) Mr. Faisal Ahmed Mukhtar
- 5) Mr. Muhammad Kashif Habib
- 6) Mr. Abdus Samad Habib
- 7) Mr. Rehman Naseem

Copies of the Scheme of Compromises, Arrangements and Reconstruction under section 279 to 283 and 285 of the Act, recent audited accounts of the Company along with the necessary financial details, memorandum and articles of association, requisite approvals and any other related information/documents may also be inspected/procured during the business hours on any working day at the Registered Office of the Company at E-110 Khayaban-e-Jinnah, Lahore Cantt. Lahore from the date of publication of this Notice till the conclusion of the EOGM. In case of any difficulty, the same should be immediately brought to the notice of the mentioned Chairmen.

## FATIMA FERTILIZER COMPANY LIMITED BALLOT PAPER FOR VOTING THROUGH POST

For the Special Business at the Extraordinary General Meeting to be held on Tuesday, January 21, 2025 at 11:30 a.m. at Avari Hotel, 87-Shahrah-e-Quaid-e-Azam, Lahore as well as through electronic means.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent:

[corporate.affairs@fatima-group.com](mailto:corporate.affairs@fatima-group.com)

Name of shareholder/joint shareholder(s)	
Registered Address:	
Folio /CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC / Passport No. (in case of foreigner) (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)	
Name of Authorized Signatory:	
CNIC / Passport No. (in case of foreigner) of Authorized Signatory – (copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution 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.	<p>The Honourable Lahore High Court, Lahore vide its order dated 16.12.2024 passed in C.O. No. 78664/2024 has been pleased to direct to hold the Extraordinary General Meeting of the members of Fatima and Pakarab Fertilizers Limited (“PFL”) to consider and if thought fit approve, adopt and agree to the Scheme of Compromises, Arrangements and Reconstruction in terms of provisions of Sections 279 to 283 and Section 285 read with all other enabling provisions of the Companies act, 2017 (the “Scheme”) and to pass the following Special Resolution with or without modification(s):</p> <p><i>“Resolved that pursuant to the order of the Honourable Lahore High Court, Lahore and the provisions of Sections 279 to 283 read with section 285 and other applicable provisions of the Companies Act, 2017, and subject to any requisite approvals, sanctions, consents, observations and no objection as may be applicable, approval be and is hereby accorded for the Scheme of Compromises, Arrangements and Reconstruction (“the Scheme”), approved by the Board of Directors and circulated to the members of the Company, for (i) transferring /de-merging a certain portion of manufacturing undertaking of Fatima Fertilizer Company Limited, to be called as Demerged Undertaking (as defined in the Scheme), inclusive of assets, rights, liabilities and obligations pertaining thereto and simultaneously transferring of the same to, with and into Pakarab Fertilizers Limited against the issue of shares by Pakarab Fertilizers Limited (ii) retention of all other remaining assets and liabilities by Fatima Fertilizer Company Limited, to be called as Continuing Undertaking (as defined in the Scheme) (iii) issuance of shares of Pakarab Fertilizers Limited in the name of Fatima Fertilizer Company Limited against the transfer of Demerged Undertaking.”</i></p>			

**NOTES:**

1. Dully filled postal ballot should be sent to the Chairman of Fatima Fertilizer Company Limited at E-110, Khayaban-e-Jinnah, Lahore Cantt., Pakistan. or (Email: [corporate.affairs@fatima-group.com](mailto:corporate.affairs@fatima-group.com)).
2. Copy of CNIC/ Passport No. (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach the Chairman within business hours by or before **January 20, 2025**. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/ Passport No. (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. This postal Poll paper is also available for download from the website of Fatima Fertilizer Company Limited at <https://fatima-group.com/wp-content/uploads/2024/02/6.-Postal-Ballot-Paper.pdf>. Shareholders may download the ballot paper from website or use the same ballot paper published in newspapers.

---

**Signature of shareholder(s)/ Proxy Holder(s)/Authorized Signatory**  
(In case of corporate entity, please affix company stamp)

Place: \_\_\_\_\_

Date: \_\_\_\_\_