

March 28, 2025
FATIMA/PSX/25/A-010

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

Executive Director/HOD,
Offsite-II Department,
Supervision Division,
SECP, Blue Area
Islamabad.

Sub: Notice of 22nd Annual General Meeting and Ballot Paper

Dear Sir,

Enclosed please find a copy of the Ballot Paper and the Notice of the 22nd Annual General Meeting of Fatima Fertilizer Company Limited to be held on Friday, April 18, 2025, at 11:00 a.m. at Avari Hotel 87-Shahrah-e-Quaid-e-Azam, Lahore as well as through electronic means.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours Sincerely,



Anil Zia
Deputy Company Secretary

Encl: as above

NOTICE OF THE 22ND ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of the shareholders of FATIMA FERTILIZER COMPANY LIMITED will be held on Friday, April 18, 2025, at 11:00 a.m. at Avari Hotel 87-Shahrah-e-Quaid-e-Azam, Lahore as well as through electronic means to transact the following business:

Ordinary Business

1. To confirm the minutes of the Annual General Meeting held on April 29, 2024, and the Extraordinary General Meeting held on January 21, 2025.
2. To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the year ended December 31, 2024, together with the Directors' and Auditors' Reports thereon and the Chairman's review report.

In accordance with Section 223 of the Companies Act, 2017 and SECP S.R.O No. 389(I)/2023 dated March 21, 2023, the annual audited financial statements of the Company have been uploaded on the website of the Company which can be accessed using the following weblink and QR enabled code:



<https://fatima-group.com/financial-reports/>

3. To consider and approve the final cash dividend for the year ended December 31, 2024, at PKR 4.25 per share i.e., 42.5% as recommended by the Board of Directors. This is in addition to the interim dividend already paid during the year at Rs. 2.75 per share i.e., 27.5%, thus making a total cash dividend of Rs. 7.00 per share i.e., 70% for the year ended December 31, 2024.
4. To appoint Auditors for the year ending December 31, 2025, and to fix their remuneration. The Audit Committee and the Board of Directors have recommended for reappointment of M/s Yousuf Adil Chartered Accountants as external auditors.

Special Business

5. To consider and approve renewal of running finance facility limit extended to associated company namely Reliance Commodities (Pvt) Limited for a further period of one year and to pass the following Special Resolution(s) with or without modification(s):

“Resolved, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 for renewal of Running Finance Facility limit of up-to an aggregate amount of PKR 5,000 million extended to Reliance Commodities (Pvt) Limited, an associated company, for a further period of one year on terms as are noted in Annexure-A of the statement of material facts under Section 134(3) of the Companies Act, 2017. The limit in the nature of Running Finance Facility shall be renewable in the next general meeting(s) for a further period(s) of one year.

Resolved further, that the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are each hereby authorized singly to take all steps necessary in this regard, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.”

6. To ratify and approve the transactions carried out by the Company with related parties for the year ended December 31, 2024, and to pass the following Special Resolution(s) with or without modification(s):

“Resolved, that related party transactions carried out by the Company with all the related parties during the year ended December 31, 2024, and as disclosed in Financial Statements for the year ended December 31, 2024, be and are hereby ratified and approved.”

7. To approve transactions with related parties and to authorize the Board of Directors of the Company to carry out such related party transactions from time to time which require approval of shareholders u/s 207 and/or 208 of the Companies Act, 2017 and to pass the following Special Resolution(s) with or without modification(s):

“Resolved, that the Company may carry out transactions including but not limited to sale and purchase of stores and spares, shared expenses, toll manufacturing, sale and purchase of products/mid-products/raw material/assets and purchase of packaging material, payment against sales collections, lease rentals and license fee, fee for services, with related parties from time to time including but not limited to Fatimafert Limited, Fatima Cement Limited, Pakarab Fertilizers Limited, Fatima Packaging Limited, and other such related parties during the year ending December 31, 2025.

Resolved further, that details of transactions incurred up to date of the next meeting of shareholders shall be presented in the next meeting of shareholders for ratification.

Resolved further, that within the parameters approved above by the shareholders of the Company, the Board of Directors of the Company may approve specifically related party transactions from time to time in compliance with the Company's policy pertaining to related party transactions and notwithstanding any interest of the directors of the Company in any related party transaction(s) which has been noted by the shareholders and the transactions approved by the Board shall be deemed to have been approved by the shareholders u/s 207 and/or 208 of the Companies Act, 2017."

8. To consider and if deemed fit, to pass the following Special Resolutions with or without modification(s):

Renewal of unutilized equity Investments in REITS under management of Arif Habib Dolmen REIT Management Limited (an associated company):

"Resolved, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, for renewal of following unutilized limit of equity investment for REIT Schemes under management of Arif Habib Dolmen REIT Management Limited, for which approval has been sought in previous general meeting, as mentioned in detail in the Annexure-B of statement under Section 134(3) of the Companies Act, 2017, for a period upto next annual general meeting, unless specifically approved for a longer period, and shall be renewable thereon for further period(s) as specified.

Sr. No.	Name of Associated Companies & Undertakings	Renewal requested for unutilized Equity Portion
1.	REITS under management of Arif Habib Dolmen REIT Management Ltd.	PKR 2,250 million

Resolved further, that the Chief Executive Officer, any director, Chief Operating Officer, Chief Financial Officer and Company Secretary, be and are hereby authorized singly to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company's funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto."

9. To consider and if deemed fit, to pass the following Special Resolutions with or without modification(s):

Enhancement of Investment in Pakistan Corporate CBD REIT, a REIT Scheme managed by Arif Habib Dolmen REIT Management Limited (AHDRML) (an associated company):

"Resolved, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, for enhancement of the limit of investment in Pakistan Corporate CBD REIT, a REIT Scheme managed by Arif Habib Dolmen REIT Management Limited (AHDRML) (an associated company), from PKR 2,000 million to an aggregate amount of PKR 7,500 million, and subject to the terms and conditions as mentioned in the Annexure-C of Statement under Section 134(3) of the Companies Act, 2017.

Resolved further, that the Chief Executive Officer, any director, Chief Operating Officer, Chief Financial Officer and Company Secretary, be and are hereby authorized singly to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company's funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto."

10. To consider and if deemed fit, to pass the following Special Resolutions with or without modification(s):

Ratification /Approval of Investment in Power Cement Limited through open market:

"Resolved, that the investment made by Fatima Fertilizer Company Limited ("the Company") in Power Cement Limited, an associated company, by purchasing up to 50,376,926 shares from the open market for an aggregate net amount of PKR 530,935,497, in accordance with the board's authorization for investment in market securities, be and is hereby ratified and approved in terms of Section 199 of the Companies Act, 2017, and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

Resolved further, that the Company be and is hereby authorized to make additional equity investment of up to PKR 200,000,000 in Power Cement Limited, subject to the terms and conditions set out in the Annexure-D of Statement under Section 134(3) of the Companies Act, 2017.

Resolved further, that the Chief Executive Officer, any director, Chief Operating Officer, Chief Financial Officer, Company Secretary and Mr. Abbas Mukhtar, Director-CEO Secretariat, be and are hereby authorized singly to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company's funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto."

11. To consider and if deemed fit, to pass the following Special Resolutions with or without modification(s):

Ratification /Approval of Investment in in Aisha Steel Mills Limited through open market:

"Resolved, that the investment made by Fatima Fertilizer Company Limited ("the Company") in Aisha Steel Mills Limited, an associated company, by purchasing up to 3,225,000 shares from the open market for an aggregate net amount of PKR 68,220,293, in accordance with the board's authorization for investment in market securities, be and is hereby ratified and approved in terms of Section 199 of the Companies Act, 2017, and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

Resolved further, that the Company be and is hereby authorized to make additional equity investment of up to PKR 50,000,000 in Aisha Steel Mills Limited, subject to the terms and conditions set out in the Annexure-E of Statement under Section 134(3) of the Companies Act, 2017.

Resolved further, that the Chief Executive Officer, any director, Chief Operating Officer, Chief Financial Officer, Company Secretary and Mr. Abbas Mukhtar, Director-CEO Secretariat, be and are hereby authorized singly to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company's funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto."

Other Business

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

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

By order of the Board



Lahore
March 28, 2025

Anil Zia
Deputy Company Secretary

Notes:

1. The Share Transfer Books of the Company will remain closed from April 11, 2025, to April 18, 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 April 10, 2025, will be treated in time for the aforesaid purpose.
2. A member entitled to attend and vote may appoint another person 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. Online participation in the Annual General Meeting

- a) For online participation in the Annual General Meeting, the shareholders are requested to get themselves registered with the Company's Share Registrar latest by April 17, 2025 till 05:00 p.m. on 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 AGM 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 AGM to the Company latest by April 17, 2025 till 05:00 p.m, at 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 AGM to consolidate their attendance and participation through proxies.

5. Withholding Tax on Dividends

Prevailing rates prescribed for deduction of withholding tax on the amount of dividend paid by the Company is as under:

- (a) For persons appearing on active taxpayer's list: 15%
- (b) For persons not appearing on active taxpayer's list: 30%

To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 30%, all the shareholders whose names do not appear on the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL by April 23, 2025 otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

Withholding tax exemption from the dividend income, shall only be allowed if a copy of the valid tax exemption certificate is made available to Company's Share Registrar by Close of Business day as on April 10, 2025.

The shareholders who have joint shareholdings held by Filers and Non-Filers shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filer or a Non-Filer and tax will be deducted according to his shareholding. If the share is not ascertainable then each account holder will be assumed to hold an equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company latest by the AGM date.

Folio/CDC Account No.	Name of Shareholder	CNIC	Shareholding	Total Shares	Principal/Joint Shareholder
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For any further assistance, the members may contact the Share Registrar at the following phone numbers, email addresses:

CDC Share Registrar Services Limited, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shahra-e-Faisal Karachi-74400. Telephone: 0800-23275, Email: info@cdcsrsl.com

The corporate shareholders having CDC accounts are required to have their National Tax Numbers (NTNs) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or its Share Registrar i.e. CDC Share Registrar Services Limited. The shareholders while sending NTN or NTN certificates, as the case may be, must quote the Company name and their respective folio numbers.

6. Payment of Cash Dividend through Electronic Mode

Under the provisions of Section 242 of the Companies Act, 2017, it is **mandatory** for a listed Company to pay a cash dividend to its shareholders only through electronic mode directly into the bank account designated by the entitled shareholders. In order to receive dividends directly into their bank account, shareholders are requested to provide their IBAN by filling the Electronic Credit Mandate Form provided in the Annual Report and also available on Company's website and send it 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 Shahra-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 the shareholder's broker/participant/CDC account services.

7. E-Voting / Postal ballot

Members can exercise their right to poll/postal ballot subject to meeting the requirement of Section 143-145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018. For convenience of the members, 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 April 10, 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 April 14, 2025, 9:00 a.m. to April 17, 2025. Voting shall close on April 17, 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 one day before the day of poll, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

Appointment of Scrutinizer

In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s Yousuf Adil Chartered Accountants, (a QCR rated audit firm and external auditors of the Company) to act as the Scrutinizer of the Company for the special business to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Companies (Postal Ballot) Regulations, 2018.

8. Dissemination of Annual Audited Accounts and Notice of Annual General Meeting

The audited financial statements of the Company together with the auditors' report, directors' report and the chairman's review report for the year ended December 31, 2024 (Annual Report) have been made available on the Company's website (<https://fatima-group.com/financial-reports/>). In accordance with the requirements of section 223 of Companies Act 2017, the Company has electronically transmitted the Annual Report through email to shareholders whose email addresses are available with Company's Share Registrar (CDCSRSL). In those cases, where email addresses are not available with Company's Share Registrar (CDCSRSL), Annual Report can be accessed using the weblink and QR enabled code mentioned on the printed notice of the AGM circulated to the members.

9. Conversion of physical shares into the Book-Entry Form

As per Section 72 of the Companies Act, 2017 every existing listed company shall be 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.

The Shareholders having physical shareholding are encouraged to open CDC sub - account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form.

10. Unclaimed dividend / shares

Shareholders who have not collected their dividend / physical shares are advised to contact our shares registrar to collect / enquire about their unclaimed dividend or shares, if any.

11. Change of Address

1. Members having physical shareholding are requested to notify changes in address immediately, if any, in their registered addresses to our Share Registrar, CDC Share Registrar Services Limited, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shahra-e-Faisal Karachi-74400.
2. In case shares are held in CDC then the request notifying the change in address must be submitted directly to broker/participant/CDC Investor Account Services.

12. Submission of Copy of CNIC

1. Individual members having physical shareholding and who have not yet submitted photocopy of their valid CNIC are requested to send notarized copy of their valid CNIC immediately to our Share Registrar, CDC Share Registrar Services Limited.
2. In case shares are held in CDC then the request to update CNIC must be submitted directly to broker/participant/CDC Investor Account Services.

13. Proxy

1. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a 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:

- 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.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
- Notarized copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- 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) of the Companies Act, 2017

Item 5 of the Agenda:

Annexure - A

As per the disclosure requirement of Para 4(1) of the S.R.O. 1240(I)/2017 dated December 06, 2017, it is informed that the following directors of the Company are also the directors in the investee company, however, the directors have no direct or indirect interest except to the extent of shareholding/directorship in the investee company:

Directors

- 1) Mr. Fawad Ahmed Mukhtar
- 2) Mr. Fazal Ahmed Sheikh
- 3) Mr. Faisal Ahmed Mukhtar

The Directors have carried out the required due diligence for the purpose of this loan.

The information required under S.R.O 1240(I)/2017 is provided below:

Sr. No.	Description	Information Required
(a) Disclosure for all types of Investments		
(A) Disclosure regarding associated company		
(i)	Name of associated company or associated undertaking	Reliance Commodities (Pvt) Limited (RCL)
(ii)	Basis of relationship	Due to common directorship by the following: 1) Mr. Fawad Ahmed Mukhtar 2) Mr. Fazal Ahmed Sheikh 3) Mr. Faisal Ahmed Mukhtar
(iii)	Earnings per share for the last three years	PKR 85.86 for the year 2022 PKR 7.01 for the year 2023 PKR 176.73 for the year 2024
(iv)	Break-up value per share, based on latest audited financial statements	PKR 460.34
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	As per the audited Financial Statements for the year ended June 30, 2024 <div style="text-align: right;">PKR in Million</div> <div style="display: flex; justify-content: flex-end;"> <div style="width: 80%;"></div> <div style="width: 20%; text-align: right;"> 350 4,527 573 881 7,545 12,173 1,353 5,220 1,551 1,203 1,414 </div> </div> Authorized Capital Paid-up capital and reserves Surplus on revaluation of property, plant and equipment Non-Current Liabilities Current Liabilities Current Assets Non-Current Assets Revenue Gross Profit Finance Cost Profit After Tax
(vi)	In case of investment in relation to a project of associated company or associated undertaking that	Not applicable

	<p>has not commenced operations, following further information, namely:</p> <p>(I) Description of the project and its history since conceptualization;</p> <p>(II) starting date and expected date of completion of work;</p> <p>(III) time by which such project shall become commercially operational;</p> <p>(IV) expected time by which the project shall start paying return on investment; and</p> <p>(V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and noncash amounts</p>	
(B) General Disclosures		
(i)	Maximum amount of investment to be made	Loan Investment in the nature of running finance facility up to PKR 5,000 Million (Already made).
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	To support the functionality and operations of the associated undertaking and to continue investment of the Company's funds at an attractive rate of mark-up for a further period of one year.
(iii)	<p>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:</p> <p>(I) justification for investment through borrowings;</p> <p>(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(III) cost benefit analysis</p>	Already given/Own sources of the Company.
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>Salient terms of the agreement to be entered as follows:</p> <ol style="list-style-type: none"> 1. The parties agree to extend the repayment period of the Running Finance Facility to be repaid within 30 days of the notice of demand for a further period of one year. The limit in the nature of Running Finance Facility shall be renewable in the next general meeting(s) for a further period(s) of one year. 2. Markup will be charged on the entire loan at the rate of 6M KIBOR+1.25% but not less than the borrowing cost of Fatima. Markup is payable on a six monthly basis.
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	<p>The following directors of the Company are also the directors in the investee company, however, the directors have no direct or indirect interest except to the extent of shareholding/directorship in the investee company:</p> <p>Directors</p> <ol style="list-style-type: none"> 1) Mr. Fawad Ahmed Mukhtar 2) Mr. Fazal Ahmed Sheikh 3) Mr. Faisal Ahmed Mukhtar
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs	A loan of an aggregate amount of up to PKR 5,000 million in the nature of a renewable running finance facility has already been granted to RCL. The Company is now seeking renewal of this running finance facility for a further period of one year at the mark-up rate of 6M KIBOR + 1.25% but not less than the borrowing cost of Fatima and to be repaid within 30 days of the notice of demand. There is no impairment or write-offs for this loan.
(vii)	Any other important details necessary for the members to understand the transaction	None
(b) Additional Disclosures regarding Loan Investment		
(i)	Category-wise amount of investment	Loan Investment in the nature of running finance facility up to PKR 5,000 Million (Already made).

(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period	The average borrowing cost of investing company is 16.44%.
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company	6M KIBOR+1.25% per annum but not less than the borrowing cost of Fatima.
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment	The security for the loan shall continue in the form of a charge over the present and future current assets of RCL and the charge shall be vacated on the repayment of the entirety of the loan.
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	None
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The Loan will be repayable within a year within 30 days of the notice of demand unless renewed by mutual consent of the parties, provided shareholders of Fatima approve any renewal.

Item 6 of the Agenda:

The transactions carried out with associated companies/related parties have been approved by the Board as recommended by the Audit Committee on a quarterly basis pursuant to provisions of applicable laws. However, as majority of Company Directors were interested in certain related party transactions due to their common directorship and holding of shares in the associated companies/related parties, the Board has recommended for placement of the same before the shareholders of the Company in general meeting for ratification/approval.

All these related party transactions during the mentioned period were executed at Arm's Length Price in a fair and transparent manner and there was no departure from the guidelines mentioned in the Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018 and Code of Corporate Governance for such transactions.

Pursuant to the above, these transactions have to be approved/ratified by the shareholders in the General Meeting.

The directors and their relatives have no direct or indirect interest in the aforesaid except to the extent of their shareholding/common directorship with associated companies/related parties.

Item 7 of the Agenda:

Due to the composition of the Board of Directors of the Company, many Directors may be deemed to be treated as interested in transactions with certain related parties due to their common directorships and/or shareholding. Therefore the shareholders are being approached to grant a broad and prior approval for such transactions to be entered into by the Company, from time to time, at the discretion of the Board and irrespective of its composition and interest of directors due to their common directorship and holding of shares in the associated companies/related parties, triggering approval of shareholders under section 207 and/or 208 of the Companies Act, 2017, for the year ending December 31, 2025, which transactions shall be deemed to be approved by the shareholders. The Company shall ensure that such transactions with related parties, if needed, continue to be carried out in a fair and transparent manner and at Arm's Length Basis.

Transactions intended to be carried out by the Company include, but are not limited to, sale and purchase of stores and spares, shared expenses, toll manufacturing, sale and purchase of products/mid-products/raw material/assets, and purchase of packaging material with the following related parties but are not limited to:

Company Name and Nature of Relationship

1. Fatimafert Limited – Wholly owned subsidiary
2. Fatima Cement Limited – Wholly owned subsidiary
3. Fatima Packaging Limited - Wholly owned subsidiary
4. Pakarab Fertilizers Limited - Wholly owned subsidiary

The shareholders should note that it is not possible for the Company or the directors to accurately predict the nature of related party transaction or the specific related party(ies) with which the transaction(s) shall be carried out. In view of the same, the Company seeks the broad/ prior approval of the shareholders that the Board may cause the Company to enter into related party transactions in its discretion and in accordance with the policy of the Company. Such transactions shall be presented in the next annual general meeting of shareholders for their formal approval/ratification.

The following directors of the Company are also the directors in Fatimafert Limited and Fatima Cement Limited, however, the directors have no direct or indirect interest except to the extent of their shareholding/directorship in Fatimafert Limited and Fatima Cement Limited:

Directors

- 1) Mr. Arif Habib
- 2) Mr. Fawad Ahmed Mukhtar
- 3) Mr. Fazal Ahmed Sheikh
- 4) Mr. Faisal Ahmed Mukhtar
- 5) Mr. Muhammad Kashif Habib

Mr. Muhammad Kashif Habib, director of the Company and Mr. Asad Murad, COO of the Company, are also the directors in Fatima Packaging Limited, however, they have no direct or indirect interest except to the extent of their shareholding/directorship in Fatima Packaging Limited.

Further, the following directors/shareholders of Fatima are also the directors/shareholders in Pakarab Fertilizers Limited, 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
- 3) Mr. Fazal Ahmed Sheikh
- 4) Mr. Faisal Ahmed Mukhtar
- 5) Mr. Muhammad Kashif Habib
- 6) Mr. Abdus Samad Habib
- 7) Mr. Rehman Naseem

The Directors/Key managerial personnel are interested in the resolution only to the extent of their shareholding and/or directorships in such related parties.

Item 8 of the Agenda:

Annexure - B

As per the disclosure requirement of Para 4(1) of the S.R.O. 1240(I)/2017 dated December 06, 2017, it is informed that Mr. Arif Habib, Director/Chairman of the Company is also the Director/Chairman of Arif Habib Dolmen REIT Management Limited (which is the RMC of proposed REIT Schemes), however, he has no interest except to the extent of shareholding/directorship in the investee companies:

The information required under S.R.O. 1240(I)/2017 is provided below:

Investment in Securities - Existing and / or proposed REIT Schemes

Sr. No.	Description	Information Required
(a) Disclosure for all types of Investments		
(A) Disclosure regarding associated company		
(i)	Name of associated company or associated undertaking	Existing and / or proposed REIT Schemes under the management of Arif Habib Dolmen REIT Management Limited ("AHDRML"). This approval is being sought for the sake of good corporate governance to enable the Company to be in ready position to capitalize on investment opportunities as and when available.
(ii)	Basis of relationship	REIT Schemes managed / to be managed by Arif Habib Dolmen REIT Management Limited (AHDRML) (an associated company).
(iii)	Earnings per share for the last three years	As this approval is being sought for various existing / proposed funds under management of AHDRML, EPS of such entities is not available at the time of this statement.
(iv)	Break-up value per share, based on latest audited financial statements	As this approval is being sought for various existing / proposed funds under management of AHDRML, Break-up

		value of such entities is not available at the time of this statement.
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	As this approval is being sought for various existing / proposed funds under management of AHDRML, financial position of such entities is not available at the time of this statement.
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely: (I) Description of the project and its history since conceptualization; (II) starting date and expected date of completion of work; (III) time by which such project shall become commercially operational; (IV) expected time by which the project shall start paying return on investment; and (V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and noncash amounts	Various existing / proposed funds under management of AHDRML are launched or are in pipeline under different stages of launching. These include Dolmen City REIT, Globe Residency REIT, Silk World Islamic REIT, Naya Nazimabad Apartments REIT, Rahat Residency REIT, DHA Dolmen Lahore REIT, Signature Residency REIT, Meezan Center REIT, Gymkhana Apartment REIT and Park View Apartment REIT. This approval is being sought for other proposed REITS as specified above and any other REITS that may be launched under the management of AHDRML, for which required information is not presently available.
(B) General Disclosures		
(i)	Maximum amount of investment to be made	Renewal of unutilized limit of PKR 2.250 billion is requested for approval.
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns in the long run on strategic investment. Approval of limit shall remain valid for a period upto next annual general meeting and shall be renewable thereon for further period(s).
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds: (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis	The investment may be made from Company's own available liquidity and/or credit lines. (I) Higher rate of return (II) Pledge of listed securities and / or charge over assets of the Company, if and where needed. (III) Company expects to time the investment to earn return over and above the borrowing cost.
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	There is no agreement to date for proposed REIT Schemes.
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	Directors of the Company have no interest in the investee entity except in their capacity as sponsor / director / shareholder of the RMC or possibility of being a unitholder of the REIT Scheme.
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs	N/A
(vii)	Any other important details necessary for the members to understand the transaction	None
(b) Additional Disclosures regarding Equity Investment		
(i)	Maximum price at which securities will be acquired	At par / premium / offered / negotiated price prevailing on the date of transaction / investment.
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	N/A
(iii)	Maximum number of securities to be acquired	No. of securities purchasable under approved limit in accordance with / bases on Sr. Nos. (B) i & (b) i

(iv)	Number of securities and percentage thereof held before and after the proposed investment	N/A
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	N/A
(vi)	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	N/A

Item 9 of the Agenda:

Annexure - C

Investment in Securities - Pakistan Corporate CBD REIT (CBD)

Sr. No.	Description	Information Required
(a) Disclosure for all types of Investments		
(A) Disclosure regarding associated company		
(i)	Name of associated company or associated undertaking	Pakistan Corporate CBD REIT (PCCR)
(ii)	Basis of relationship	PCCR is a REIT Scheme managed by Arif Habib Dolmen REIT Management Limited (AHDRML) (an associated company)
(iii)	Earnings per share for the last three years	Year ended 30 th June 2022 was the first accounting period of PCCR. However, the units of the scheme have not been issued yet.
(iv)	Break-up value per share, based on latest audited financial statements	Please refer point # iii
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	The financial position based on Financials for the year ended 30 June 2024 (in PKR) is as follows: Total Assets : 7.19 billion Total Liabilities 0.03 billion Total unitholder's fund 7.16 billion Total revenue: 0.09 billion Admin and operating expenses: 0.07 billion Loss for the period 0.01 billion Bank balance 0.16 billion
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely: (I) Description of the project and its history since conceptualization; (II) starting date and expected date of completion of work; (III) time by which such project shall become commercially operational; (IV) expected time by which the project shall start paying return on investment; and (V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and noncash amounts	(I) PCCR has been established for investing in / acquiring commercial immovable property measuring 28.44 Kanals located in the Central Business District of Lahore. The purpose is to develop the Real Estate into a mixed-use development, for generating income for the Unit Holders, through sale of saleable area, including commercial retail units, offices, and residential apartments to the Customers and disposal of all other REIT Assets. (II)&(III) The Trust Deed of PCCR was registered on 29 th October 2021 and approval by SECP was granted on 22 nd December 2021. Total completion time for the whole project is estimated / targeted at 7 years; (IV) PCCR is expected to start paying returns on investment in approximately 4 years from the date of registration ; and (V) In addition to Fatima, another associated company Arif Habib Corporation Limited has invested in the units of PCCR.
(B) General Disclosures		
(i)	Maximum amount of investment to be made	PCCR has an indicative Fund size of approximately PKR 30 billion. The fund will be privately placed and utilized to partially settle land acquisition payments to the relevant Authority, transfer taxes payments and reimbursement of

		REIT formation expenses and remaining will be utilized for work mobilization and construction of the REIT Project. Fatima has pledged to invest PKR 7.5 billion of the Fund size over a period of 3 to 5 years.
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns in the long run on strategic investment. Approval of limit shall remain valid for a period upto 5 years and shall be renewable subsequently.
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds: (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis	The investment is made / to be made from Company's own available liquidity and/or credit lines. (I) Higher rate of return (II) Pledge of listed securities and / or charge over assets of the Company, if and where needed. (III) Company expects to time the investment to earn return over and above the borrowing cost.
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	Consortium Agreement was signed on 1 st November 2021 with the REIT Scheme along with other investors. Salient features are as follows: <ul style="list-style-type: none"> Each investor is required to pay its PRO RATA contribution as and when demanded by the RMC. Fatima participating interest is 25% of the fund size of PKR 30 billion. AHDRML has been appointed as an authorised party to manage the affairs of PCCR and perform as a REIT Management Company under REIT Regulations.
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	Directors of the Company have no interest in the investee entity except in their capacity as sponsor / director / shareholder of the RMC or possibility of being a unitholder of the REIT Scheme.
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs	The Company has already made an equity investment amounting to PKR 2,116 million. Please refer Point (A) iii to vi above.
(vii)	Any other important details necessary for the members to understand the transaction	None
(b) Additional Disclosures regarding Equity Investment		
(i)	Maximum price at which securities will be acquired	At par / premium / offered / negotiated price prevailing on the date of transaction / investment.
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	N/A
(iii)	Maximum number of securities to be acquired	No. of securities purchasable under approved limit in accordance with / bases on Sr. Nos. (B) i & (b) i
(iv)	Number of securities and percentage thereof held before and after the proposed investment	Nil
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	N/A
(vi)	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	N/A

Item 10 of the Agenda:

Annexure - D

As per the disclosure requirement of Para 4(1) of the S.R.O. 1240(I)/2017 dated December 06, 2017, it is informed that the following directors/shareholders of the Company are also the directors/shareholders in the investee company, however, the directors have no direct or indirect interest except to the extent of shareholding/directorship in the investee company:

Directors

- 1) Mr. Muhammad Arif Habib
- 2) Mr. Muhammad Kashif Habib

The Directors have carried out the required due diligence for the purpose of this loan.

The information required under S.R.O 1240(I)/2017 is provided below:

Sr. No.	Description	Information Required
(a) Disclosure for all types of Investments		
(A) Disclosure regarding associated company		
(i)	Name of associated company or associated undertaking	Power Cement Limited
(ii)	Basis of relationship	Due to common directorship by the following: 1) Mr. Muhammad Arif Habib 2) Mr. Muhammad Kashif Habib
(iii)	Earnings per share for the last three years	PKR (0.62) for the year 2022 PKR (0.19) for the year 2023 PKR (2.88) for the year 2024
(iv)	Break-up value per share, based on latest audited financial statements	PKR 5.56
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	As per the audited Financial Statements for the year ended June 30, 2024 <div style="text-align: right;">PKR in Million</div> <div style="text-align: right;">Authorized Capital 13,900</div> <div style="text-align: right;">Paid-up capital and reserves 11,119</div> <div style="text-align: right;">Surplus on revaluation of property, plant and equipment</div> <div style="text-align: right;">Non-Current Liabilities 15,469</div> <div style="text-align: right;">Current Liabilities 15,469</div> <div style="text-align: right;">Current Assets 10,197</div> <div style="text-align: right;">Non-Current Assets 37,580</div> <div style="text-align: right;">Revenue 31,077</div> <div style="text-align: right;">Gross Profit 6,790</div> <div style="text-align: right;">Finance Cost 4,975</div> <div style="text-align: right;">Profit/(Loss) After Tax (2,703)</div>
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely: (I) Description of the project and its history since conceptualization; (II) starting date and expected date of completion of work; (III) time by which such project shall become commercially operational; (IV) expected time by which the project shall start paying return on investment; and (V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and noncash amounts	Not applicable
(B) General Disclosures		
(i)	Maximum amount of investment to be made	The Company has made an equity investment of PKR 530,935,497 by acquiring 50,376,926 ordinary shares at net purchase price of PKR 10.54/- per share, and intends to make further investment of upto PKR 200 million, through

		shares acquired from the open market under the Company's board authorization for market securities investments.
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	To diversify the Company's investment portfolio and capitalize on growth opportunities in the cement sector, aligning with the Company's strategic objectives. Approval shall remain valid for a period up to next general meeting and shall be renewable thereon for further period(s) if needed.
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds: (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis	Investments were made/ will be made through the Company's internal cash reserves allocated for market securities investments.
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	Shares were acquired/will be acquired through standard brokerage arrangements in the open market.
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	The following directors/shareholders of the Company are also the directors/shareholders in the investee company, however, the directors have no direct or indirect interest except to the extent of shareholding/directorship in the investee company: Directors 1) Mr. Muhammad Arif Habib 2) Mr. Muhammad Kashif Habib
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs	Performance of Power Cement Limited can be referred to in point (A) iii to v above. There is no impairment or write-offs.
(vii)	Any other important details necessary for the members to understand the transaction	The investments were made under the board's authorization for market securities investments. Shareholder ratification/approval is now being sought for the sake of good corporate governance and to comply with Section 199 of the Companies Act, 2017, and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.
(b) Additional Disclosures regarding Equity Investment		
(i)	Maximum price at which securities will be acquired	Investment in 50,376,926 (4.23%) ordinary shares were made at net purchase price of PKR 10.54/- per share. Additional Investment of upto PKR 200 million, if made, will be at market price prevailing on the date of transaction / investment.
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	N/A
(iii)	Maximum number of securities to be acquired	Refer point # i
(iv)	Number of securities and percentage thereof held before and after the proposed investment	Before: 50,376,926 (4.23%) ordinary shares After: In accordance with increase/change in securities.
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	As at March 13, 2025: Current price per share: PKR 11.88 (ordinary shares) Weighted average market price per share of preceding twelve weeks: PKR 10.07 (ordinary shares).

(vi)	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	N/A
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Item 11 of the Agenda:

Annexure - E

As per the disclosure requirement of Para 4(1) of the S.R.O. 1240(I)/2017 dated December 06, 2017, it is informed that the following directors/shareholders of the Company are also the directors/shareholders in the investee company, however, the directors have no direct or indirect interest except to the extent of shareholding/directorship in the investee company:

Directors

- 1) Mr. Muhammad Arif Habib
- 2) Mr. Muhammad Kashif Habib

The Directors have carried out the required due diligence for the purpose of this loan.

The information required under S.R.O 1240(I)/2017 is provided below:

Sr. No.	Description	Information Required
(c) Disclosure for all types of Investments		
(C) Disclosure regarding associated company		
(i)	Name of associated company or associated undertaking	Aisha Steel Mills Limited
(ii)	Basis of relationship	Due to common directorship by the following: 1) Mr. Muhammad Arif Habib 2) Mr. Muhammad Kashif Habib
(iii)	Earnings per share for the last three years	PKR 1.27 for the year 2022 PKR (3.56) for the year 2023 PKR (0.26) for the year 2024
(iv)	Break-up value per share, based on latest audited financial statements	PKR 16.89
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	As per the audited Financial Statements for the year ended June 30, 2024 <div style="text-align: right;">PKR in Million</div> <div> <div>Authorized Capital</div> <div>11,000</div> <div>Paid-up capital and reserves</div> <div>9,300</div> <div>Surplus on revaluation of property, plant and equipment</div> <div>2,229</div> <div>Non-Current Liabilities</div> <div>941</div> <div>Current Liabilities</div> <div>23,949</div> <div>Current Assets</div> <div>18,210</div> <div>Non-Current Assets</div> <div>22,387</div> <div>Revenue</div> <div>42,750</div> <div>Gross Profit</div> <div>3,831</div> <div>Finance Cost</div> <div>3,861</div> <div>Profit/(Loss) After Tax</div> <div>(132)</div> </div>
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely: (I) Description of the project and its history since conceptualization; (II) starting date and expected date of completion of work; (III) time by which such project shall become commercially operational;	Not applicable

	(IV) expected time by which the project shall start paying return on investment; and (V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and noncash amounts	
(D) General Disclosures		
(i)	Maximum amount of investment to be made	The Company has made an equity investment of PKR 68,220,293 by acquiring 3,225,000 ordinary shares at net purchase price of PKR 21.15/- per share, and intends to make further investment of up to PKR 50 million, through shares acquired from the open market under the Company's board authorization for market securities investments.
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	To diversify the Company's investment portfolio and capitalize on growth opportunities in the steel sector, aligning with the Company's strategic objectives. Approval shall remain valid for a period up to next general meeting and shall be renewable thereon for further period(s) if needed.
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds: (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis	Investments were made/ will be made through the Company's internal cash reserves allocated for market securities investments.
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	Shares were acquired/will be acquired through standard brokerage arrangements in the open market.
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	The following directors/shareholders of the Company are also the directors/shareholders in the investee company, however, the directors have no direct or indirect interest except to the extent of shareholding/directorship in the investee company: Directors 1) Mr. Muhammad Arif Habib 2) Mr. Muhammad Kashif Habib
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs	Performance of Aisha Steel Mills Limited can be referred to in point (A) iii to v above. There is no impairment or write-offs.
(vii)	Any other important details necessary for the members to understand the transaction	The investments were made under the board's authorization for market securities investments. Shareholder ratification/approval is now being sought for the sake of good corporate governance and to comply with Section 199 of the Companies Act, 2017, and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.
(d) Additional Disclosures regarding Equity Investment		
(i)	Maximum price at which securities will be acquired	Investment in 3,225,000 (0.35%) ordinary shares were made at net purchase price of PKR 21.15/- per share. Additional Investment up to PKR 50 million, if made, will be at market price prevailing on the date of transaction / investment.

(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	N/A
(iii)	Maximum number of securities to be acquired	Refer point # i
(iv)	Number of securities and percentage thereof held before and after the proposed investment	Before: 3,225,000 (0.35%) ordinary shares After: In accordance with increase/change in securities.
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	As at March 13, 2025: Current price per share: PKR 9.85 (ordinary shares) Weighted average market price per share of preceding twelve weeks: PKR 11.49 (ordinary shares).
(vi)	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	N/A

Statement under Section 134(3) of the Companies Act, 2017, in compliance with Regulation 4(2) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, for decision to make investment under the authority of a resolution passed pursuant to provisions of section 199 of the Companies Act, 2017 is not fully implemented:

The Company in its annual general meeting held on April 29, 2024 had sought approval under section 199 of the Companies Act, 2017 for investments in the following Associated Companies and Associated Undertakings in which investment has not been fully made so far. Approval of renewal of unutilized portion of equity investments is also being sought for the associated undertakings as mentioned above. The directors of the Company have no interest except in their capacity as director/shareholder:

Name of associated company / undertaking: REIT Schemes under management of Arif Habib Dolmen REIT Management Limited (AHDRML)

Sr. No.	Description	Information Required
		Equity investment in existing and / or proposed REIT Schemes under management of Arif Habib Dolmen REIT Management Limited.
(a)	Total Investment approved	PKR 2,250 million
(b)	Amount of Investment made to date	Nil
(c)	Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time	Waiting for an appropriate time in the interest of the shareholders for complete utilization. The limit of investment was approved by the shareholders on April 29, 2024 for a period upto next annual general meeting. Accordingly, renewal of unutilized investment limit out of already approved limit is now being sought.
(d)	Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company	Nil. Details relating to REIT Schemes are disclosed in Annexure B above.

FATIMA FERTILIZER COMPANY LIMITED BALLOT PAPER FOR VOTING THROUGH POST

For the Special Business at the Annual General Meeting to be held on Friday, April 18, 2025 at 11:00 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

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.	Item 5 of the Agenda: “Resolved, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 for renewal of Running Finance Facility limit of up-to an aggregate amount of PKR 5,000 million extended to Reliance Commodities (Pvt) Limited, an associated company, for a further period of one year on terms as are noted in Annexure-A of the statement of material facts under Section 134(3) of the Companies Act, 2017. The limit in the nature of Running Finance Facility shall be renewable in the next general meeting(s) for a further period(s) of one year. Resolved further, that the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are each hereby authorized singly to take all steps necessary in this regard, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.”			
2.	Item 6 of the Agenda: “Resolved, that related party transactions carried out by the Company with all the related parties during the year ended December 31, 2024, and as disclosed in Financial Statements for the year ended December 31, 2024, be and are hereby ratified and approved.”			

3.	<p>Item 7 of the Agenda:</p> <p>“Resolved, that the Company may carry out transactions including but not limited to sale and purchase of stores and spares, shared expenses, toll manufacturing, sale and purchase of products/mid-products/raw material/assets and purchase of packaging material, payment against sales collections, lease rentals and license fee, fee for services, with related parties from time to time including but not limited to Fatimafert Limited, Fatima Cement Limited, Pakarab Fertilizers Limited, Fatima Packaging Limited, and other such related parties during the year ending December 31, 2025.</p> <p>Resolved further, that details of transactions incurred up to date of the next meeting of shareholders shall be presented in the next meeting of shareholders for ratification.</p> <p>Resolved further, that within the parameters approved above by the shareholders of the Company, the Board of Directors of the Company may approve specifically related party transactions from time to time in compliance with the Company’s policy pertaining to related party transactions and notwithstanding any interest of the directors of the Company in any related party transaction(s) which has been noted by the shareholders and the transactions approved by the Board shall be deemed to have been approved by the shareholders u/s 207 and/or 208 of the Companies Act, 2017.”</p>	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)						
4.	<p>Item 8 of the Agenda:</p> <p>“Resolved, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, for renewal of following unutilized limit of equity investment for REIT Schemes under management of Arif Habib Dolmen REIT Management Limited, for which approval has been sought in previous general meeting, as mentioned in detail in the Annexure-B of statement under Section 134(3) of the Companies Act, 2017, for a period upto next annual general meeting, unless specifically approved for a longer period, and shall be renewable thereon for further period(s) as specified.</p> <table><tr><th>Sr. No.</th><th>Name of Associated Companies & Undertakings</th><th>Renewal requested for unutilized Equity Portion</th></tr><tr><td>1.</td><td>REITS under management of Arif Habib Dolmen REIT Management Ltd.</td><td>PKR 2,250 million</td></tr></table> <p>Resolved further, that the Chief Executive Officer, any director, Chief Operating Officer, Chief Financial Officer and Company Secretary, be and are hereby authorized singly to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company’s funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.”</p>	Sr. No.	Name of Associated Companies & Undertakings	Renewal requested for unutilized Equity Portion	1.	REITS under management of Arif Habib Dolmen REIT Management Ltd.	PKR 2,250 million			
Sr. No.	Name of Associated Companies & Undertakings	Renewal requested for unutilized Equity Portion								
1.	REITS under management of Arif Habib Dolmen REIT Management Ltd.	PKR 2,250 million								

5.	<p>Item 9 of the Agenda:</p> <p>“Resolved, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, for enhancement of the limit of investment in Pakistan Corporate CBD REIT, a REIT Scheme managed by Arif Habib Dolmen REIT Management Limited (AHDRML) (an associated company), from PKR 2,000 million to an aggregate amount of PKR 7,500 million, and subject to the terms and conditions as mentioned in the Annexure-C of Statement under Section 134(3) of the Companies Act, 2017.</p> <p>Resolved further, that the Chief Executive Officer, any director, Chief Operating Officer, Chief Financial Officer and Company Secretary, be and are hereby authorized singly to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company’s funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.”</p>	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
6.	<p>Item 10 of the Agenda:</p> <p>“Resolved, that the investment made by Fatima Fertilizer Company Limited ("the Company") in Power Cement Limited, an associated company, by purchasing up to 50,376,926 shares from the open market for an aggregate net amount of PKR 530,935,497, in accordance with the board's authorization for investment in market securities, be and is hereby ratified and approved in terms of Section 199 of the Companies Act, 2017, and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.</p> <p>Resolved further, that the Company be and is hereby authorized to make additional equity investment of up to PKR 200,000,000 in Power Cement Limited, subject to the terms and conditions set out in the Annexure-D of Statement under Section 134(3) of the Companies Act, 2017.</p> <p>Resolved further, that the Chief Executive Officer, any director, Chief Operating Officer, Chief Financial Officer, Company Secretary and Mr. Abbas Mukhtar, Director-CEO Secretariat, be and are hereby authorized singly to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company’s funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.”</p>			

7.	Item 11 of the Agenda:	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
	<p>“Resolved, that the investment made by Fatima Fertilizer Company Limited ("the Company") in Aisha Steel Mills Limited, an associated company, by purchasing up to 3,225,000 shares from the open market for an aggregate net amount of PKR 68,220,293, in accordance with the board's authorization for investment in market securities, be and is hereby ratified and approved in terms of Section 199 of the Companies Act, 2017, and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.</p> <p>Resolved further, that the Company be and is hereby authorized to make additional equity investment of up to PKR 50,000,000 in Aisha Steel Mills Limited, subject to the terms and conditions set out in the Annexure-E of Statement under Section 134(3) of the Companies Act, 2017.</p> <p>Resolved further, that the Chief Executive Officer, any director, Chief Operating Officer, Chief Financial Officer, Company Secretary and Mr. Abbas Mukhtar, Director-CEO Secretariat, be and are hereby authorized singly to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company's funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.”</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).
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 **April 17, 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: _____