

April 21, 2025
FATIMA/PSX/25/A-013

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

**Sub: Certified Copies of Resolutions passed at the 22nd Annual General Meeting of
Fatima Fertilizer Company Limited held on April 18, 2025**

Dear Sir,

Pursuant to Regulation 5.6.9(b) of the Rule Book of Pakistan Stock Exchange, we enclose herewith certified copies of the resolutions approved and adopted by the members of the Company at the 22nd Annual General Meeting of the Company held on April 18, 2025.

Yours sincerely,



Anil Zia
Deputy Company Secretary

Encl: As above

Certified copies of resolutions passed by the shareholders at the 22nd Annual General Meeting of the Company held on April 18, 2025

Ordinary Business/Resolutions:

Item 1 of the Agenda:

“Resolved, that the minutes of the Annual General Meeting held on April 29, 2024, and the Extraordinary General Meeting held on January 21, 2025 be and are hereby read, confirmed, adopted, and be signed by the Chair as a true record.”

Item 2 of the Agenda:

“Resolved, that 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 be and are hereby approved and adopted.”

Item 3 of the Agenda:

“Resolved, that the Board of Directors’ proposal for a final cash dividend of PKR 4.25 per share i.e., 42.5.5% for the year ended December 31, 2024 is hereby approved. 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. The said dividend be paid to those shareholders whose names appear on the Register of Members on April 10, 2025.”

“Resolved further, that the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Company Secretary and/or Deputy Company Secretary be and are hereby singly and/or jointly authorised to execute, sign, seal and deliver necessary papers, forms and documents and to do all such acts, deeds and things as may be necessary, desirable and expedient to give effect to the above resolution.”

Item 4 of the Agenda:

“Resolved, that M/s. Yousuf Adil Chartered Accountants be and are hereby re-appointed as auditors of the Company for the year ending December 31, 2025, to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration that may be decided by the Board of Directors.”

Special Business/Resolutions:

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.”

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.”

Item 7 of the Agenda:

“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.”

Item 8 of the Agenda:

“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.”

Item 9 of the Agenda:

“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.”

Item 10 of the Agenda:

“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.”

Item 11 of the Agenda:

“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."

CERTIFIED TO BE A TRUE COPY



DEPUTY COMPANY SECRETARY