

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EOGM) of shareholders of FATIMA FERTILIZER COMPANY LIMITED (the ‘Company’ or ‘FATIMA’) will be held on Friday, September 22, 2023 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 28, 2023.
2. To elect Directors of the Company for a term of three years commencing from September 22, 2023 in terms of section 159 of Companies Act, 2017.
  - a. Pursuant to section 159(1) and (2)(a) of the Companies Act, 2017, the number of Directors to be elected has been fixed at 7 (Seven) by the Board of Directors.
  - b. Pursuant to Section 159(2)(b) of the Companies Act, 2017, the names of the retiring Directors are:
 

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. Tariq Jamali
7. Mrs. Julie Jannerup	

### Special Business

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

#### Investment in Associated Companies & Associated Undertakings

“**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 the following limits of investments in REITS under management of Arif Habib Dolmen REIT Management Limited (an associated company) for a period upto next annual general meeting or for a longer period (as applicable), and subject to the terms and conditions as mentioned in the Annexure-A of Statement under Section 134(3) of the Companies Act, 2017.

Sr. No.	Name of Associated Companies & Undertakings	Proposed Fresh Equity Investment (PKR Million)
1.	Pakistan Corporate CBD REIT	1,142
2.	Silk Islamic Development REIT (SIDR)	150
3.	Sapphire Bay Islamic Development REIT (SBIDR)	4,120
4.	REITS under management of Arif Habib Dolmen REIT Management Ltd.	2,250

**Resolved further**, 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 to ratify the equity investments in Silk Islamic Development REIT (SIDR), Pakistan Corporate CBD REIT and Sapphire Bay Islamic Development REIT (SBIDR) amounting to Rs. 600 million, Rs. 858 million and Rs. 880 million respectively, already made with an understanding (supported by legal opinion) that the subject investments did not trigger obtaining approval vide a special resolution and this approval/ratification is being sought for the sake of good corporate governance.

**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.”

### Other Business

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

By order of the Board



Anil Zia  
Deputy Company Secretary

Lahore  
August 31, 2023

**Notes:**

1. The Share Transfer Books of the Company will remain closed from September 16, 2023, to September 22, 2023 (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 September 15, 2023, 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. 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 September 20, 2023 till 05:00 p.m. on [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com) 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 EOGM 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's share registrar latest by September 20, 2023 till 05:00 p.m., at above-given email address or WhatsApp # 0321-820-0864. 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 consolidate their attendance and participation through proxies.

**5. 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:
  - 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.

**6. Vote Casting In-Person or Through Proxy**

Polling booth will be established at the place of physical gathering of the EOGM for voting.

**7. Procedure for Postal Ballot and E-Voting**

In accordance with the Companies (Postal Ballot) Regulations, 2018, latest amendments circulated through SRO dated December 05, 2022, SECP has directed all listed companies for the purpose of Polling on Special Business / election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017, shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations.

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 / election of directors to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

## **8. Procedure and Documents to Contest for Election of Directors**

Any person who seeks to contest the election of directors must follow the procedure and submit the necessary documents as detailed in the Statement of Material Facts which is attached with this Notice, not later than fourteen (14) days before the date of the EOGM.

## **9. Miscellaneous**

Shareholders who could not collect their dividend /physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.

### **Statement under Section 166 (3) of the Companies Act, 2017**

#### **Agenda Item no. 2**

Section 166 of the Companies Act 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

The Company shall ensure that the independents are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act 2017. After the contestants file their notice / intention to stand for elections, the Company shall apply following criteria for choosing the appointee for appointment as independent director:

- i) Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
- ii) Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.
- iii) The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

Any person who seeks to contest the election of the office of director, whether they are a retiring director or otherwise, shall submit the following documents to the Company Secretary at the Registered Office address, E 110 Khayaban e Jinnah Lahore Cantt. not later than fourteen (14) days before the date of the EOGM:

- i. Notice of his/her intention to offer himself/herself for the election of directors as per Section 159(3) of the Companies Act, 2017 and consent to act as a director on Form 28 as prescribed under the Companies Act, 2017 and the Companies (General Provisions and Forms) Regulations, 2018.
- ii. Any person contesting the election of directors must be a Member of the Company at the time of filing his/her consent unless such person is representing a Member which is not a natural person.
- iii. A signed declaration confirming that:
  - a. He/ She is aware of his/her duties and powers under the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.
  - b. He/she is not ineligible to become a director of a listed company under the provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws/regulations.
- iv. A detailed profile along with his/her office address for placement on the Company's website as required under SRO 1196 (I)/2019 dated 3 October 2019.
- v. Detail of directorship offices held.
- vi. Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio Number/CDC Account or Sub Account number.

#### **Additional Documents for Candidates Intending to Contest the Election as an Independent Director**

Independent directors will be elected in accordance with Sections 159 and 166 of the Companies Act, 2017 and shall meet the criteria laid down under Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:

- a. Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
- b. Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The final list of candidates contesting the election will be circulated not later than seven (7) days before the date of the EOGM in terms of Section 159(4) of the Companies Act, 2017. The website of the Company will be updated with the required information and directors' profile.

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

#### Item 3 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 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 SIDR, PCCR, SBIDR and 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 - SILK Islamic Developmental REIT (SIDR)

Sr. No.	Description	Information Required
<b>(a) Disclosure for all types of Investments</b>		
<b>(A) Disclosure regarding associated company</b>		
(i)	Name of associated company or associated undertaking	Silk Islamic Developmental REIT (SIDR)
(ii)	Basis of relationship	SIDR 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 <sup>th</sup> June 2022 was the first accounting period of SIDR and the EPS of this period is Rs. 0.0154.
(iv)	Break-up value per share, based on latest audited financial statements	Year ended 30 <sup>th</sup> June 2022 was the first accounting period of SIDR. The Break-up value per share of this period is Rs. 9.98.
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Year ended 30 <sup>th</sup> June 2022 was the first accounting period of SIDR. The financial position in PKR is as follows: Total Assets : 4.1 billion Total Liabilities 1.1 billion Total unitholder's fund 3.0 billion Total revenue: 0.09 billion Admin and operating expenses: 0.048 billion Loss for the period 0.0046 billion Bank balance 1.21 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;	(I) SIDR was created for investing in undeveloped land in Karachi with the objective of upliftment of area and development of real estate including construction and sale of residential apartment and commercial units. SIDR project is spread over 60 acres commercial real estate situated at Deh Jam Chakro, Surjani, Karachi, and is adjacent to Saima Arabian Villas, accessible directly from

	<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>	<p>Shahrah-e-Usman / Hub Dam link road (Abdullah Chowrangi). SIDR has acquired land from Silk Bank Limited and World Group.</p> <p>(II)&amp;(III) Trust Deed of SIDR was registered on July 08, 2021 and the approval by SECP was granted on June 30, 2021. Total completion time for the whole project is estimated / targeted at 8 years;</p> <p>(IV) At least 5 years from the date of registration of SIDR is required to pay return on investment; and</p> <p>(V) In addition to Fatima Fertilizer Company Limited, two other associated companies namely AHDRML and Arif Habib Corporation Limited have also invested in 20% of the units of SIDR.</p>
<b>(B) General Disclosures</b>		
(i)	Maximum amount of investment to be made	PKR 750 million. Ratification is also being sought of equity investment already made in SIDR after approval from Board of Directors amounting to PKR 600 million, made with an understanding (supported by legal opinion) that the subject investment did not trigger obtaining approval vide a special resolution and this approval/ratification is being sought for the sake of good corporate governance.
(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. Investment has already been made and Approval of further limit shall remain valid for a period upto 5 years and shall be renewable subsequently.
(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>	<p>The investment is made / to be made from Company's own available liquidity and/or credit lines.</p> <p>(I) Higher rate of return</p> <p>(II) Pledge of listed securities and / or charge over assets of the Company, if and where needed.</p> <p>(III) Company expects to time the investment to earn return over and above the borrowing cost.</p>
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>Unit Subscription Agreement was signed with the REIT Scheme along with other investors. Salient features are as follows :</p> <ul style="list-style-type: none"> <li>• Advance against investment was made on the condition that the same shall be refunded in case the condition precedents mentioned in the agreement are not met by a specified date. Units were issued on completion of conditions.</li> <li>• Being a strategic investor of the SIDR, Fatima shall continue to hold 15 million units in a blocked account, out of total 75 million units held by it in accordance with REIT Regulations.</li> <li>• Unitholding of investors of SIDR are to be divested / transferred only in accordance with the restrictions mentioned in the agreement.</li> </ul>
(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	<p>The Company has made equity investment of PKR 600 million and intends to make further investment of PKR 150 million.</p> <p>Performance of SIDR can be referred in Point (A) iii to vi above.</p>
(vii)	Any other important details necessary for the members to understand the transaction	None
<b>(b) Additional Disclosures regarding Equity Investment</b>		
(i)	Maximum price at which securities will be acquired	Investment in 60 million units i.e. 20% of the total unitholding were subscribed @ Rs.10/- per unit.

		Additional Investment, if made will be 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	Refer point # i
(iv)	Number of securities and percentage thereof held before and after the proposed investment	Refer point # i
(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

#### Investment in Securities - Pakistan Corporate CBD REIT (CBD)

Sr. No.	Description	Information Required
<b>(a) Disclosure for all types of Investments</b>		
<b>(A) Disclosure regarding associated company</b>		
(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 30th June 2022 was the first accounting period of PCCR. Its first financial statements are under preparation.
(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	Please refer point # iii
(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 23.2544 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 <sup>th</sup> October 2021 and approval by SECP was granted on 22 <sup>nd</sup> 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>(B) General Disclosures</b>		
(i)	Maximum amount of investment to be made	PCCR has an indicative Fund size of approximately PKR 8 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

		<p>REIT formation expenses and remaining will be utilized for work mobilization and construction of the REIT Project.</p> <p>Fatima has pledged to invest Rs. 2 billion of the Fund size over a period of 3 to 5 years. Approval of Rs. 2 billion includes the ratification being hereby made of advance against equity investment already made in PCCR after approval from Board of Directors amounting to Rs. 858 million, made with an understanding (supported by legal opinion) that the subject investment did not trigger obtaining approval vide a special resolution and this approval/ratification is being sought for the sake of good corporate governance.</p>
(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	<p>The investment is made / to be made from Company's own available liquidity and/or credit lines.</p> <p>(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.</p>
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>Consortium Agreement was signed on 1st November 2021 with the REIT Scheme along with other investors. Salient features are as follows:</p> <ul style="list-style-type: none"> <li>• Each investor is required to pay its PRO RATA contribution as and when demanded by the RMC.</li> <li>• Fatima participating interest is 25% of the fund size of Rs. 8 billion.</li> <li>• AHDRML has been appointed as an authorised party to manage the affairs of PCCR and perform as a REIT Management Company under REIT Regulations.</li> </ul>
(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	<p>The Company has already made an advance against equity amounting to PKR 858 million.</p> <p>Please refer Point (A) iii to vi above.</p>
(vii)	Any other important details necessary for the members to understand the transaction	None
<b>(b) Additional Disclosures regarding Equity Investment</b>		
(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

**Investment in Securities - Sapphire Bay Islamic Development REIT (SBIDR)**

Sr. No.	Description	Information Required
<b>(c) Disclosure for all types of Investments</b>		
<b>(C) Disclosure regarding associated company</b>		
(i)	Name of associated company or associated undertaking	Sapphire Bay Islamic Development REIT (SBIDR)
(ii)	Basis of relationship	SBIDR 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 ending 30th June 2023 will be the first accounting period of SBIDR. Its first financial statements are under preparation.
(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	Please refer point # iii
(vi)	<p>In case of investment in relation to a project of associated company or associated undertaking that 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>	<p>The PPP-REIT Scheme has being established to undertake the PPP Project i.e., the Ravi Riverfront City, Zone 3 Sapphire Bay project, involving development of the Real Estate on a design, build, develop, operate, finance and transfer (DBDFOT) mode, as per the terms of the PPP Agreement with the objective of development of residential and commercial plots for generating income for Unit Holders, through lease of the End Product to the Customers and disposal of all other REIT Assets.</p> <p>(II)&amp;(III) The trust deed of SBIDR was registered on 24 December 2021, whereas the approval of SECP has been granted on 12 January 2022. Total completion time for the whole project is estimated / targeted at 10 years;</p> <p>(IV) SBIDR is expected to start paying returns on investment in approximately 4 years from the date of commencement ; and</p> <p>(V) In addition to Fatima, another associated company Javedan Corporation Limited has invested in the 51% units of SBIDR.</p>
<b>(D) General Disclosures</b>		
(i)	Maximum amount of investment to be made	<p>SBIDR has an indicative Fund size of approximately PKR 25 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.</p> <p>Fatima has pledged to invest Rs. 5 billion, (either directly or indirectly) of the Fund size over a period of 10 years. Approval of Rs. 5 billion includes the ratification being hereby made of advance against equity investment already made in SBIDR after approval from Board of Directors amounting to Rs. 880 million, made with an understanding that the subject investment did not trigger obtaining approval vide a special resolution and this approval/ratification is being sought for the sake of good corporate governance.</p>
(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 10 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	Concession Agreement was signed on 18th November 2021 with the Ravi Urban Development Authority and RMC along with other investors. The Unit Subscription Agreement is in the process of finalization, it's proposed salient features are as follows: <ul style="list-style-type: none"> <li>• Each investor is required to pay its PRO RATA contribution as and when demanded by the RMC.</li> <li>• Fatima participating interest is 20% of the fund size of Rs. 25 billion.</li> <li>• AHDRML has been appointed as an authorised party to manage the affairs of SBIDR and perform as a REIT Management Company under REIT Regulations.</li> </ul>
(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 advance against equity amounting to PKR 880 million. Please refer Point (A) iii to vi above.
(vii)	Any other important details necessary for the members to understand the transaction	None
<b>(d) Additional Disclosures regarding Equity Investment</b>		
(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

#### Investment in Securities - Existing and / or proposed REIT Schemes

Sr. No.	Description	Information Required
<b>(a) Disclosure for all types of Investments</b>		
<b>(A) Disclosure regarding associated company</b>		
(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 capitalise 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, Silk Islamic Developmental REIT, Pakistan Corporate CBD REIT, Globe Residency REIT, Silk World Islamic REIT, Sapphire Bay Islamic Development REIT, Naya Nazimabad Apartments REIT, Rahat Residency REIT and DHA Dolmen Lahore REIT.  For Sapphire Bay Islamic Development REIT, Silk Islamic Developmental REIT and Pakistan Corporate CBD REIT, specific approvals/ratifications are being sought in this general meeting. 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>(B) General Disclosures</b>		
(i)	Maximum amount of investment to be made	Fresh 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>(b) Additional Disclosures regarding Equity Investment</b>		

(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