

Notice under section 159(4) of the Companies Act, 2017

Election of Directors

Notice is hereby given to the members of Fatima Fertilizer Company Limited (the "Company") in pursuance of Section 159(4) of the Companies Act, 2017 that the following persons have filed with the Company notices of their intention to offer themselves for election as Directors at the Extraordinary General Meeting of the Company to 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.

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 - Independent Director
7. Mrs. Julie Jannerup - Independent Director

The profiles of the above-named persons have been placed on the website of the Company <https://fatima-group.com/ffcl/page.php/elections-ffcl>. The independent directors have been selected on the basis of their experience, competencies, diversity, skills and knowledge in compliance with the requirements of Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. No notice of intention under section 159(3) for female category has been received so above-mentioned candidate, Mrs. Julie Jannerup, will fulfil both the categories i.e., Independent and Female director categories.

Since the number of persons who have offered themselves for election, is not more than the number of Directors fixed by the Board of Directors under Section 159 (1) of the Companies Act, 2017, the above-named persons shall be deemed to be elected as Directors of the Company at the above referred meeting.

By order of the Board



Anil Zia
Deputy Company Secretary

Lahore: September 12, 2023

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

For the Special Business at the Extraordinary General Meeting to 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.

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.	<p>Agenda item no. 3</p> <p>To consider and if deemed fit, to pass the following Special Resolutions with or without modification(s):</p> <p>Investment in Associated Companies & Associated Undertakings</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 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.</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of Associated Companies & Undertakings</th> <th>Proposed Fresh Equity Investment (PKR Million)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Pakistan Corporate CBD REIT</td> <td>1,142</td> </tr> <tr> <td>2.</td> <td>Silk Islamic Development REIT (SIDR)</td> <td>150</td> </tr> <tr> <td>3.</td> <td>Sapphire Bay Islamic Development REIT (SBIDR)</td> <td>4,120</td> </tr> </tbody> </table>	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			
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2.	<p>Agenda item no. 4</p> <p>To consider and if deemed fit, to pass the following Special Resolutions with or without modification(s):</p> <p>Loan Investment in Associated Companies & Associated Undertakings</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 the following limit of loan investment 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 Annexed Statement under Section 134(3) of the Companies Act, 2017.</p> <table border="1" data-bbox="272 1409 964 1625"> <thead> <tr> <th data-bbox="272 1409 337 1507">Sr. No.</th> <th data-bbox="337 1409 716 1507">Name of Associated Companies & Undertakings</th> <th data-bbox="716 1409 964 1507">Proposed Loan Investment (PKR Million)</th> </tr> </thead> <tbody> <tr> <td data-bbox="272 1507 337 1625">1.</td> <td data-bbox="337 1507 716 1625">Silk Islamic Development REIT (SIDR)</td> <td data-bbox="716 1507 964 1625">Shairah Compliant Debt up to PKR 200 million</td> </tr> </tbody> </table> <p>Resolved further, that the Chief Executive Officer, any director, Chief Operating Officer/Chief Financial Officer, General Manager Finance, 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 resolution 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</p>	Sr. No.	Name of Associated Companies & Undertakings	Proposed Loan Investment (PKR Million)	1.	Silk Islamic Development REIT (SIDR)	Shairah Compliant Debt up to PKR 200 million	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
Sr. No.	Name of Associated Companies & Undertakings	Proposed Loan Investment (PKR Million)								
1.	Silk Islamic Development REIT (SIDR)	Shairah Compliant Debt up to PKR 200 million								

	executing any necessary agreements/documents, and any ancillary matters thereto.”			
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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 **September 21, 2023**. 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/ffcl/page.php/forms-ffcl>. 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: _____