



**FAUJI FERTILIZER COMPANY LIMITED**



**(HEAD OFFICE)**  
**Secretariat (Corporate Affairs)**

Ref No. 6.12-KSE/S/FFC  
October 31, 2023

**Through PUCAR**


**To :** **The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
KARACHI  
Fax Phone: 021-111-573-329

**Subject:** **Notice of Extraordinary General Meeting**

Dear Sir,

Please find enclosed copy of Notice of Extraordinary General Meeting in English and Urdu language for circulation amongst your members. The meeting is scheduled to be held on November 23, 2023 and aforementioned notices would be published in Newspapers on November 01, 2023.

Best regards.

  
**Company Secretary**  
Brig Irfan Khan (Retd)



## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the shareholders of Fauji Fertilizer Company Limited will be held at [1000 Hours] on [November 23, 2023] at 156 The Mall, Rawalpindi to transact the following business::

### Ordinary business

1. To confirm the minutes of 45th Annual General Meeting held on March 28, 2023.

### Special Business

2. To consider and if deemed appropriate, to pass with or without modification, alteration or any amendment the following resolution as Special Resolution:

### Special Resolution

**"RESOLVED THAT,** in terms of Section 199(2) of the Companies Act, 2017:

- The Company be and is hereby authorized to create a pari passu charge on its fixed assets, or such other security as may be required by lenders / banks / financial institutions, in the maximum amount (inclusive of margin) of USD 3.5 million (United States Dollars Three Million Five Hundred Thousand Only) or its PKR equivalent, in favor of TEL's lenders (or their agent) for a period of ten year or such longer period for which the liabilities / obligations of the sponsors remain undischarged ("Security Charge") as security for the Standby Letter of Credit under TEL's Power Purchase Agreement ("PPASBLC").
- The Company be and is hereby authorized do all such other acts, deeds and things as may be necessary and/or expedient for the aforesaid purpose or in furtherance thereof including, without limitation, to enter into and deliver and implement any and all agreements, instruments, powers of attorney, notices, certificates and documents.

**FURTHER RESOLVED THAT,** the Managing Director & Chief Executive Officer, Chief Financial Officer and the Company Secretary be and are hereby authorized jointly and severally to take any and all necessary steps and actions for implementing the above resolutions, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary documents, declarations, certificates and undertakings and to appear and make representations before any regulatory or other authority, as maybe necessary or conducive for and in connection with any of the fore going matters and to sign, issue and dispatch all such documents and notices and do such acts as may be necessary for carrying out the aforesaid purposes and giving full effect to the above resolutions, including entering the details of any investments made by the Company in TEL in the register of investment in associated companies maintained at the Company's registered office, and provided that if the Company seal is affixed unto any document or instrument, the same shall be executed on behalf of the Company by the Managing Director & Chief Executive Officer.

**FURTHER RESOLVED THAT,** the Managing Director & Chief Executive Officer, Chief Financial Officer and the Secretary of the Company be and are here by authorized to delegate, in writing, by power of attorney or otherwise, all or any of the above powers in respect of the fore going to any other officials of the Company as they may deem appropriate.

**FURTHER RESOLVED THAT,** the Company Secretary be and is hereby authorized to provide a certified true copy of these resolutions to whomever it may concern."

3. To consider and, if thought fit, approve the circulation of Company's annual audited financial statements through QR enabled code and web link as part of notice of Annual General Meeting by passing, with or without any modifications, additions or deletions, the following resolution as special resolution:

### SPECIAL RESOLUTION

**"RESOLVED THAT** the consent and approval of the members of Fauji Fertilizer Company Limited (FFC) be and is hereby accorded and the Company be and is hereby authorized to circulate its annual audited financial statements to its members through QR enabled code and web link as part of the notice of Annual General meeting.

pandemic.

- v. The shareholder of the Company desirous of attending the meeting through video link etc may inform the Company and provide their details including name, CNIC scan (both sides), folio number, cell phone number and email address before close of business on November 16, 2023 at the email shares@ffc.com.pk.
- vi. The video link of meeting shall be sent to the members on their registered email addresses.

### B. For Appointing Proxies

- I. In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.
- ii. The proxy form shall be witnessed by the person whose name, address and CNIC number shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his / her original CNIC or original passport at the time of Meeting.
- v. In case of 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.

### 4. Consent for Video Conference Facility

As allowed by Section 132(2) of the Companies Act 2017 members can avail video conference facility for this Extraordinary General Meeting, at Lahore and Karachi provided the Company receives consent from the members holding in aggregate 10% or more shareholding, residing at above mentioned locations, at least 7 days prior to date of the meeting.

Subject to the fulfillment of the above conditions, members shall be informed of the venue, 5 days before the date of the Extraordinary Meeting along with complete information necessary to access the facility.

In this regard please send a duly signed request as per following format at the registered address of the Company 7 days before holding of Extraordinary General Meeting.

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Fauji Fertilizer Company Limited, holder of \_\_\_\_\_ Ordinary Share(s) as per Register Folio / CDC Account No \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

Signature of Member

### 5. Procedure for E-Voting

- 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 (Registered email ID) available in the register of members of the Company by the close of business on November 16, 2023 by M/s CDC Share Registrar Services Limited (being the e-voting service provider).
- Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- Members shall cast vote from November 20, 2023 till close on November 22, 2023 at 5:00 pm.
- Members can cast their votes at any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

### 6. Procedure for Voting Through Postal Ballot

The members shall ensure that duly filled and signed ballot paper along with copy of valid Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, 156 The Mall, Rawalpindi, or email at general.meetings@ffc.com.pk on or before November 22, 2023, before 5:00 pm. The signature on the ballot paper shall match with the signature on CNIC.

For the convenience of the members, ballot paper is available on the Company's website www.ffc.com.pk to download.

**FURTHER RESOLVED THAT** the Company be and is hereby authorized to discontinue the circulation of annual financial statements through CD/DVD/USB.

**AND FURTHER RESOLVED THAT** the Company Secretary be and is hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution."

**OTHER BUSINESS**

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

**By Order of the Board**  
**Brig Irfan Khan (Retd)**  
Company Secretary

(Rawalpindi)  
November 01, 2023

**Video Conference Facility**

Pursuant to Section 132(2) of the Companies Act 2017, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 7 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

**Notes**

- The share transfer books of the Company will remain closed from November 17, 2023 to November 23, 2023 (both days inclusive) and no request for transfer of shares will be accepted for registration. Transfers received at Company's Share Registrar namely CDC Share Registrar Services Limited, CDC House 99-B, Block 'B', S.M.C.H.S Main Shahra-e-Faisal, Karachi-74400 by the close of business on November 16, 2023 will be considered in time for the purpose of entitlement.
- A member of the Company entitled to attend and vote at the Meeting may appoint a person/representative as proxy to attend and vote in place of the member. Proxies in order to be effective must be received at the Company's Registered Office, 156-The Mall, Rawalpindi, Pakistan not later than 48 hours before the time of holding the Meeting and no account shall be taken of any part of the day that is not a working day. A member shall not be entitled to appoint more than one proxy.
- Any Individual Beneficial Owner of CDC, entitled to vote at this Meeting, must bring his / her original Computerized National Identity Card (CNIC) to prove identity, and in case of proxy, a copy of shareholder's attested CNIC must be attached with the proxy form. Representatives of corporate members should bring the usual documents required for such purpose.

CDC Account Holders will also have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

**A. For Attending the Meeting**

- In case of individuals, 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 regulations, shall authenticate identity by showing his / her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- Members registered on CDC are also requested to bring their particulars, I.D. Numbers and account numbers in CDS.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of Meeting.
- The Securities & Exchange Commission of Pakistan (SECP) through its Circular No. EMD/MISC/82/2012 dated March 03, 2021, has directed the listed companies to arrange participation of shareholders in general meetings through video link in addition to allowing physical attendance by the members to safeguard and protect the wellbeing of shareholders against the continuing threat posed by the COVID-19

[www.ffc.com.pk](http://www.ffc.com.pk) to download.

INFORMATION ABOUT SCRUTINIZER	
With reference to the Regulations 4(4) and 11 of the Companies (Postal Ballot) Regulations, 2018, below is the information regarding the Scrutinizer for the purpose of upcoming Extraordinary General Meeting (EGM) of Fauji Fertilizer Company Limited (the Company) to be held on November 23, 2023	
<b>Name of Scrutinizer</b>	Messrs. UHY Hassan Naem & Co, Chartered Accountants
<b>Qualification and Experience</b>	The firm has grown over the last decade as a leading multi-disciplinary organization offering auditing, taxation, business advisory, information technology, human resources and corporate services to public and private sector organizations in the country. UHY Hassan Naem & Co. is a member of UHY International, one of the world's leading accounting and business advisory network, with offices in over 350 business centers in 50 countries across the globe. The firm holds a satisfactory Quality Control Review (QCR) status from the Institute of Chartered Accountants of Pakistan (ICAP) which demonstrates the quality standards maintained by the firm. It is registered on the Panel of State Bank of Pakistan (SBP) and is on the panel of JSARD.
<b>Purpose of appointment</b>	The Company is required to appoint a scrutinizer for the purpose of voting in the EGM to transact business that pertains to investors in associate companies as mentioned in Section 199 of the Companies Act, 2017. Therefore, scrutinizer has been appointed to observe that satisfactory procedures of the voting process including adequate precautionary measures are ensured and reported as mentioned under regulation 11A.

- For any further assistance, the members may contact the Company or the Share Registrar at the following phone numbers and email addresses:  
FFC Shares Department  
Telephone: 92-51-8453235  
Email: [shares@ffc.com.pk](mailto:shares@ffc.com.pk)  
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@cdcpak.com](mailto:info@cdcpak.com)

**Statement pursuant to Section 134 of the Companies Act, 2017 – item 02 of Agenda**

Pursuant to Section 134 of the Companies Act, 2017 ("Act") and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017, this statement sets forth the material facts concerning the special business listed here in above, to be transacted at the Extraordinary General Meeting of Fauji Fertilizer Company Limited ("FFC") to be held on November 23, 2023 for approving the Security Charge.

TEL is a public limited company, incorporated in Pakistan on May 17, 2016. Its principal operation is to generate power from coal. The company has developed a 330 MW (gross) mine mouth Thar coal-based power plant at Block II, Thar Coal mine, District Tharparkar, Sindh and achieved Commercial Operation Date on October 1, 2022.

TEL is a subsidiary of Hub Power Company Limited (HUBCO) which owns 60% equity stake in TEL. FFC holds 30% equity stake while China Everbest Development International Limited owns 10% stake. Collectively these companies are referred to as the "Sponsors" of TEL.

Under its Power Purchase Agreement ("PPA") with the Central Power Purchasing Agency (Guarantee) Limited ("CPPA-G"), TEL is required to issue and maintain a Standby Letter of Credit ("PPASBLC") in favour of the CPPA-G. However, TEL does not have adequate security of its own to continue to maintain the PPA SBLC and so it has requested the Sponsors to provide a charge on their assets as security in favour of TEL's lenders (or their agent), proportionate to their shareholding in TEL. Accordingly, FFC has been requested to provide pari-passu charge of up to USD 3.5 million (including 20% margin) on its fixed assets, or such other security as may be required by lenders / banks / financial institutions, to Habib Bank Limited (as lenders' agent) representing 30% of the overall charge required for the PPA SBLC, for a period of 10 years or such longer period for which the liabilities / obligations of the Sponsors remain undischarged.

The Company has agreed to provide such sponsor support to TEL in relation to TEL's obligations under its project agreements (including the PPA SBLC) under the Shareholders Agreement dated 15 March 2018 between Hub Power Company Limited, Fauji Fertilizer Company Limited, CMEC TEL Power Investments Limited, China Ever best Development International Limited and Thar Energy Limited (as amended) ("SHA").

**Information pursuant to Regulation 3 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.**

Disclosures regarding the associated company:																							
1. Name of associated company along with criteria based on which the associated relationship is established.	Thar Energy Limited ("TEL")																						
2. Earnings per share for the last three years.	Fauji Fertilizer Company Limited ("FFCL") holds 30% of the issued and paid-up capital of TEL. <table border="1"> <tr> <th>Year</th> <th>EPS</th> </tr> <tr> <td>2021</td> <td>Not applicable as no commercial operations</td> </tr> <tr> <td>2022</td> <td>Not applicable as no commercial operations</td> </tr> <tr> <td>2023</td> <td>3.78</td> </tr> </table>	Year	EPS	2021	Not applicable as no commercial operations	2022	Not applicable as no commercial operations	2023	3.78														
Year	EPS																						
2021	Not applicable as no commercial operations																						
2022	Not applicable as no commercial operations																						
2023	3.78																						
3. Break-up value per share, based on latest audited financial statements.	Rs 14.04 per share as of June 30, 2023.																						
4. Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.	<table border="1"> <tr> <th colspan="2">Statement of Financial Position – 30 June 2023 (Rs in 000)</th> </tr> <tr> <td>Non-current assets</td> <td>108,388,549</td> </tr> <tr> <td>Current Assets</td> <td>33,414,859</td> </tr> <tr> <td>Shareholder's Equity</td> <td>26,056,582</td> </tr> <tr> <td>Non-current liabilities</td> <td>82,815,782</td> </tr> <tr> <td>Current Liabilities</td> <td>32,031,094</td> </tr> <tr> <th colspan="2">Statement of Profit or Loss – 30 June 2023 (Rs in 000)</th> </tr> <tr> <td>Revenue</td> <td>37,888,759</td> </tr> <tr> <td>Operating costs</td> <td>23,008,504</td> </tr> <tr> <td>Gross Profit</td> <td>14,880,255</td> </tr> <tr> <td>Net Profit</td> <td>7,251,822</td> </tr> </table>	Statement of Financial Position – 30 June 2023 (Rs in 000)		Non-current assets	108,388,549	Current Assets	33,414,859	Shareholder's Equity	26,056,582	Non-current liabilities	82,815,782	Current Liabilities	32,031,094	Statement of Profit or Loss – 30 June 2023 (Rs in 000)		Revenue	37,888,759	Operating costs	23,008,504	Gross Profit	14,880,255	Net Profit	7,251,822
Statement of Financial Position – 30 June 2023 (Rs in 000)																							
Non-current assets	108,388,549																						
Current Assets	33,414,859																						
Shareholder's Equity	26,056,582																						
Non-current liabilities	82,815,782																						
Current Liabilities	32,031,094																						
Statement of Profit or Loss – 30 June 2023 (Rs in 000)																							
Revenue	37,888,759																						
Operating costs	23,008,504																						
Gross Profit	14,880,255																						
Net Profit	7,251,822																						
5. 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) firms 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 non-cash amounts.	Not applicable																						
<b>General disclosures:</b>																							
6. Maximum amount of investment to be made.	No direct cash investment is being made in TEL and approval only pertains to provision of pari passu charge on FFC's fixed assets or such other security as may be required by lenders / banks / financial institutions. The maximum amount of charge (including margin) to be created by FFC on its fixed assets is USD 3.5 million (United States Dollars Three Million Five Hundred Thousand Only).																						
7. Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment.	<b>Purpose:</b> The approval pertains to creation of a charge on FFC's assets, in favour of and/or for the benefit of TEL's lenders (or their agent), or such other security as may be required by lenders / banks / financial institutions up to the aforementioned amount, so that TEL can maintain the PPA SBL in fulfillment of its obligations under the PPA. <b>Benefits:</b> Continuation of the PPA SBL in fulfillment of TEL's obligations under the PPA will avoid a breach of the PPA and enable TEL to continue to avail of the PPA for the benefit of TEL's shareholders including FFC. <b>Period of investment:</b> The nature of the investment pertains to creation of a charge on FFC's fixed assets, or such other security as may be required by lenders / banks / financial institutions up to the aforementioned amount, which will remain in place till the PPA SBL is released by CPPA-G, which is expected to take around ten (10) years. Or such longer period for which the liabilities / obligations of the Sponsors remain unsecured.																						
8. Sources of funds to be utilized for investment where the investment is intended to be made using borrowed funds. (i) justification for investment through borrowings; (ii) details of collateral, guarantees provided and assets pledged for obtaining such funds; and (iii) cost benefit analysis.	Not applicable as the nature of investment does not entail cash outflow.																						
9. Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment.	Under the SHA (as amended), FFC has agreed to provide sponsor support in relation to TEL's obligations under its PPA, which includes the Security Charge.																						
10. 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.	FFC holds 30% of the current share capital of TEL and has the right to nominate 2 directors on the Board of TEL. Mr Sarfaraz Ahmed Rehman is MD&CEO of FFC and also holds directorship in TEL. Syed Atif Ali is CFO of FFC and also holds directorship in TEL. Additionally, Dr. Nadeem Inayat is serving as director on the Board of FFC as well as HUBCO.																						
11. 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 off.	FFC became a shareholder in TEL in 2018 while commercial operations commenced in October 2022. TEL has generated profit of PKR 7,252 million for year ended 30 June 2023, 30% of which accrues to the Company as its share of profit. There are no adverse factors that need to be highlighted to the shareholders. No impairment conditions exist on the investment hence no charge/write-off have been made till date.																						
12. Any other important details necessary for the members to understand the transaction.	Not applicable.																						
<b>Disclosure in case of investments in the form of loans, advances and guarantees:</b>																							
13. Category-wise amount of investment.	As mentioned above, the investment comprises the creation of a pari passu charge on fixed assets of FFC, or such other security as may be required by lenders of TEL up to an amount of USD 3.5 million.																						
14. 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.	Not applicable to this transaction.																						
15. Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company.	Not applicable as the nature of investment does not entail cash outflow or provision of any cash security. If the Security Charge is enforced, then the rate of mark-up / profit, fees or commission (as applicable) will be compliant with Section 199 of the Companies Act, 2017.																						
16. Particulars of collateral or security to be obtained in relation to the proposed investment.	The proposed charge to be provided by FFC in its capacity as sponsor of TEL will be unsecured.																						
17. 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.	These details have not yet been finalized. However, where required, FFC and TEL will enter into the necessary agreements that would allow for liabilities incurred by FFC on behalf of TEL to be treated as equity or subordinated debt terms compliant with Section 199 of the Companies Act, 2017.																						
18. Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	This charge on FFC's fixed assets, or such other security as may be required by lenders / banks / financial institutions, will be released upon return of PPA SBL which is expected to be within ten (10) years or such longer period for which the liabilities / obligations of the Sponsors remain unsecured.																						

**Information pursuant to Regulation 4 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.**

Mr. Sarfaraz Ahmed Rehman is MD&CEO of FFC and also holds directorship in TEL.

Syed Atif Ali is an employee of FFC and also holds directorship in TEL.

Additionally, Dr. Nadeem Inayat is serving as director on the Board of FFC as well as HUBCO.

The duly audited latest annual financial statements along with the latest interim financial statements of the Company, shall be made available to the members for inspection in the EOGM.

**Declaration pursuant to Section 199(2) of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017**

The Directors certify to the members of the Company that they have carried out necessary due diligence for the proposed investment before recommending it for members' approval.

The duly signed recommendations of the due diligence report shall be made available to the members for inspection in the EOGM.

**Statement pursuant to Section 134 of the Companies Act, 2017 – Item 03 of Agenda**

**Circulation of Company's annual audited financial statements through QR enabled code and weblink as part of notice of Annual General Meeting**

The SECP, vide its SRO. 389 (1)/2023 dated March 21, 2023 has allowed listed companies to circulate the Annual Audited Financial Statements to their members through QR enabled code and web-link (instead of CD/DVD/USB), subject to approval of the shareholders in the general meeting. Foregoing in view, the following resolution will be placed before the Members at the EOGM for approval as special resolution with or without any modifications, additions or deletions.

**Directors Interest**

The Directors do not have any interest in the Special Business, whether directly or indirectly, except to the extent of their shareholding in the Company.

**BALLOT PAPER FOR VOTING THROUGH POST**

For voting through post for the Special Business at the Extraordinary General Meeting of Fauji Fertilizer Company Limited (FFC) to be held on November 23, 2023 at 1000 hrs at 156 The Mall, Rawalpindi.

Email address to the Chairman with duly filled ballot paper may be sent at designated email: [general.meetings@ffc.com.pk](mailto:general.meetings@ffc.com.pk)

Name of shareholder/joint shareholders	
Registered Address	
Folio No / CDC account No.	
Number of shares held	
CNIC Number / Passport No. (In case of Foreigner) Copy to be attached	
<b>Additional information and enclosures</b>	
(In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory:	

**SPECIAL RESOLUTIONS**

**Item 02 of Agenda**

To consider and if deemed appropriate, to pass with or without modification, alteration or any amendment the following resolution as Special Resolution

**SPECIAL RESOLUTION**

**RESOLVED THAT**, in terms of Section 199(2) of the Companies Act, 2017:

- The Company be and is hereby authorized to create a pari passu charge on its fixed assets, or such other security as may be required by lenders / banks / financial institutions, in the maximum amount (inclusive of margin) of USD 3.5 million (United States Dollars Three Million Five Hundred Thousand Only) or its PKR equivalent, in favor of TEL's lenders (or their agent) for a period of 10 years or such longer period for which the liabilities / obligations of the Sponsors remain undischarged ("Security Charge") as security for the Standby Letter of Credit under TEL's Power Purchase Agreement ("PPASBLC").
- The Company be and is hereby authorized to do all such other acts, deeds and things as may be necessary and/or expedient for the aforesaid purpose or in furtherance thereof including, without limitation, to enter into and deliver and implement any and all agreements, instruments, powers of attorney, notices, certificates and documents.

**FURTHER RESOLVED THAT**, the Managing Director & Chief Executive Officer, Chief Financial Officer and the Company Secretary be and are hereby authorized jointly and severally to take any and all necessary steps and actions for implementing the above resolutions, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary documents, declarations, certificates and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with any of the foregoing matters and to sign, issue and dispatch all such documents and notices and do such acts as may be necessary for carrying out the aforesaid purposes and giving full effect to the above resolutions, including entering the details of any investments made by the Company in TEL in the register of investment in associated companies maintained at the Company's registered office, and provided that if the Company seal is affixed unto any document or instrument, the same shall be executed on behalf of the Company by the Managing Director & Chief Executive Officer.

**FURTHER RESOLVED THAT**, the Managing Director & Chief Executive Officer, Chief Financial Officer and the Secretary of the Company be and are hereby authorized to delegate, in writing, by power of attorney or otherwise, all or any of the above powers in respect of the foregoing to any other officials of the Company as they may deem appropriate.

**FURTHER RESOLVED THAT**, the Company Secretary be and is hereby authorized to provide a certified true copy of these resolutions to whomever it may concern.

**Item 03 of Agenda**

To consider and, if thought fit, approve the circulation of Company's annual audited financial statements through QR enabled code and weblink as part of notice of Annual General Meeting by passing, with or without any modifications, additions or deletions, the following resolution as special resolution.

**SPECIAL RESOLUTION**

**RESOLVED THAT** the consent and approval of the members of Fauji Fertilizer Company Limited (FFC) be and is hereby accorded and the Company be and is hereby authorized to circulate its annual audited financial statements to its members through QR enabled code and weblink as part of the notice of Annual General Meeting.

**FURTHER RESOLVED THAT** the Company be and is hereby authorized to discontinue the circulation of annual financial statements through CD/DVD/USB.

**AND FURTHER RESOLVED THAT** the Company Secretary be and is hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution.

**Instructions for Poll**

1. Please indicate your vote by ticking (✓) the relevant box.
  2. In case if both the boxes are marked as (✓) your poll shall be treated as "Rejected".
- I/We hereby exercise my / our vote in respect of above-mentioned special resolutions through postal ballot by conveying my / our assent or dissent to the said resolutions 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.	Special Resolution as per Agenda # 2 (as given above)			
2.	Special Resolution as per Agenda # 3 (as given above)			

Signature of shareholder(s) / Proxy holder  
 (In case of corporate entity, please affix Company stamp.)

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

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

**NOTES:**

1. Duly filled Postal Ballot Form should be sent to Chairman at Fauji Fertilizer Company Limited, 156 The Mall, Rawalpindi Pakistan or through email at [general.meetings@ffc.com.pk](mailto:general.meetings@ffc.com.pk)
2. Copy of CNIC /Passport (incase of foreigner) should be enclosed with the Postal Ballot Form
3. Postal Ballot Forms should reach chairman of the meeting till 5:00 pm. 22 November 2023. Any Postal Ballot Form received after this date, will not be considered for voting.
4. Signature on Postal Ballot Form should match with signature on CNIC / Passport.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written Ballot Form will be rejected.
6. In case of representative of a body corporate, corporation or Federal Government the Ballot Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, Power of Attorney, Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having Jurisdiction over the member. Ballot Paper Form has also been placed on the website of the company at [www.ffc.com.pk](http://www.ffc.com.pk).







5	متعلقہ گنتی یا اس سے وابستہ انٹرنیٹنگ کے سلسلے میں سرمایہ کاری کی صورت میں جس کا شروع نہیں کیا ہے، مزید مطلوبہ ت کے بعد دستی، (i) مخصوصہ کی تفصیل اور تصور کے بعد اس کی تاریخ؛ (ii) شروع ہونے کی تاریخ اور کاروبار کی تکمیل کی تاریخ؛ (iii) روہنت جس تک اس طرح کا منصوبہ تجارتی طور پر کام کرے گا۔ (iv) متعلقہ وقت جس تک پروڈیکٹ سرمایہ کاری پر دستی کی ادائیگی شروع کر دے گا اور (v) پروڈیوزر، سپائسرز، متعلقہ گنتی یا اس سے وابستہ انٹرنیٹنگ کی طرف سے سرمایہ کاری کی گئی یا سرمایہ کاری کی جائے والی رقم مقدار اور غیر نقد رقم کے درمیان فرق کرنے کے ہونے کی روشنی میں افشادات
6	زیادہ سے زیادہ سرمایہ کاری کی جائے گی۔ TEL میں کوئی براہ راست نقد سرمایہ کاری نہیں کی جارہی ہے اور منظوری صرف FFC کے متعلقہ اثاثوں پر pari passu چارج کی فراہمی یا قرض دہندگان یا چیکس، بانوائی اداروں کو درجہ دیگر سیکورٹی سے متعلق ہے۔ FFC کی طرف سے اپنے متعلقہ اثاثوں پر چارج کی زیادہ سے زیادہ رقم (مارچن سیت 3.5USD ملین
7	مقررہ سرمایہ کاری کرنے والی گنتی اور اس کے اراکین کو اس طرح کی سرمایہ کاری اور سرمایہ کاری کی مدت سے حاصل ہونے والے فائدہ۔
8	سرمایہ کاری کے لیے استعمال کیے جانے والے فنڈز کے ذرائع جہاں قرضے لیے گئے فنڈز کا استعمال کرتے ہوئے سرمایہ کاری کا ارادہ ہے، (i) قرضے کے ذریعے سرمایہ کاری کا جائزہ، (ii) ایسے فنڈز کے حصول کے لیے ضمانت، فراہم کردہ ضمانتوں اور گروٹی رکھے گئے اثاثوں کی تفصیل، اور (iii) آگے کے فائدہ کا تجزیہ۔
9	بجز سرمایہ کاری کے حوالے سے متعلقہ گنتی یا متعلقہ انٹرنیٹنگ کے ساتھ معاہدے (معاہدے) کی فراہمی یا خصوصیات، اگر کوئی ہوتو۔
10	متعلقہ گنتی یا اس سے وابستہ انٹرنیٹنگ یا ذریعہ فورٹین دین میں ڈائریکٹرز، سپائسرز، انڈیکسٹرز، شیئرز، ہولڈرز اور ان کے رشتہ داروں کا بارہ راست یا غیر مباشرتہ طور پر انگریزی ہو۔
11	اگر متعلقہ گنتی یا اس سے وابستہ انٹرنیٹنگ میں کوئی سرمایہ کاری پیلے پی کی جا چکی ہے تو، ایسی سرمایہ کاری کی کارکردگی کو جائزہ بشمول مکمل معلومات کسی بھی خرابی یا راجع آف کا جائزہ۔
12	بین دین کو سمجھنے کے لیے ممبران کے لیے ضروری کوئی اور اہم تفصیلات۔
13	قرضوں، بینڈیوں اور ضمانتوں کی صورت میں سرمایہ کاری کی صورت میں افشادات؛ زمرہ دار سرمایہ کاری کی رقم۔
14	سرمایہ کاری کرنے والی گنتی کی قرض لینے کی اوسط لاگت، متعلقہ مدت کے لیے مارجن ایئر، ایک آف زوریت (KIBOR)، شروع کے مطابق منصوبہ مدت کے لیے شرح منافع اور غیر فنانسڈ ہولڈیوں کے لیے شرح منافع، جیسا کہ معاملہ ہو، متعلقہ مدت کے لیے۔
15	سود کی شرح، مارک اپ، منافع، ٹیکس یا ٹیکسوں وغیرہ سرمایہ کاری کرنے والی گنتی کے ذریعہ وصول کی جائے گی۔
16	بجز سرمایہ کاری کے سلسلے میں کوئی لین یا سیکورٹی کی تفصیلات حاصل کی جائیں۔
17	اگر سرمایہ کاری میں تبادلوں کی خصوصیت ہوتی ہے یعنی یہ سیکورٹیز میں ہونے کے قابل ہے، یہ حقیقت شراکتہ یا حصہ داروں کے تبادلوں کا نفاذ، وہ حالات جن میں تبادلوں کا عمل ہو سکتا ہے اور وقت جب تبادلوں کا استعمال کیا جاسکتا ہے۔
18	قرض کی ادائیگی کا شیڈول اور شراکتہ و معاہدہ یا متعلقہ گنتی یا اس سے وابستہ انٹرنیٹنگ کو دیکھ جانے والے قرضے

کمپنیوں کے مطابق معلومات (ایسی ہیڈ لائنیں یا ایسی ہیڈ لائنیں گنتیوں میں سرمایہ کاری) ریکورڈ 2017۔

ذات پرفارمنس اور جوائنٹ ففک کے CEO اور MD ہیں اور TEL میں ڈائریکٹرز بھی رکھتے ہیں۔

سید عارف علی ففک کے ملازم ہیں اور TEL میں ڈائریکٹرز بھی رکھتے ہیں۔

مزید برآں، ڈائریکٹرز کے ساتھ ساتھ HUBCO کے بورڈ میں بطور ڈائریکٹرز خدمات انجام دے رہے ہیں۔

گنتی کے ذریعہ بین الاقوامی بیانات کے ساتھ ساتھ ڈیٹا سٹیمون زورین سالانہ یا تری مینٹ EOGMI میں معاہدے کے لیے اراکین کو متیار کرانے جائیں گے۔

کمپنی ریکارڈ 2017 کے سیکشن 2199 (ایسی ہیڈ لائنیں یا ایسی ہیڈ لائنیں گنتیوں میں سرمایہ کاری) ریکورڈ 2017 کے مطابق اعلامیہ

ڈائریکٹرز کو متیار نہیں کرتے ہیں کہ انہوں نے ممبران کی منظوری کے لیے تجویز کرنے سے پہلے مجوزہ سرمایہ کاری کے لیے ضروری مستعدی سے کام لیا ہے۔

مستعدی، پورٹ کی شرح طور پر خطا شدہ ضمانتوں اور ایس ایم میں معاہدے کے لیے اراکین کو متیار کرنا جائیں گی۔

کمپنی ریکارڈ 2017 کے سیکشن 134 کے مطابق بیان۔ اپنیز کے 03

سالانہ جنرل میٹنگ کے نوٹس کے تحت کے طور پر QR فعال ہوا اور بینک کے ذریعے کئی سالانہ ڈیٹا شدہ یا تری مینٹ کی گزشتہ

ایس ایم ایس پی، ایس ایم ایس کے ذریعے 389 (1) 2023 مورخہ 21 مارچ 2023 نے لہذا کمپنیوں کو اجازت دینی ہے کہ وہ اپنے ممبران کو سالانہ ڈیٹا شدہ یا تری مینٹ اور QR فعال ہوا اور بینک (CD/DVD/USB کے بجائے) کے ذریعے کمپنیوں، جس میں مخصوص یا ننگان کی منظوری سے شروع ہوا عام اجلاس، جنٹیل ٹریڈر، صدر، جنرل ممبران اور EOGMI میں اراکین کے سامنے کسی ترمیم، اضافے یا حذف کے ساتھ یا اس کے بغیر خصوصی قرارداد کے طور پر منظوری کے لیے پیش کی جاسکتی۔

### ڈائریکٹرز کی دلچسپی

ڈائریکٹرز کو مخصوص کاروبار کو لینا چاہیے نہیں ہے خواہ وہ اور اس سے وابستہ ہو یا خواہ اس سے وابستہ نہیں ہیں ان کے شیئرز ہولڈنگ کی حد کے



