



**FAUJI FERTILIZER COMPANY LIMITED**



## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting (EGM) of the shareholders of Fauji Fertilizer Company Limited ("Company") will be held at FFC Head Office, 156 The Mall, Rawalpindi at 1000 hours on Friday, October 08, 2021 to transact the following business:-

### **Ordinary business**

1. To confirm the minutes of Extraordinary General Meeting held on July 27, 2021.

### **Special Business**

2. To elect Directors of the Company for a period of three years commencing from 16 October 2021 to 15 October 2024 in terms of Section 159 of the Companies Act, 2017.
  - a. Pursuant to Section 159(1) and (2)(a) of the Companies Act, 2017, the Directors through a Resolution dated 17 August 2021, have fixed the number of Directors at 12 (Twelve).
  - b. Pursuant to Section 159(2)(b) of the Companies Act, 2017, names of the retiring Directors are:-
    - (1) Mr. Waqar Ahmed Malik
    - (2) Lt Gen Tariq Khan, HI(M) (Retd)
    - (3) Dr. Nadeem Inayat
    - (4) Mr. Farhad Shaikh Mohammad
    - (5) Mr. Saad Amanullah Khan
    - (6) Ms. Maryam Aziz
    - (7) Maj Gen Naseer Ali Khan (Retd)
    - (8) Mr. Qamar Haris Manzoor
    - (9) Mr. Peter Bruun Jensen
    - (10) Maj Gen Ahmad Mahmood Hayat (Retd)
    - (11) Syed Bakhtiyar Kazmi
    - (12) Mr. Shoaib Javed Hussain
    - (13) Dr. Hamid Ateeq Sarwar

### **Other business**

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

By Order of the Board

**Brig Asrat Mahmood (Retd)**  
Company Secretary

Rawalpindi  
September 16, 2021

### **E-Voting**

Members can exercise their right to poll subject to meeting of requirement of Section 143-145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.

### **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**

1. The share transfer books of the Company will remain closed from October 02, 2021 to October 08, 2021 (both days inclusive) for the Extraordinary General Meeting.
2. 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.

**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**

- i. 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 videos 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 pandemic.
- ii. 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 by October 05, 2021 at the email shares@ffc.com.pk.
- iii. The video link of meeting shall be sent to the members on their registered email addresses.
- iv. 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.

- v. Members registered on CDC are also requested to bring their particulars, I.D. Numbers and account numbers in CDS.
- vi. 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.

**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. 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.

**3. 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 General 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 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

- 4. For any further assistance, the members may contact the Company or the Share Registrar at the following phone numbers, 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)

5. **Provision of International Banking Account Number (IBAN Detail)**

“Under the provisions of Section 242 of the Companies Act, 2017 and SECP’s Circular No. 421(I) 2018 dated March 19, 2021, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders. Further, vide its letter dated March 19, 2021, SECP has directed all the listed companies to pursue its shareholder to obtain International Bank Account Number (IBAN) details.

In this context, in order to receive dividends directly into their bank account, shareholders having shareholding in physical form are requested to provide their IBAN details duly signed along with a copy of CNIC to the Registrar of the Company CDC Share Registrar Services Limited, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shahra-e-Faisal Karachi-74400. Shareholder having shareholding in book entry form in CDS are advised to submit their IBAN details directly to relevant broker/participant/CDC Investor Account Services.”

6. **Conversion of Physical Securities into Book Entry Form**

As per Section 72 of the Companies Act, 2017 every listed company is required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act, i.e., May 30, 2017. Further, vide its letter dated March 26, 2021, SECP has directed all the listed companies to pursue its shareholder for conversion of their physical securities into book entry form.

In light of the aforementioned directives, the Shareholders having physical shareholding are encouraged to open CDC account with CDS participant/CDC Investor Account Services and convert their existing physical securities into book entry form.

7. **Statement made under Section 166(3) of The Companies Act, 2017 In Respect of Appointment of Independent Directors**

Any person who is eligible under section 153 and meet the criteria under section 166(2) of the Companies Act, 2017, may submit nomination to be elected as independent directors. However, it is noteworthy to mention here that independent directors shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017. Final list of contesting directors will be published in Newspapers not later than seven days before the date of the said meeting in terms of section 159(4). Further, website of the company will also be updated with the required information for each Director. No directors have direct or indirect interest in the above said business except they may consent for election of directors accordingly.