Notice of Extra-Ordinary General Meeting of Fatima Fertilizer Company Limited

The honourable Lahore High Court, Lahore vide order dated 12.07.2019 passed in C.O. No. 42998/2019, has been pleased to direct to hold the Extra-Ordinary General Meeting ("**EOGM**") of the members of Fatima Fertilizer Company Limited ("**Company**") and Fatimafert Limited ("**FFL**") to consider and if thought fit approve, adopt and agree to the Scheme of Compromises, Arrangements and Reconstruction and to pass or otherwise the following resolution with or without modification.

"*Resolved that pursuant to the orders of the Honourable Lahore High Court, Lahore and the provisions of Sections 279 to 283 read with section 285 of the Companies Act, 2017, and subject to any requisite approvals, sanctions, consents, observations and no objection as may be applicable, approval be and is hereby accorded for the Scheme of Amalgamation ("the Scheme"), approved by the Board of Directors and circulated to the members of the Company, for amalgamation of Fatimafert Limited ("FFL") with and into the Company by transfer to and vesting in the Company the whole of business and undertaking of FFL.*"

In compliance to the above order of the honourable Court, the undersigned Appointees/Co-Chairpersons issue and serve this **NOTICE** that the EOGM of the members of the Company will be held on 23.08.2019 at Avari Hotel, 87 Shahrah-e-Quaid-e-Azam, Lahore at 11:30 A.M.

Mr. Usman Nasir
Advocate
Room No. 102, Fareed Tower,
19 Temple Road, Lahore.

Ch. Zulfiqar Ali
Advocate
Hussain Plaza, 2nd Floor, 13
Fane Road, Lahore.

Notes: 31.07.2019

1. The statement under section 281 of the Companies Act, 2017 ("**Act**") read with the statement of material facts under section 134(3) of the Act ("**Statement**") setting forth, *inter alia*, the terms of the Compromises, Arrangements and Reconstruction and explaining its effect, along with a copy of the Scheme of Compromises, Arrangements and Reconstruction are being circulated along with the Notice of the EOGM to the members and other person(s), entitled to receive the Notice of the EOGM.

2. Copies of the Scheme of Compromises, Arrangements & Reconstruction under section 279 to 283 and 285 of the Act, recent audited accounts of the Company along with the necessary financial details, memorandum and articles of association, requisite approvals and any other related information/documents may also be inspected/procured during the business hours on any working day at the Registered Office of the Company at E-110 Khayaban-e-Jinnah, Lahore Cantt. Lahore from the date of publication of this Notice till the conclusion of the EOGM. In case of any difficulty, the same should be immediately brought to the notice of the mentioned Co-Chairpersons.

3. A member eligible to attend and vote at this meeting may appoint another member as proxy to attend and vote in the EOGM. Proxies in order to be effective must be received by the Company at the Registered Office not later than 48 hours before the time for holding the EOGM.

4. The members register will remain closed from 17.08.2019 till 23.08.2019 (both days inclusive).

Fatima Fertilizer Company Limited
Company Secretary

FATIMA FERTILIZER COMPANY LIMITED ★ LAHORE