



## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 3<sup>rd</sup> Extraordinary General Meeting of the shareholders of FFBL Power Company Limited will be held at 10:30 hrs on 4<sup>th</sup> October, 2022 at FFBL Tower, C1/C2, Sector-B, Jinnah Boulevard, Phase-2, DHA, Islamabad to transact the following business:

### ORDINARY BUSINESS

1. To confirm the minutes of the 8<sup>th</sup> Annual General Meeting held on 25 March, 2022.
2. To waive the twenty-one (21) days' notice period requirement for convening the Extraordinary General Meeting and for the special resolutions hereunder and to approve the one day reduced notice period in lieu thereof.

### SPECIAL BUSINESS

3. To pass the following resolutions as Special Resolutions with or without any amendments, modifications or alterations: -
  - i) **“RESOLVED THAT**, subject to the approval by special resolution of the shareholders in terms of Section 199 of the Companies Act, 2017 (**“2017 Act”**) and to the receipt of requisite regulatory and existing lender approvals, the Company be and is hereby authorised to:
    - (a) invest as equity investment in Fauji Foods Limited (**“FFL”**) by subscribing up to 400,000,000 (four hundred million) Ordinary Shares at a par value of PKR 10 each offered as other than right shares to the Company by FFL as communicated on 22 September 2022 and, provided that the aggregate amount to be invested in the shares of FFL by the Company under the authority of this Resolution shall not exceed the sum of PKR 4,000,000,000/- (Rupees Four Billion only) (**“Proposed Investment”**) and undertake to retain the shares in FFL following the Proposed Investment for a period of at least two years in compliance with the provisions of the Companies (Further Issue of Shares) Regulations, 2020;
    - (b) enter into any agreement(s) and any amendment(s) thereto with FFL in relation to the Proposed Investment;
    - (c) obtain Additional Long Term Finance Facilities (**“ALTFF”**) in the aggregate amount of PKR 4,000,000,000/- (Pak Rupees Four Billion only) from any bank / financial institution operating in Pakistan



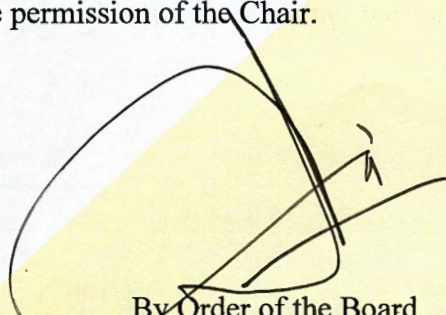
- (“**Financiers**”) for the purposes of the Proposed Investment and enter into any agreement(s) and any amendments thereto for the purpose;
- (d) in relation to the existing Long Term Syndicate Loan Facility (“**LTSLF**”) of PKR 12,501,559,569 (Pak Rupees Twelve Billion, five hundred and one million five hundred and fifty nine thousand five hundred and sixty nine only);
- (i) negotiate, finalize and enter into any and every contract required with existing lenders for repayment / sell down or any other mode of settlement / reprofiling / reduction / change under existing loan agreements or otherwise for repricing of LTSLF with a view to reduction in finance cost and restructuring security; and / or
  - (ii) negotiate, finalize and enter into any and every contract required for forming a new consortium of lenders / replace any existing members with a new member / change the share of any member in place as required with a view to reduction in finance cost and restructuring security; and / or
  - (iii) obtain any waivers, consents and approvals from the LTSLF lenders in relation to the Proposed Investment and the ALTFF.
- (e) create / procure the creation of all forms of securities / collateral (including issuing guarantees) as may be required by the financiers (the “**Securities**”) in respect of the Facilities (the existing LTSLF and ALTFF) for the purposes of the Proposed Investment;
- (f) seek all necessary approvals from regulatory authorities, including without limitation, from the Securities and Exchange Commission of Pakistan (“**SECP**”) and National Electric Power Regulatory Authority (“**NEPRA**”) as may be required by law in respect of the Proposed Investment and execute and file all applications, letters and other instruments necessary to achieve the said purpose; and
- (g) make the necessary disclosures and intimations to the SECP, the Pakistan Stock Exchange (“**PSX**”) and FFL under all applicable laws, including without limitation, under the Securities Act, 2015 (“**Securities Act**”) and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (“**Takeover Regulations**”).
- ii) **FURTHER RESOLVED** that the directors of the Company while presenting the special resolutions shall certify to the members of the Company that they have carried out necessary due diligence for the proposed investment in FFL before recommending it for members’ approval.

- iii) **FURTHER RESOLVED THAT** the Chief Executive Officer and Company Secretary are hereby authorized to singly and jointly 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 the Relevant Contracts and all other 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 FFL in the register of investment in associated companies maintained at the Company's registered office.
- iv) **FURTHER RESOLVED THAT** the Chief Executive Officer and Company Secretary of the Company be and are hereby singly and jointly 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 deemed appropriate and that the Chief Executive Officer, FPCL shall take all other actions incidental, necessary and related to said investment and to complete associated statutory corporate actions under the provisions of the Companies Act, 2017, NEPRA Act, 1997, Securities Act, 2015 and the Takeover Regulations and all other applicable laws, including filing the necessary forms, applications, documents, information, representations, intimations and disclosures with the relevant regulatory authorities.
- v) **FURTHER RESOLVED THAT** the Chief Executive Officer and Company Secretary be and are hereby authorized to seek all approvals from regulatory authorities, including without limitation, the Securities and Exchange Commission of Pakistan ("SECP"), National Electric Power Regulatory Authority ("NEPRA") as may be required by law in respect of the proposed investment and execute and file on behalf of FPCL all applications, letters and other instruments necessary to achieve the said purpose;
- vi) **RESOLVED FURTHER** that Mr. Muhammad Nauman Younus, Mr. Shahid Saud Ul Hassan Mr. Abdul Khaliq, Mr Anees Afzal and Mr. Bashir Muhammad, for the purposes of the LTSLF and the ALTFF, be and are hereby singly and jointly authorized to:

- (i) Negotiate, sign, execute and deliver all agreements and documents pertaining to the Facilities, all security documents and agreements and all other agreements, contracts, instruments, guarantees, applications and documents as may be necessary for the purposes of the Facilities and/or the Securities and, in each case, any amendments / supplementals / novations thereto;
- (ii) Present or to further authorize the presentment of all necessary documents, as required, for registration with the SECP and / or relevant registrar for registration of those documents that are required to be duly registered or authenticated and the vacation of any existing charges; and
- (iii) Do all such acts, matters and things as may be necessary or incidental for carrying out the purposes aforesaid and giving full effect to the above resolutions.”

**OTHER BUSINESS:**

3. Notice of interest under Regulation 4(1) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.
4. To transact any other business with the permission of the Chair.



By Order of the Board  
FFBL Power Company Limited Islamabad  
Lt Col Ali Siddiq (Retd)

**Notes:**

1. Members are advised to intimate any change in their registered address and the shareholders who have not yet submitted photocopies of their Computerized National Identity Cards (CNIC) are requested to send the same at the earliest.
2. In case of a corporate entity, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be submitted to the Company along with the proxy form unless the same has been provided earlier.
3. The Notice of EOGM have been uploaded on the website of the Company which can be downloaded from the following link: [www.fpcl.com](http://www.fpcl.com)
4. Statement Pursuant to Section 134(3) of the Companies Act, 2017 is annexed to this notice as Annexure-A.

**Statement of Material Facts under Section 134 of the Companies Act, 2017**

**Statement Pursuant to Section 134(3) of the Companies Act, 2017**

Pursuant to Section 134(3) of the Companies Act, 2017, this statement sets forth the material facts concerning the special business to be transacted at the Extraordinary General Meeting of the Company to be held on 3<sup>rd</sup> October, 2022.

Approval of the shareholders of the Company is required in respect of:

**Investment in Fauji Foods Limited (FFL) against issuance of shares other than right**

In order to meet investment needs owing to business plans, working capital requirements and improvement in the financial health of FFL, subject to the approval of the Securities and Exchange Commission of Pakistan under Section 83(1)(b) of the Companies Act, 2017 (the "2017 Act") and compliance with all applicable legal requirements, FFL has proposed to issue and allot to the Company 400,000,000 number of shares at PKR 10/share i.e., at par, by way of fresh issue of capital other than right.

In order to provide the required financial support, FFL has requested the Company to invest in FFL by subscribing to up to 400,000,000 Ordinary Shares at a par value of PKR 10 each, offered as other than right shares to the Company by FFL as communicated on 22 September 2022 and, provided that the aggregate amount to be invested in the shares of FFL by the Company under the authority of this Resolution shall not exceed the sum of PKR 4,000,000,000/- (Rupees Four Billion only).

The Company has an existing Long Term Syndicate Loan Facility ("LTSLF") of PKR 12,501,559,569 (Pak Rupees Twelve Billion, five hundred and one million five hundred and fifty nine thousand five hundred and sixty nine only) from a syndicate of banks.

For the purposes of the proposed investment, the Company will obtain Additional Long Term Finance Facilities ("ALTFF") in the aggregate amount of PKR 4,000,000,000/- (Pak Rupees Four Billion only) from any bank / financial institution operating in Pakistan ("Financiers"). Further, the Company will create security in relation to the ALTFF.

In order to acquire the shares in FFL and obtain the ALTFF (and create the necessary security), the Company will require the necessary approvals from the LTSLF lenders and may require necessary amendments to the LTSLF finance facilities and security structure for the purpose.]

As a licensee, the Company will require approval of NEPRA for the acquisition of shares in FFL under the Licensing (Generation) Rules, 2000. Further, as the Company is acquiring [14.52%] shares of FFL, a listed company, the Company is required to intimate FFL, the SECP and the PSX of the subscription to shares under the Securities Act, 2015 and the

Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 following the subscription.

Following the recent amendments in the Companies (Further Issue of Shares) Regulations, 2020 vide S.R.O. 1754 (I)/2022 dated 16 September 2022, the Company is required to retain the shares in FFL for a period of at least two years. Further, the Company must not have any overdues or be in default.

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

Name of associated company along with criteria based on which the associated relationship is established	Fauji Foods Limited (FFL)  Fauji Fertilizer Bin Qasim Limited (the "Parent Company or FFBL") i.e. the corporate parent (holder of 75% of shares) of FPCL holds 71.63% of the issued and paid-up capital of FFL									
Earnings per share for the last three years	<table border="1"> <thead> <tr> <th>Year</th> <th>EPS</th> </tr> </thead> <tbody> <tr> <td>2021</td> <td>(PKR 1.60)</td> </tr> <tr> <td>2020 (Restated)</td> <td>(PKR 3.92)</td> </tr> <tr> <td>2019</td> <td>(PKR 10.74)</td> </tr> </tbody> </table>		Year	EPS	2021	(PKR 1.60)	2020 (Restated)	(PKR 3.92)	2019	(PKR 10.74)
Year	EPS									
2021	(PKR 1.60)									
2020 (Restated)	(PKR 3.92)									
2019	(PKR 10.74)									
Break-up value per share, based on latest audited financial statements	PKR 2.2/- Per Share									
Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Long term Loan PPE Short term borrowings Sales Cost of sales Loss	6,100 Million 8,505 Million 1,934 Million 8,586 Million 7,665 Million 1,253 Million								
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	Not Applicable.									

<p>iv) expected time by which the project shall start paying return on investment</p> <p>v) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts</p>	
<p><b>General Disclosures:</b></p>	
<p>Maximum amount of investment to be made</p>	<p>PKR 4,000,000,000.</p>
<p>Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment</p>	<p>Being the shareholder of FFL, the returns accruing from improvement in the financial condition of FFL will bring additional revenue stream in the form of dividends and will result in a positive impact on FPCL. The investment will enable the Company to diversify its portfolio by entering into the food sector.</p>
<p>Sources of funds to be utilized for investment 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 will be funded through borrowing as noted above.</p> <p>The forecast results of investment based on valuation from group are determined to be profitable. The future cash flows (via dividends and capital gains via share price appreciation) as per due diligence report outweigh financing cost in the long term.</p> <p>The collateral for borrowing shall be in line prevailing market practice and regulations of State Bank of Pakistan and shall include but not limited to charge of lenders over company assets with at least 25% margin and mortgage of immovable properties to the extent of funding amount with margin.</p> <p>The company plans to invest PKR 4 billion which shall be retained as asset in company books. The Company shall obtain an entry into food business with a diversified business portfolio. The dividends and capital gains</p>

	accruing as a result of investment after year three of investment in the longer term are foreseen to outweigh cost of funds.
Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	Not applicable
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	Nothing other than as a shareholders / representatives of shareholders. The representative common directors are; 1. Mr Sarfaraz Ahmed Rehman 2. Mr Arif Ur Rehman 3. Dr Nadeem Inayat
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 not previously invested in FFL.
Any other important details necessary for the members to understand the transaction	The regulatory approvals / requirements and the approvals required in relation to the LTSLF have been identified above.
<b>Disclosure in case of equity investment:</b>	
Maximum price at which securities will be acquired	Rs 10 per share
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;	The valuation determined by group based on earnings growth, Board approved business plan and cashflow projections is higher than the market price reflected at stock exchange. Further stock exchange value is deemed to be depressed due to current market situation.
maximum number of securities to be acquired	Up to 400,000,000 Ordinary Shares.
number of securities and percentage thereof held before and after the proposed investment	Before investment: None.  After investment: up to 400,000,000 Ordinary Shares constituting up to [14.5%] of the then issued and paid-up capital of FFL.
current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	Current share price on 22 Sep 2022: Rs 6.22 per share 12 weeks average price: Rs 6.63 per share
fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Not applicable.



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

The following sponsors and directors of the Company are also members of FFL:

4. Mr Sarfaraz Ahmed Rehman
5. Mr Arif Ur Rehman
6. Dr Nadeem Inayat

**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 of FFL for the Proposed Investment, which is justified in light of the financial health of FFL.

The duly signed recommendations of the due diligence report together with the latest audited financial statements of FFL shall be made available to the members for inspection in the EOGM.

پراکسی فارم  
غیر معمولی اجلاس عام

کمپنی سیکریٹری  
ایف ایف بی ایل پاور کمپنی لمیٹڈ  
ایف ایف بی ایل ٹاور، سی 1 / سی 2، سیکٹر جی، جناح بلیوارڈ، II ڈی ایچ اے،  
اسلام آباد

میں / ہم \_\_\_\_\_ بحیثیت ممبر (ز) ایف ایف بی ایل پاور کمپنی لمیٹڈ اور حامل \_\_\_\_\_ عام  
حصص رجسٹرڈ فولیو نمبر \_\_\_\_\_ محترم / محترمہ \_\_\_\_\_ رجسٹرڈ فولیو نمبر (اگر  
ممبر ہے) \_\_\_\_\_ یا انکے حاضر نہ ہوسکنے کی صورت میں محترم / محترمہ \_\_\_\_\_  
کو \_\_\_\_\_ اپنی / ہماری عدم موجودگی میں کمپنی کے 25 اگست 2022 کو رجسٹرڈ فولیو نمبر (اگر ممبر ہے)  
ہونے والے غیر معمولی اجلاس عام میں شرکت کرنے، حق رائے دہی استعمال کرنے یا کس بھی التواء کی  
صورت میں اپنا / ہمارا بطور نمائندہ (پراکسی) مقرر کرتا ہوں / کرتے ہیں۔

میرے / ہمارے دستخط آج بتاریخ \_\_\_\_\_ 2022 ہونے۔

پانچ روپے کی ریونیو ٹکٹ  
چسپاں کریں

دستخط  
دستخط کا کمپنی میں موجود دستخطی نمونے سے مشابہت ہونا ضروری ہے

یہ دستخط درج ذیل گواہان کی موجودگی میں کئے گئے

دستخط گواہ - 1

دستخط گواہ - 2

اہم نکات:

1- پراکسی مقرر کرنے کیلئے یہ دستاویز مقرر کرنے والے یا اسکے نمائندے کے ہاتھ سے پڑکی  
جاتی چاہیئے یا اگر مقرر کنندہ کارپوریشن (کمپنی) ہے تو دستاویز پر کمپنی کی مہر ہو یا کمپنی کے نمائندہ کے  
ہاتھ سے پڑکی جائے۔ ایسے کسی بھی شخص کو پراکسی مقرر نہیں کیا جا سکتا جو ووٹ ڈالنے کی اہلیت کا  
کارپوریشن (کمپنی) کے جو کسی غیر ممبر کو پراکسی مقرر کرسکتی حامل کمپنی کا ممبر نہ ہو، ماسوائے  
ہے۔

2- یہ پراکسی / دستاویز اور پاور آف اٹارنی یا دیگر اختیار (اگر کوئی ہے) جن کے تحت یہ پراکسی  
دی جارہی ہے کی تصدیق شدہ نقل اجلاس کے انعقاد، جس میں نامزد شخص ووٹ ڈالنا چاہتا ہے، سے کم از کم  
48 گھنٹے قبل کمپنی کے دفتر میں موصول ہونی چاہیئے۔ بصورت دیگر دستاویز کالعدم قرار دے دی جائے  
گی۔

**Form of Proxy**

**Extraordinary General Meeting**

The Company Secretary  
FFBL Power Company Limited  
FFBL Tower, C1/C2, Sector-B,  
Jinnah Boulevard, DHA-II,  
Islamabad.

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a Member(s) of  
FFBL Power Company Limited, holder of \_\_\_\_\_ ordinary shares as per registered Folio No.  
\_\_\_\_\_ hereby appoint Mr. / Mst. \_\_\_\_\_ Folio No (if member)  
\_\_\_\_\_ of \_\_\_\_\_ or failing him/her Mr. / Mst \_\_\_\_\_ Folio No (if  
member) \_\_\_\_\_ of \_\_\_\_\_ as my / our proxy in my / our absence to attend  
and vote for me / us, and on my / our behalf at the Extraordinary General Meeting of the Company  
to be held on October 4, 2022 and at any adjournment thereof.

Signed under my/our hand this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

Affix Revenue Stamp of Rs. 5/-
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Signature should  
agree with the  
specimen signature  
registered with the  
Company

Signed in the presence of:

\_\_\_\_\_  
Signature of Witness-1

\_\_\_\_\_  
Signature of Witness-2

Notes:

1. This instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation either under the common seal or under the hand of an official or attorney so authorized. No person shall be appointed as proxy who is not a member of the Company qualified to vote except that a corporation being a member may appoint a person who is not a member.
2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarized copy of such power of attorney shall be deposited at the office of the Company not less than 48 (forty eight) hours before the time for holding the meeting at which the person named in the instrument purposes to vote, and in default the instrument of a proxy shall not be treated as valid.