



engro fertilizers

Engro Fertilizers Limited
6th Floor, Harbor Front Building
Marine Drive, Block 4, Clifton
Karachi, Pakistan

T +9221 111 211 211

March 25, 2025

The General Manager
Pakistan Stock Exchange
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: RESOLUTIONS PASSED AT THE 16TH ANNUAL GENERAL MEETING OF ENGRO FERTILIZERS LIMITED

Dear Sir / Madam,

Please find enclosed herewith the resolutions passed by the Members at the 16th Annual General Meeting of Engro Fertilizers Limited held on March 24, 2025. You may circulate the same amongst the TRE Certificate Holders of the Exchange accordingly.

Sincerely Yours,

For and on behalf of
ENGRO FERTILIZERS LIMITED

DANISH RAZA
Company Secretary

Copied to:

Director / HoD
Listed Companies Department, Supervision Division
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue, Blue Area
Islamabad



1. **To approve Company's Audited Financial Statements for the year ended December 31, 2024 and the Directors' and Auditor's Reports thereon and the Chairman's Review Report.**

“RESOLVED THAT the Annual Audited Financial Statements, both standalone and consolidated, of the Company for the year ended December 31, 2024 together with the Directors', Auditor's and the Chairman's Review Reports, Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019 and Auditor's Review Report on the Compliance Statement thereon, be, and are hereby approved.”

2. **To declare and approve, as recommended by the Board, the payment of a Final Cash Dividend.**

“RESOLVED THAT, in addition to the interim cash dividend of PKR.13.50 per share already declared and paid during the year, the final cash dividend for the year ended December 31, 2024 at the rate of PKR. 8.00 per share (80%), be and is hereby declared payable to those shareholders whose names appeared in the Register of Members of the Company on March 17, 2025, as recommended by the Directors.

3. **Appointment of Auditors for the year 2025 and to fix their remuneration.**

“RESOLVED THAT Messers, A. F. Ferguson & Co., Chartered Accountants, be and are hereby re-appointed as external Auditors of the Company for a term ending at the conclusion of the next Annual General Meeting at a mutually agreed fee. In addition, any Federal or Provincial taxes and reimbursements of out-of-pocket expenses will be paid at actuals.”

4. **Appointment of Directors of the Company.**

RESOLVED THAT the persons named below are deemed to have been elected as Directors of the Company for a term of three years commencing from March 24, 2025:

1. Mr. Ahsan Zafar Syed
2. Mr. Asad Said Jafar
3. Ms. Farooq Barkat Ali
4. Mr. Ahmad Shakoor
5. Ms. Sadia Khan
6. Mr. Rizwan Khalil Sheikh
7. Mr. Mohammad Younus Dagha

5. **To consider and if deemed fit, pass with or without modification(s), addition(s) or deletion(s), the following Special Resolution(s) under Section 199 of the Companies Act, 2017, read with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 (as may be amended), as recommended by the Board of Directors of the Company:**



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“RESOLVED THAT, approval of the members of Engro Fertilizers Limited (the “Company”) is hereby accorded by way of special resolution (in accordance with Section 199 of the Companies Act, 2017 read with Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017) for the following acts by the Company:

- a. Approval for the Company to extend to its associated company, Engro Polymer & Chemicals Limited, an intercompany loan in the aggregate amount of up to Pak Rupee Five billion (PKR 5,000,000,000) comprising of, inter alia, loans, advances and/or security in any form (including without limitation guarantees, government securities, cash, listed / unlisted securities etc.) on an arm’s length basis, in the form of a revolving line of credit valid for a period of one year from the date of the special resolution.
- b. Approval for the Company to extend to its holding company, Engro Corporation Limited, an intercompany loan in the aggregate amount of up to Pak Rupee Six billion (PKR 6,000,000,000) comprising of, inter alia, loans, advances and / or security in any form (including without limitation guarantees, government securities, cash, listed / unlisted securities etc.) on an arm’s length basis, in the form of a revolving line of credit valid for a period of one year from the date of the special resolution.

FURTHER RESOLVED THAT the Chief Executive Officer, Chief Financial Officer and / or Company Secretary of the Company be and are hereby authorized, any two jointly, to do all acts, deeds and things, take any and all necessary steps, to fulfill the legal, corporate and procedural formalities and file all necessary documents/returns as deemed necessary on this behalf and the matters ancillary thereto to fully achieve the object of the aforesaid resolutions.”