

NOTICE OF MEETING

Notice is hereby given that the 39th Annual General Meeting of the shareholders of Fauji Fertilizer Company Limited will be held at FFC Head Office, 156 The Mall, Rawalpindi on Wednesday, March 15, 2017 at 1100 hours to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of 38th Annual General Meeting held on March 17, 2016.
2. To consider, approve and adopt separate and consolidated audited financial statements of FFC together with Directors' and Auditors' Reports thereon for the year ended December 31, 2016.
3. To appoint Auditors for the year 2017 and to fix their remuneration.
4. To consider and approve payment of Final Dividend for the year ended December 31, 2016 as recommended by the Board of Directors.

SPECIAL BUSINESS

5. To get approval/consent from shareholders, as per SRO No. 470(1)/2016 dated May 31, 2016 issued by Securities and Exchange Commission of Pakistan (SECP), for the transmission of the annual audited accounts through CD/ DVD/USB instead of transmitting the said accounts in hard copies.
6. To consider and, if thought fit, pass the following resolutions as Special Resolution, with or without modification, to amend the Articles of Association of the Company in order to enable the, Video Conference facility, E-Voting mechanism as prescribed in the Companies (E-Voting) Regulations 2016 issued by the Securities & Exchange Commission of Pakistan (SECP) and proxy for e-voting:

SPECIAL RESOLUTION

Resolved that, subject to obtaining the requisite approvals, Articles of Association of the Company be and are hereby amended as following:-

(39) At least ten (10) Members entitled and present in person and representing not less than twenty five percent (25%) of the total voting power either on their own account or as proxies shall be the quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the quorum requisite is present at the commencement of the business.

- a. After Article 39, the following new Article 39A be inserted:

"The Company may provide video conference facility to its Members at places other than the town in which general meeting is taking place after considering the geographical dispersal of its Members, subject to the condition that Members collectively holding ten percent (10%) or more shareholding residing at a geographical location provide their consent to participate in the general meeting through video conference at least ten (10) days prior to the date of the general meeting. The Company shall arrange video conference facility in that city subject to availability of such facility in that city. The Company shall intimate to Members regarding venue of video conference facility at least five (5) days before the date of general meeting along with complete information necessary to enable them to access such

facility. The quorum as required under the Ordinance as well as Chairman of the general meeting shall be present at the place of the general meeting”.

- b.** After Article 54, the following new Article 54 A be inserted:
 “A Member may opt for e-voting in a general meeting of the Company under the provisions of the Companies (E-Voting) Regulations, 2016 (including any statutory modification thereof), as amended from time to time. In the case of e-voting, both Members and non-members can be appointed as proxy. The instruction to appoint execution officer and option to e-vote through intermediary shall be required to be deposited with the Company, at least ten (10) days before holding of the general meeting, at the Company’s registered office address or through email. The Company will arrange for e-voting if the Company receives demand for poll from at least five (5) members or by any member having not less than one tenth of the voting power.”

- c.** After Article 55, the following new Article 55 A be inserted:
 “An instrument of proxy in relation to e-voting shall be in the following form:
 I/We, _____ of _____, being a member of Fauji Fertilizer Company Limited, holder of _____ Share(s) as per Register Folio No. _____ hereby opt for e-voting through Intermediary and hereby consent to the appointment of Execution Officer _____ as proxy and will exercise e-voting

as per the Companies (E-Voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is _____, please send login details, password and electronic signature through email.

 Signature of member
 (Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

 Signature of Witness

 Signature of Witness

The proxy e-voting form shall be required to be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

- d.** After Article 74, the following new Article 74A be inserted:
 “The Directors of the Company may participate in the Board of Directors’ meetings, whether in Pakistan or abroad, through tele/ video conferencing. The draft minutes of the meeting shall be sent to those Director(s) who had participated in the proceedings of the meeting through tele/ video conference, for his/their confirmation. Thereafter, the minutes shall be signed by the Chairman of the meeting.”
- e.** After Article 103, the following new Article 103A be inserted:
 “The Company may, after obtaining prior written consent from members, circulate notices of general meeting and the

annual balance sheet and profit and loss account, auditors’ report and directors’ report (annual audited accounts) to its members through email. Further, subject to the consent of the Members obtained in general meeting, circulate the annual balance sheet and profit and loss account, auditors’ report and directors’ report (annual audited accounts) to its Members through CD/DVD/USB at their registered addresses. However, if a Member prefers to receive hard copies for all the future annual audited accounts then such preference of the Member shall be given to the Company in writing and thereafter the Company shall provide hard copies of all the future annual audited accounts to such Member.”

“RESOLVED THAT the Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary and incidental for the purposes of altering the Articles of Association of the Company and make necessary filings and complete legal formalities as may be required to implement the aforesaid resolution”.

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

By Order of the Board

Brig Ashfaq Ahmed,
 SI (M), (Retired)
 Company Secretary
 Rawalpindi
 February 21, 2017

NOTICE OF MEETING

E-VOTING

Pursuant to SECP S.R.O. No. 43(I)/2016 dated January 22, 2016, members can also exercise their right to vote through e-voting by giving their consent in writing at least 10 days before the date of meeting to the Company on the appointment of Execution Officer by the Intermediary as a Proxy.

VIDEO CONFERENCE FACILITY

Pursuant to SECP Circular No 10 dated May 21, 2014, 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 10 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 March 09, 2017 to March 15, 2017 (both days inclusive) and no request for transfer of shares will be accepted for registration. Transfers received at Company's Share Registrar namely Central Depository Company of Pakistan Limited, Shares Registrar Department, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shakra-e-Faisal Karachi-74400 by the close of business on March 08, 2017 will be considered in time for the purpose of payment of final dividend to the transferees.
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. A member shall not be entitled to appoint more than one proxy.

3. 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:

- 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 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.
- ii. Members registered on CDC are also requested to bring their particulars, I.D. Numbers and account numbers in CDS.
- iii. 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. 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 SECP vide Circular No. 10 of 2014 dated May 21, 2014, members can avail video conference facility for this Annual 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, atleast 10

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 10 days before holding of General Meeting.

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

5. Annual Audited Financial Statements of the Company for the financial year ended December 31, 2016 have been provided on the Company's website i.e. www.ffc.com.pk.
6. Members are hereby informed that pursuant to SECP SRO 787(1)/2014 dated September 8, 2014, circulation of Audited Financial Statements and Notice of Annual General Meeting has been allowed in electronic format through email.

In compliance with the above requirements, soft copies of the Annual Report 2016 are being emailed to the members having opted to receive such communication in electronic format. Other members who wish to receive the Annual Report 2016 in electronic form may file an application as per the format provided on the Company's website in compliance with the subject

SRO. The members who have provided consent to receive Annual Report 2016 through email can subsequently request a hard copy which shall be provided free of cost within seven days; however, the Company shall continue to send hard copies to all other members as per practice in vogue.

Members are also requested to intimate any change in their registered email addresses on a timely manner, to ensure effective communication by the Company.

7. Withholding Tax on dividends

Prevailing rates prescribed for deduction of withholding tax on the amount of dividend paid by the companies are as under:

- (a) For filers of income tax returns: 12.50%
- (b) For non-filers of income tax returns: 20%

To enable the Company to make tax deduction on the amount of cash dividend @ 12.50% instead of 20%, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for approval of the cash dividend i.e. March 15, 2017; otherwise tax on their cash dividend will be deducted @ 20% instead of 12.50%.

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

Central Depository Company of Pakistan Limited

Shares Registrar Department,
CDC House 99-B, Block 'B'
S.M.C.H.S,
Main Shahra-e-Faisal
Karachi-74400
Telephone: 0800-23275
Email: info@cdcpak.com

The corporate shareholders having CDC accounts are required to have their National Tax Numbers (NTNs) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or its Share Registrar i.e. Central Depository Company of Pakistan Limited. Shares Registrar Department, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shahra-e-Faisal Karachi-74400. The shareholders while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective folio numbers.