

EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of the Fauji Fertilizer Company Limited will be held at 156 The Mall, Rawalpindi on **Friday, September 28, 2018 at 1000 hours** to transact the following Business:-

1. Confirmation of the minutes of Extraordinary General Meeting held on April 25, 2018.
2. To elect Directors of the Company for a period of three years commencing from 29 September 2018 to 28 September 2021 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 passed in the **189th Board of Directors Meeting held on July 31, 2018** have fixed the number of Directors at 13 (Thirteen).
 - b. Pursuant to Section 159(2)(b) of the Companies Act, 2017, names of the retiring Directors are:-
 - (1) Lt Gen Syed Tariq Nadeem Gilani, HI(M) (Retd)
 - (2) Lt Gen Tariq Khan, HI(M) (Retd)
 - (3) Mr. Qaiser Javed
 - (4) Dr. Nadeem Inayat
 - (5) Engr Rukhsana Zuberi
 - (6) Mr. Farhad Shaikh Mohammad
 - (7) Mr. Per Kristian Bakkerud
 - (8) Brig Raashid Wali Janjua, SI(M) (Retd)
 - (9) Maj Gen Wasim Sadiq, HI(M) (Retd)
 - (10) Mr. Manzoor Ahmed
 - (11) Mr. Shoaib Mir
 - (12) Maj Gen Javaid Iqbal Nasar, HI(M) (Retd)
 - (13) Mr. Maroof Afzal
3. Transact any other business with the permission of the Chair.

By Order of the Board
Brig Ashfaq Ahmed (Retd)
Company Secretary

Rawalpindi
September 06, 2018

NOTES

1. The share transfer books of the Company will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (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, Share Registrar Department, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shahra-e-Faisal Karachi-74400 by the close of business on September 21, 2018 will be considered in time for the purpose.
2. Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Sections 143 and 144 of the Companies Act 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with requirements and procedure contained in the aforesaid regulations.
3. A member of the Company entitled to attend and vote at the General Meeting may appoint a person/representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at Company's registered office duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. Attested copy of shareholder's CNIC must be attached with the proxy form.
4. The CDC/sub account holders are required to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan contained in Circular No. 1 of 2000 dated 26 January:-
 - (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. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced 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 two persons whose names, addresses and CNIC numbers 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 the meeting.
 - v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted to the Company along with proxy form.
5. Members are requested to promptly notify any change in their addresses.
6. Members, having physical shares, are advised to intimate any change in there 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.
7. Shareholders who wish to receive annual reports and notice of the General Meeting through e-mail are requested to provide, through a letter duly signed by them, their particulars, i.e. Name, Folio/ CDC A/C No., E-mail Address, Contact Number, CNIC Number (attach copy). Shareholders are also requested to notify immediately any change in their e-mail address to the Share Registrar of the Company (Central Depository Company of Pakistan Limited, Share Registrar Department, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shahra-e-Faisal Karachi-74400).

Consent for Video Conference Facility

Members can also avail video conference facility in Karachi and Lahore. In this regard please fill the following and submit to registered address of the Company 07 days before holding the general meeting.

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 07 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.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of general meeting alongwith complete information necessary to enable them to access such facility.

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

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 director 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.