

May 2, 2019  
FATIMA/PSX/19/A-030

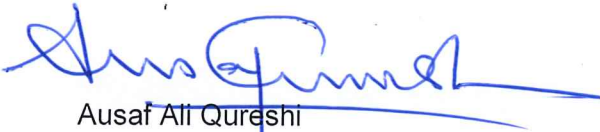
The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi.

**Sub: Certified Copies of Resolutions passed at the 16<sup>th</sup> Annual General Meeting of  
Fatima Fertilizer Company Limited**

Dear Sir,

Pursuant to Regulation 5.6.4(b) of the Rule Book of Pakistan Stock Exchange, we enclose herewith certified copies of the resolutions approved and adopted by the members of the Company at the 16<sup>th</sup> Annual General Meeting of the Company held on April 30, 2019.

Yours sincerely,



Ausaf Ali Qureshi  
Company Secretary

Encl: As above



**Certified copies of resolutions passed by the shareholders at the 16<sup>th</sup> Annual General Meeting of the Company held on April 30, 2019**

**Ordinary Business:**

1. **“Resolved**, that the minutes of Extraordinary General Meeting held on November 18, 2018 be and are hereby read, confirmed, adopted and be signed by the Chair as a true record.”
2. **“Resolved**, that the standalone and consolidated audited financial statements of the Company together with the directors’ and the auditors’ reports thereon for the year ended December 31, 2018 be and are hereby approved and adopted.”
3. **“Resolved**, that the Board of Directors’ proposal for a final cash dividend of PKR 1.75 per share i.e., 17.5% for the year ended December 31, 2018 is hereby approved. The said dividend be paid to those shareholders whose names appear on the Register of Members on April 23, 2019.”  
**“Resolved further**, that the Chief Executive Officer, Chief Financial Officer and/or Company Secretary be and are hereby jointly and/or severally authorised to execute, sign, seal and deliver necessary papers, forms and documents and to do all such acts, deeds and things as may be necessary, desirable and expedient to give effect to the above resolution.”
4. **“Resolved**, that M/s. Deloitte Yousuf Adil Chartered Accountants be and are hereby re-appointed as auditors of the Company for the year ending December 31, 2019 to hold office until the conclusion of next Annual General Meeting of the Company at a remuneration that may be decided by the Board of Directors.”

**Special Business:**

5. **“Resolved**, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 for renewal of Running Finance Facility limit of up-to an aggregate amount of PKR 1,250 million extended to Reliance Commodities (Pvt) Limited for further period of one year to be repaid within 30 days of the notice of demand. The limit in the nature of Running Finance Facility shall be renewable in next general meeting(s) for further period(s) of one year.

**Resolved further**, that the Chief Executive Officer, Chief Financial Officer and/or Company Secretary of the Company be and are each hereby authorized singly to take all steps necessary in this regard, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.”

6. **“Resolved**, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 for renewal of Running Finance Facility limit of up-to an aggregate amount of PKR 2,000 million extended to Pakarab Fertilizers Limited for further period of one year to be repaid within 30 days of the notice of demand. The limit in the nature of Running Finance Facility shall be renewable in next general meeting(s) for further period(s) of one year.

**Resolved further**, that the Chief Executive Officer, Chief Financial Officer and/or Company Secretary of the Company be and are each hereby authorized singly to take all steps necessary in this regard, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.”



7. "**Resolved**, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 for the extension in grace and repayment period of PKR 3 billion long term loan extended to associated Company namely Pakarab Fertilizers Limited for further three year period.

**Resolved further**, that the Chief Executive Officer, Chief Financial Officer and/or Company Secretary of the Company be and are each hereby authorized singly to take all steps necessary in this regard, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto."

8. "**Resolved**, that related party transactions carried out by the Company with Pakarab Fertilizers Limited, Fatimafert Limited, Reliance Commodities (Pvt) Limited and Fatima Packaging Limited during the year ended December 31, 2018 be and are hereby ratified and approved."

9. "**Resolved**, that the Company may carry out transactions including but not limited to sale and purchase of stores and spares, shared expenses, toll manufacturing, sale and purchase of products/raw material and purchase of packaging material, with related parties from time to time including but not limited to Pakarab Fertilizers Limited, Fatimafert Limited, Reliance Commodities (Pvt) Limited, Fatima Packaging Limited and other such related parties during the year ending December 31, 2019.

**Resolved further**, that details of transactions incurred up to date of the next meeting of shareholders shall be presented in the next meeting of shareholders for ratification.

**Resolved further**, that within the parameters approved above by the shareholders of the Company, the Board of Directors of the Company may approve specific related party transactions from time to time, irrespective of composition of the Board and in compliance with the Company's policy pertaining to related party transactions and notwithstanding any interest of the directors of the Company in any related party transaction which has been noted by the shareholders."

#### **CERTIFIED TRUE COPY**

I hereby certify that the above resolutions were duly passed at the 16<sup>th</sup> Annual General Meeting of the Company held on April 30, 2019.

  
**COMPANY SECRETARY**