



FFBL

Fauji Fertilizer Bin Qasim Limited

Ref. No. 11.8/Sectt/C

Dated: March 27, 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi - 74000, Pakistan

The General Manager
Islamabad Stock Exchange Limited
ISE Towers
55-B, Jinnah Avenue
Islamabad, Pakistan

The General Manager
Lahore Stock Exchange Limited
Lahore Stock Exchange Building
19, Khayaban-e-Aiwan-e-Iqbal
P.O. Box: 1315
Lahore - 54000, Pakistan

Director/HOD (Enforcement Department)
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue
Islamabad-44000
Pakistan

Dear Sirs,

Subject: Disclosure of Proposed Acquisition of approximately 51% Voting and Non-Voting Shares of Noon Pakistan Limited by Fauji Fertilizer Bin Qasim Limited and Fauji Foundation

Pursuant to Section 15D of the Securities and Exchange Ordinance, 1969 read with Clause (xx) of Regulation 35 of the Code of Corporate Governance, 2012, we write to disclose that Fauji Fertilizer Bin Qasim Limited and Fauji Foundation, subject to all necessary approvals, and subject further to any share purchase agreement(s) between the parties, intend to acquire approximately 5,998,212 voting shares of Rs. 10/- each and approximately 9,914,828 non-voting shares of Rs. 10/- each, constituting approximately 51% of the issued, subscribed and fully paid up voting and non-voting shares of Noon Pakistan Limited, out of which Fauji Fertilizer Bin Qasim Limited will acquire three-fourths i.e. approximately 38.25% of the issued and paid up voting and non-voting shares and Fauji Foundation will acquire one-fourth i.e. approximately 12.75% of the issued and paid up voting and non-voting shares.

Disclosure of the proposed acquisition, in the format prescribed by the Securities and Exchange Commission of Pakistan through its statutory regulatory order (S.R.O 1432/(1)/2012) dated December 5, 2012, in enclosed herewith as the Schedule.

Yours faithfully,

Brig. Muhammad Azam SI (M), (Retd)
Company Secretary

Disclosure Form
In terms of Section 15D of the Securities and Exchange Ordinance, 1969

Islamabad
March 27, 2015

Name of the Company Fauji Fertilizer Bin Qasim Limited

Date of Report March 27, 2015

Contact Information Brig. Muhammad Azam SI (M), (Retd)
Company Secretary
Fauji Fertilizer Bin Qasim Limited
73 - Harley Street
Rawalpindi

Telephone: 92-51-9272189
Fax: 92-51-9272198
Email: secretary@ffbl.com

Please mark the appropriate box below:

 Disclosure of inside information by listed company in terms of Section 15D(1).

Fauji Fertilizer Bin Qasim Limited and Fauji Foundation, subject to all necessary approvals, and subject further to any share purchase agreement(s) between the parties, intend to acquire approximately 5,998,212 voting shares of Rs. 10/- each and approximately 9,914,828 non-voting shares of Rs. 10/- each, constituting approximately 51% of the issued, subscribed and fully paid up voting and non-voting shares of Noon Pakistan Limited, out of which Fauji Fertilizer Bin Qasim Limited will acquire three-fourths i.e. approximately 38.25% of the issued and paid up voting and non-voting shares and Fauji Foundation will acquire one-fourth i.e. approximately 12.75% of the issued and paid up voting and non-voting shares.

Copy of the Public Announcement of Intention to Acquire, containing material information in respect of the acquisition of voting shares under the above transaction is enclosed as **Annexure**.

 Intimation of decision of the listed company to delay disclosure of inside information in terms of Section 15D(2).

NIL

- Disclosure of inside information by listed company where the listed company or person acting on its behalf discloses inside information to third party in terms of Section 15D(3).


NIL

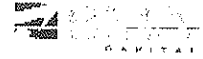
- Disclosure of transactions conducted by persons discharging managerial responsibilities within a listed company or persons closely associated with them in terms of Section 15D(5).

NIL

SIGNATURE

In case of company pursuant to the requirements of the Securities and Exchange Ordinance, 1969, the company has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized.


Brig Muhammad Azam (Retd)
Company Secretary
Fauji Fertilizer Bin Qasim Limited

Annexure- A

PUBLIC ANNOUNCEMENT OF INTENTION TO ACQUIRE

Public announcement¹ of intention to acquire 51% voting shares of Noon Pakistan Limited, by Fauji Fertilizer Bin Qasim Limited and Fauji Foundation under the Listed Companies (Substantial Acquisition of Voting Shares and Take-overs) Ordinance, 2002

1. Information about the Acquirers

a) Name(s) and Address(es) of acquirers along with persons acting in concert, if any.

- i. Fauji Fertilizer Bin Qasim Limited, 73 Harley Street, Rawalpindi, Pakistan
- ii. Fauji Foundation, 68 Tipu Road, Chaklala, Rawalpindi, Pakistan

b) The Name(s) and Address(es) of financial advisors of the acquirers, if any.
N/A

c) In Case the Acquirer is a Company:

i. Names of the Chief Executives and Directors of the company(s); and

Fauji Fertilizer Bin Qasim Limited	Fauji Foundation
<ul style="list-style-type: none"> • Lt. Gen. Muhammad Haroon Aslam, HI(M), S.Bt, (Retd) Managing Director/Chief Executive Officer <p>Directors</p> <ul style="list-style-type: none"> • Lt. Gen. Khalid Nawaz Khan, HI(M), Sitara-i-Esar (Retd), (Chairman) • Lt. Gen. Shafqaat Ahmed, HI(M), (Retd) • Mr. Qaiser Javed • Dr. Nadeem Inayat • Maj. Gen. Syed Jamal Shahid, HI(M) (Retd) • Maj. Gen. Nasir Mahmood, HI(M) (Retd) • Maj. Gen. Muhammad Farooq Iqbal, HI(M) (Retd) • Brig. Muhammad Saeed Khan (Retd) • Mr. Naved A. Khan • Mr. Nasier A. Sheikh • Mr. Rashid Bajwa 	<ul style="list-style-type: none"> • Lt Gen Khalid Nawaz Khan, HI(M), Sitara-i-Esar (Retd) Managing Director <p>Directors</p> <ul style="list-style-type: none"> • Lt Gen Muhammad Alam Khattak, HI(M), T.Bt, (Retd), (Chairman) • Mr. Qaiser Javed • Dr. Nadeem Inayat • Maj. Gen. Nasir Mahmood, HI(M) (Retd) • Maj. Gen. Syed Jamal Shahid, HI(M) (Retd) • Maj. Gen. Muhammad Farooq Iqbal, HI(M) (Retd) • Maj. Gen. Mumtaz Ahmad Bajwa, HI(M) (Retd) • Brig. Dr. Gulfam Alam, SI(M) (Retd) • Brig. Muhammad Saeed Khan (Retd)

ii. Names of major shareholders of the company

Fauji Fertilizer Bin Qasim Limited	Fauji Foundation
<ul style="list-style-type: none"> • Fauji Fertilizer Company Limited; and • Fauji Foundation 	<ul style="list-style-type: none"> • Fauji Foundation is a charitable organization established under the Charitable Endowments Act, 1890 and does not have shareholders.

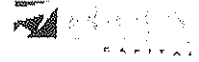
2. Information about the target company

(a) Name of the target company, its directors and major shareholders

- Noon Pakistan Limited

Directors of Noon Pakistan Limited:

¹This announcement is made on the directions of the Securities and Exchange Commission of Pakistan to Fauji Fertilizer Bin Qasim Limited through its letter No. EMD/TO/114/2015-1123 dated 2 March 2015.



<ul style="list-style-type: none"> • Mr. Salman Hayat Noon (Chief Executive Officer) • Mr. Malik Adnan Hayat Noon • Mr. K. Iqbal Talib • Mr. Zaheer Ahmad Khan 	<ul style="list-style-type: none"> • Mr. Mirza Shoaib Baig • Mr. Asif Hussain Bukhari • Lt. Col. (R) Abdul Khaliq Khan
Major Shareholders of Noon Pakistan Limited:	
<ul style="list-style-type: none"> • Malik Adnan Hayat Noon 	<ul style="list-style-type: none"> • Mr. Salman Hayat Noon

(b) Total number of issued shares of the company

- 31,363,200 shares of Rs. 10/- each comprising 11,761,200 voting shares and 19,602,000 non-voting shares.

3. Number of shares held by the acquirers, if any.

- The acquirers do not hold any shares in the target company.

4. Number of shares along with the percentage intended to be acquired by the acquirers through public offer or agreement.

- The acquirers intend to acquire a total of approximately 5,998,212 voting shares of Rs. 10/- each, constituting 51% of the voting shares of Noon Pakistan Limited, through agreement, subject to requisite approvals. Fauji Fertilizer Bin Qasim Limited will acquire approximately 4,498,659 voting shares (constituting 38.25% of the voting shares of Noon Pakistan Limited) and Fauji Foundation will acquire approximately 1,499,553 voting shares (constituting 12.75% of the total voting shares of Noon Pakistan Limited).

For and on behalf of

Sd/-

Brig. Muhammad Azam, SI(M), (R)
Company Secretary
Fauji Fertilizer Bin Qasim Limited

Sd/-

Brig. Tanwir Ali Kausar, SI(M) (R)
Secretary Central Board of Directors
Fauji Foundation

Sd/-

Moazzam M. Malik
Chairman & Chief Executive Officer
BMA Capital Management Limited