



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the shareholders of Fauji Fertilizer Bin Qasim Limited will be held on 24 Aug 2016 at Imperial Hall, Jacaranda Family Club, Sector E, Phase - II, DHA, Islamabad, at 1100 hrs to transact the following business:

Ordinary business

1. To confirm the minutes of 22nd Annual General Meeting held on 08 Mar 2016.
2. To elect Directors of the Company for a period of three years commencing from 26 Aug 2016 to 25 Aug 2019.
 - a. Pursuant to Sections 178(1) and (2) (a) of the Companies Ordinance, 1984, the Board of Directors have fixed the number of Directors as 12 (twelve).
 - b. Pursuant to Sections 178 (2) (b) and (3) of the Companies Ordinance, 1984, the names of the retiring Directors are as under and they also have offered themselves for re-election as Directors:-
 - Lt Gen Khalid Nawaz Khan, HI(M), Sitara-i-Esar, (Retd)
 - Lt Gen Muhammad Haroon Aslam, HI(M), S.Bt (Retd)
 - Lt Gen Shafqaat Ahmed, HI(M), (Retd)
 - Mr Qaiser Javed
 - Dr Nadeem Inayat
 - Maj Gen Nasir Mahmood, HI(M) (Retd)
 - Maj Gen Muhammad Farooq Iqbal, HI(M) (Retd)
 - Maj Gen Syed Jamal Shahid, HI(M) (Retd)
 - Brig Raja Jahanzeb, SI (M), (Retd)
 - Mr Naved A. Khan
 - Mr Nasier A. Sheikh
 - Dr Rashid Bajwa

Independent Directors

Special business

3. To get approval/Consent from shareholders, as per SRO No. 470 dated May 31, 2016 issued by Securities and Exchange Commission of Pakistan (SECP), for the transmission of the annual audited accounts either through CD/DVD/USB or in hard copy (book form) .
4. To consider and, if thought fit, pass the following Special Resolutions, with or without amendments, for alteration in the Articles of Association of the Company:

RESOLVED that:

- a. After Article 32, the following new Article 32 A 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 _____, holder of _____ Shares(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 74 A 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 102, the following new Article 102 A 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."

- f. In the definition of "FFC" in Article 2, the words "93 Harley Street, Rawalpindi" be substituted with the words "156, The Mall, Rawalpindi Cantt".

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

By Order of the Board
Fauji Fertilizer Bin Qasim Limited

Place: Islamabad
Date: 03 Aug 2016

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

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. Share transfer books of the Company will remain closed from 18 to 24 Aug 2016 (both days inclusive).
2. Appointing a person/representative as proxy (Option 1): A member of the Company entitled to attend and vote at EGM 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, FFBL Tower, C1/C2, Sector B, Jinnah Boulevard, DHA II, Islamabad, duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. A copy of shareholder's attested CNIC must be attached with the proxy form.
3. Exercising electronic voting right through Intermediary by providing consent in writing regarding appointment of Execution Officer as proxy as per the Companies (E-Voting) Regulations, 2016 (Option2):
 - i. Mr. Muhammad Akbar Mughal, Corplink (Pvt) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore, Phone No 042 35916719 is appointed as Execution Officer for the EGM.
 - ii. The instruction to appoint Execution Officer and opting to e-vote through Intermediary as per the Companies (E-Voting) Regulations, 2016 shall be deposited with the Company at least ten (10) days before holding of EGM at Company's Registered Office, FFBL Tower, C1/C2, Sector B, Jinnah Boulevard, DHA II, Islamabad, or through email *secretary@ffbl.com*.
 - iii. The proxy/e-voting form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iv. 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.
4. Any person who seeks to contest the election for Directorship shall file at Company's registered office not later than 14 days before the date of the Meeting, his/her intention/consent to offer himself/herself for election as Director in terms of Section 178(3) of the Companies Ordinance, 1984. The intention/consent should accompany the relevant declaration as required under the "Code of Corporate Governance".
5. The CDC/sub account holders are required to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan:-
 - (a) For attending the Meeting
 - i. In case of individuals, the account holder or sub-account holder shall authenticate his/her identity by showing his/her original computerized national identity card 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 under Option1:
 - i. In case of individuals, the account holder or sub-account holder 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.
6. Members are requested to promptly notify any change in their addresses.
7. For any other information, please contact at:- FFBL Tower, C1/C2, Sector B, Jinnah Boulevard, DHA II, Islamabad. Phone: 051-8763325

Statement under Section 160(1)(b) of the Companies Ordinance, 1984

The Articles of Association of the Company are required to be altered in order to reflect the change of registered office address of Fauji Fertilizer Company Limited and to incorporate provisions pertaining to e-voting, video conferencing and circulation of audited accounts to the Members through CD/DVD/USB/email in light of various regulations, circulars and notifications of the Securities and Exchange Commission of Pakistan.

For this purposes, the above resolutions are proposed to be passed as special resolutions.

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 Company's Registered Office, FFBL Tower, C1/C2, Sector B, Jinnah Boulevard, DHA II, Islamabad, at least ten (10) days before holding of general meeting.

If the Company receives consent from members holding in aggregate ten percent (10%) or more shareholding residing at a geographical location, to participate in the meeting through video conference at least ten (10) days prior to 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 videoconference facility at least five (5) days before the date of general meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____ being a Member of FAUJI FERTILIZER BIN QASIM LIMITED, holder of _____ Share(s) as per Register Folio No _____ hereby opt for video conference facility at _____.

Signature of Member

Form of Proxy/E-voting

Option 1

Appointing a person/representative as proxy

I/We, _____ of _____, in the district of _____ being a Member(s) of FAUJI FERTILIZER BIN QASIM LIMITED, hereby appoint Mr. _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on 24th day of August 2016 and at any adjournment thereof.

As witness my/our hand this _____ day of _____.

Signed by the said _____ in the presence of _____.

Option 2

E-voting as per the Companies (E-Voting) Regulations, 2016

I/We, _____ of _____, being a member of _____, holder of _____ Shares(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 should agree with the specimen signature registered with the Company

Signed in the presence of:

Signature of Witness


Signature of Witness

AFFIX
CORRECT
POSTAGE

The Company Secretary
Fauji Fertilizer Bin Qasim Limited
Shares Department
C1/C2, Sector B, Jinnah Boulevard,
Phase II, DHA, Islamabad.

Book Post



If undelivered please return to:
 **Company Secretary**
Fauji Fertilizer Bin Qasim Limited
Shares Department
C1/C2, Sector B, Jinnah Boulevard,
Phase II, DHA, Islamabad.
Ph: 051-8763325 Fax: 051-8763340