

Ref. No 11.2/Seect/C

Dated: 25 Aug 2016

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

**Director/HOD (Enforcement Department)**  
**Securities and Exchange Commission of**  
**Pakistan**

National Insurance Corporation Building  
Jinnah Avenue  
Islamabad-44000, Pakistan

**Subject: Disclosure of Information – Extraordinary General Meeting**

Dear Sirs,

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, the Company is pleased to provide this update in connection with 11<sup>th</sup> Extraordinary General Meeting (the “EOGM”) held on 24 Aug 2016 (in the format prescribed by the Securities and Exchange Commission of Pakistan through its statutory regulatory order (S.R.O. 1431/(1)/2012) dated December 5, 2012) in the **Annex** to this letter.

The members at its 11<sup>th</sup> Extraordinary General meeting held on 24 Aug 2016, transacted the following ordinary and special business and passed for implementation and giving effect to the same:-

**ORDINARY BUSINESS**

**To elect Directors of the Company for a period of three years commencing from 26 Aug 2016 to 25 Aug 2019**

“RESOLVED by the members at the 11<sup>th</sup> Extraordinary General Meeting of the Company held on 24 Aug 2016 that following persons be and are hereby elected and appointed as the Directors of the Company for a term of three years, from

26 Aug 2016 to 25 Aug 2019, in terms of Section 178 of the Companies Ordinance, 1984, read with Articles 62 and 63 of Articles of Association of the Company:-

- 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 Muhammad Farooq Iqbal, HI(M) (Retd)
- Maj Gen Syed Jamal Shahid, HI(M) (Retd)
- Maj Gen Kaleem Saber Taseer, HI (M), (Retd)
- Brig Raja Jahanzeb, SI (M), (Retd)
- Mr Naved A. Khan
- Mr Nasier A. Sheikh
- Dr Rashid Bajwa”

} Independent Directors

**SPECIAL BUSINESS**

**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)**

**SPECIAL RESOLUTION**

“RESOLVED by the members that the Company may transmit annual audited accounts to the shareholders either through CD/DVD/USB or in Hard copy (Book Form) as Management of the Company deems appropriate”.

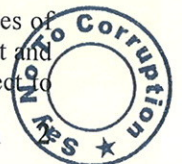


**To consider and, if thought fit, pass the Special Resolutions, with or without amendments, for alteration in the Articles of Association of the Company**

**SPECIAL RESOLUTION**

“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".

Yours faithfully,



**Brig Muhammad Azam, SI(M), (Retd)**  
Company Secretary  
Fauji Fertilizer Bin Qasim Limited

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

Islamabad  
25 Aug 2016

Name of the Company                      Fauji Fertilizer Bin Qasim Limited

Date of Report                                25 Aug 2016

Contact Information                        Brig Muhammad Azam SI (M), (Retd)  
Company Secretary  
Fauji Fertilizer Bin Qasim Limited  
FFBL Tower, C1/C2, Sector - B,  
Jinnah Boulevard, DHA Phase-II  
Islamabad 44000  
Telephone:                                [051-8763325]  
Fax:    [051-8763305]  
Email:                                        [muhammad.azam@ffbl.com]

Please mark the appropriate box below:

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

The members at its Extraordinary General Meeting held on 24 Aug 2016, transacted the following ordinary and special business and passed the for implementation and giving effect to the same:

**ORDINARY BUSINESS**

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  - Lt Gen Muhammad Haroon Aslam, HI(M), S.Bt (Retd)
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  - Maj Gen Syed Jamal Shahid, HI(M) (Retd)
  - Maj Gen Kaleem Saber Taseer, HI (M), (Retd)
  - Brig Raja Jahanzeb, SI (M), (Retd)
  - Mr Naved A. Khan
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  - Dr Rashid Bajwa”
- } Independent Directors

**SPECIAL BUSINESS**

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)

**SPECIAL RESOLUTION**

“RESOLVED by the members that the Company may transmit annual audited accounts to the shareholders either through CD/DVD/USB or in Hard copy (Book Form) as Management of the Company deems appropriate”.

**To consider and, if thought fit, pass the Special Resolutions, with or without amendments, for alteration in the Articles of Association of the Company**

**SPECIAL RESOLUTION**

“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.”
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“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”.

**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 SI (M), (Retd)**  
Company Secretary  
Fauji Fertilizer Bin Qasim Limited