

(HEAD OFFICE)  
Secretariat (Corporate Affairs)

Ref No. 6.12-KSE/S/FFC

February 22, 2016

Through PUCAR

**The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
KARACHI  
Fax Phone: 021-111-573-329

**Subject: Notice of Annual General Meeting**

Dear Sir,

Please find enclosed copy of Notice of Annual General Meeting in English and Urdu language for circulation amongst your members. The meeting is scheduled to be held on March 17, 2016 and aforementioned notices would be published in Newspapers on February 23, 2016.

Best regards.

  
**Company Secretary**  
Brig Sher Shah (Retd)



## **NOTICE OF 38<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of the shareholders of Fauji Fertilizer Company Limited will be held at FFC Head Office, 156 The Mall, Rawalpindi on Thursday, March 17, 2016 at 1100 hours to transact the following business:

### **Ordinary Business**

1. To confirm the minutes of Extraordinary General Meeting held on September 29, 2015.
2. To receive, consider and adopt separate and consolidated audited financial statements of FFC together with Directors' and Auditors' Reports thereon for the year ended December 31, 2015.
3. To appoint Auditors for the year 2016 and to fix their remuneration.
4. To consider and approve payment of Final Dividend for the year ended December 31, 2015 as recommended by the Board of Directors.
5. To transact any other business with the permission of the Chair.

**By Order of the Board**

**Brig Sher Shah (Retired)**  
Company Secretary

Rawalpindi  
February 23, 2016

### **NOTES:**

1. The share transfer books of the Company will remain closed from March 11, 2016 to March 17, 2016 (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, Shares Registrar Department, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shakra-e-Faisal Karachi-74400 by the close of business on March 10, 2016 will be considered in time for the purpose of payment of final dividend to the transferees.
2. A member of the Company entitled to attend and vote at the Meeting may appoint a person/representative as proxy to attend and vote in place of the member. Proxies in order to be effective must be received at the

Company's Registered Office, 156-The Mall, Rawalpindi, Pakistan not later than 48 hours before the time of holding the Meeting. A member shall not be entitled to appoint more than one proxy.

3. Any Individual Beneficial Owner of CDC, entitled to vote at this Meeting, must bring his / her original Computerized National Identity Card (CNIC) to prove identity, and in case of proxy, a copy of shareholder's attested CNIC must be attached with the proxy form. Representatives of corporate members should bring the usual documents required for such purpose.

**CDC Account Holders** will also have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

**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. Members registered on CDC are also requested to bring their particulars, I.D. Numbers and account numbers in CDS.
- iii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) 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 person whose name, address and CNIC number 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 Meeting.
- v. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

#### 4. **Consent for video conference facility**

As allowed by SECP vide Circular No. 10 of 2014 dated May 21, 2014, members can avail video conference facility for this Annual General Meeting, at Lahore and Karachi provided the Company receives consent from the members holding in aggregate 10% or more shareholding, residing at above mentioned locations, atleast 10 days prior to date of the meeting.

Subject to the fulfillment of the above conditions, members shall be informed of the venue, 5 days before the date of the General Meeting along with complete information necessary to access the facility.

In this regard please send a duly signed request as per following format at the registered address of the Company 10 days before holding of General Meeting.

*I / We, \_\_\_\_\_ of \_\_\_\_\_ being a member Fauji Fertilizer Company Limited holder of \_\_\_\_\_ Ordinary Share(s) as per Registered Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.*

5. Annual Audited Financial Statements of the Company for the financial year ended December 31, 2015 have been provided on the Company's website i.e. [www.ffc.com.pk](http://www.ffc.com.pk).
6. Members are hereby informed that pursuant to SECP SRO 787(1)/2014 dated September 8, 2014, circulation of Audited Financial Statements and Notice of Annual General Meeting has been allowed in electronic format through email.

In compliance with the above requirements, soft copies of the Annual Report 2015 are being emailed to the members having opted to receive such communication in electronic format. Other members who wish to receive the Annual Report 2015 in electronic form may file an application as per the format provided on the Company's website in compliance with the subject SRO. The members who have provided consent to receive Annual Report 2015 through email can subsequently request a hard copy which shall be provided free of cost within seven days; however, the Company shall continue to send hard copies to all other members as per practice in vogue.

Members are also requested to intimate any change in their registered email addresses on a timely manner, to ensure effective communication by the Company.

#### 7. **Withholding Tax on dividends**

Government of Pakistan through Finance Act, 2015 has made further amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

- (a) For filers of income tax returns: 12.50%  
(b) For non-filers of income tax returns: 17.50%

To enable the Company to make tax deduction on the amount of cash dividend @ 12.50% instead of 17.50%, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for approval of the cash dividend i.e. March 17, 2016; otherwise tax on their cash dividend will be deducted @ 17.50% instead of 12.50%.

For any further assistance, the members may contact the Company or the Share Registrar at the following phone numbers, email addresses:

FFC Shares Department  
Telephone: 92-51-8453235  
Email: [shares@ffc.com.pk](mailto:shares@ffc.com.pk)

Central Depository Company of Pakistan Limited  
Shares Registrar Department,  
CDC House 99-B, Block 'B' S.M.C.H.S,  
Main Shahra-e-Faisal  
Karachi-74400  
Telephone: 0800-23275  
Email: [info@cdcpak.com](mailto:info@cdcpak.com)

The corporate shareholders having CDC accounts are required to have their National Tax Numbers (NTNs) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or its Share Registrar i.e. Central Depository Company of Pakistan Limited. Shares Registrar Department, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shahra-e-Faisal Karachi-74400 The shareholders while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective folio numbers.



اور سالانہ اجلاس عام کے نوٹس کے ایلیٹرا تک صورت میں بذریعہ ای میل سرکولیشن کی منظوری دی جا چکی ہے۔ مذکورہ بالا ضرورت کے پیش نظر جن ممبران نے اس نوعیت کی اطلاعات اور ابلاغیات ایلیٹرا تک ذرائع سے دینے کی خواہش ظاہر کی تھی انہیں سالانہ رپورٹ 2015 کی سافٹ کاپیاں روانہ کی جا رہی ہیں۔ SRO کے سلسلے میں دیگر ممبران جو سالانہ رپورٹ ایلیٹرا تک شکل میں حاصل کرنا چاہتے ہیں وہ کپنی کی ویب سائٹ پر دستیاب طریقہ کار (فارمیٹ) کے تحت اپنی درخواستیں روانہ کر دیں۔ کپنی کی جانب سے اطلاعات کی بروقت اور موثر ترسیل کیلئے ممبران سے گزارش ہے کہ وہ اپنے رجسٹرڈ ای میل ایڈریس میں کسی قسم کی تبدیلی سے بھی آگاہ کریں۔ جن ممبران نے سالانہ رپورٹ بذریعہ ای میل پانے کی خواہش کا اظہار کیا ہے وہ ہارڈ کاپی وصول کرنے کی درخواست بھی کر سکتے ہیں جو انہیں 07 دن کے اندر مفت موصول ہو جائے گی۔ تاہم کپنی دیگر تمام ممبران کو حسب روایت ہارڈ کاپی فراہم کرے گی۔

#### 7. منقسم پروڈھولڈنگ ٹیکس

حکومت پاکستان نے ٹرانس ایکٹ 2015 کے تحت انکم ٹیکس آرڈیننس 2001 کے سیکشن 150 میں کچھ واضح ترامیم کی ہیں جن کے مطابق کمپنیوں کی جانب سے دیئے جانے والے منقسم کی رقم پر مختلف شرح سے وہ ہولڈنگ ٹیکس لاگو کئے گئے ہیں۔ مذکورہ ٹیکس کی شرح درج ذیل ہے۔

(ا) انکم ٹیکس گوشوارے جمع کروانے والوں کیلئے 12.50 فیصد

(ب) انکم ٹیکس گوشوارے جمع نہ کروانے والوں کیلئے 17.50 فیصد

کپنی کی جانب سے 17.50 فیصد کے بجائے 12.50 فیصد ٹیکس کی کوٹنی کیلئے ضروری ہے کہ وہ تمام شیئرز ہولڈرز جن کا نام ٹیکس دہندگان کی فہرست FBR (ATL) ویب سائٹ پر دستیاب میں موجود نہیں ہے لیکن اگر وہ دہندگان ہوں تو وہ یہ یقین دہانی کر لیں کہ ان کا نام حصص کے منظوری کی تاریخ یعنی 17 مارچ 2016 سے قبل شامل کر لیا جائے بصورت دیگر ان کی نقد منقسم پر 12.50 فیصد کے بجائے 17.50 فیصد ٹیکس کی کوٹنی کی جائے گی۔ مزید معلومات کی صورت میں ممبران کپنی یا شیئرز رجسٹرار سے درج ٹیلیفون نمبر یا ای میل ایڈریس پر رابطہ کر سکتے ہیں۔

FFC شیئرز ڈیپارٹمنٹ

ٹیلی فون نمبر 92-51-8543235+ ای میل ایڈریس shares@ffc.com.pk

سینٹرل ڈیپازٹری کپنی آف پاکستان لمیٹڈ

شیئرز رجسٹرار ڈیپارٹمنٹ، CDC ہاؤس B-99، بلاک 'بی'، ایس۔ ایم۔ سی۔ ایچ۔ ایس

مین شاہراہ فیصل، کراچی۔ 74400

فون: 92-0800-23275+، ای میل: info@cdcpak.com

ICDC کاؤنٹس کے حامل کارپوریٹ شیئرز ہولڈرز کو اپنا فیصل ٹیکس نمبر (NTN) اپنے متعلقہ Participant کو فراہم کرنا ہوگا جبکہ کارپوریٹ فونیکل شیئرز ہولڈر اپنے NTN سرٹیفکیٹ کی ایک نقل کپنی یا اس کے شیئرز رجسٹرار یعنی سینٹرل ڈیپازٹری کپنی آف پاکستان لمیٹڈ شیئرز رجسٹرار ڈیپارٹمنٹ کراچی کو بھیجی ہوگی۔

NTN\NTN (کسی بھی صورت میں) بھیجئے ہوئے شیئرز ہولڈرز کو کپنی کا نام اور ان کے متعلقہ فونیکل نمبر ضرور بھیجیں۔