



(HEAD OFFICE)
Secretariat (Corporate Affairs)

Ref No. 6.12-KSE/S/FFC
April 03, 2018

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
NIC Building, Jinnah Avenue
Islamabad-44000
Pakistan

Subject: Disclosure of Material Information by Fauji Fertilizer Company Limited

Dear Sirs,

Pursuant to Section 96 of the Securities Act, 2015 read with Clause 5.19.13(c) (Code of Corporate Governance) of the Rule Book of the Pakistan Stock Exchange, we write to disclose that on **03 April 2018**, the Board of Directors of Fauji Fertilizer Company Limited ("FFCL"), recommended for approval by the Company's members in terms of Section 199 of the Companies Act, 2017 at an Extraordinary General Meeting of the Company, equity investment of up to US Dollars 39 Million (or its Rupee equivalent) and sponsor support commitments of up to an additional US Dollars 82 Million, in Thar Energy Limited ("TEL").

The above investment is subject to the approval of FFCL's shareholders, for which the board has convened an Extraordinary General Meeting on 25 April 2018 ("EGM").

The above decision has been taken by the board of FFCL further to its decision, at the 186th board meeting, held on 30 January 2018, to invest equity in TEL. In implementation of such earlier decision, FFCL intends to make an investment of up to US Dollars 10 Million in TEL prior to the EGM, as a result of which TEL will become an associated company of FFCL. Hence, the approval of FFCL's shareholders is being sought for the investments to be made in TEL after it becomes an associated company of FFCL, comprising, as above, equity investment of up to US Dollars 39 Million (or its Rupee equivalent), inclusive of the said equity investment of up to US Dollars 10 Million to be made prior to the date of the EGM, and sponsor support commitments of up to an additional US Dollars 82 Million (or its Rupee equivalent), thereby resulting in total investment of up to US Dollars 121 Million (or its Rupee equivalent).

The disclosure mentioned above, is in the format prescribed by the Securities and Exchange Commission of Pakistan and is enclosed herewith as the Schedule.

Yours faithfully,

Company Secretary
Brig Ashfaq Ahmed (Retd)



SCHEDULE

Disclosure Form
In terms of Sections 96 and 131 of the Securities Act, 2015

6.12-KSE/S/FFC
April 03, 2018

Name of the Company	Fauji Fertilizer Company Limited
Date of Report	April 03, 2018
Contact Information	Brig Ashfaq Ahmed (Retd), Company Secretary Fauji Fertilizer Company Limited 156 The Mall, Rawapindi Tel: +92 51 8453101 Fax: +92 51 8459931 Email: secretary@ffc.com.pk

Please mark the appropriate box below:

Disclosure of inside information by listed company in terms of Section 96.

On 3 April 2018, the board of directors of Fauji Fertilizer Company Limited (“FFCL”), recommended for approval by the Company’s members in terms of Section 199 of the Companies Act, 2017 at an Extraordinary General Meeting of the Company, equity investment of up to US Dollars 39 Million (or its Rupee equivalent) and sponsor support commitments of up to an additional US Dollars 82 Million, in Thar Energy Limited (“TEL”).

The above investment is subject to the approval of FFCL’s shareholders, for which the board has convened an Extraordinary General Meeting on 25 April 2018 (“EGM”).

The above decision has been taken by the board of FFCL further to its decision, at the 186th board meeting, held on 30 January 2018, to invest equity in TEL. In implementation of such earlier decision, FFCL intends to make an investment of up to US Dollars 10 Million in TEL prior to the EGM, as a result of which TEL will become an associated company of FFCL. Hence, the approval of FFCL’s shareholders is being sought for the investments to be made in TEL after it becomes an associated company of FFCL, comprising, as above, equity investment of up to US Dollars 39 Million (or its Rupee equivalent), inclusive of the said equity investment of up to US Dollars 10 Million to be made prior to the date of the EGM, and sponsor support commitments of up to an additional US Dollars 82 Million (or its Rupee equivalent), thereby resulting in total investment of up to US Dollars 121 Million (or its Rupee equivalent).



Intimation of decision of the listed company to delay disclosure of inside information.

NIL

Disclosure of inside information by listed company where the listed company or person acting on its behalf discloses inside information to third party.

NIL

Disclosure of transactions conducted by persons discharging managerial responsibilities within a listed company or persons closely associated with them.

NIL

SIGNATURE

In case of company, the company has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized.

Company Secretary
Brig Ashfaq Ahmed (Retd)