

(HEAD OFFICE)
Secretariat (Corporate Affairs)

No. 6.12-KSE/S/FFC
February 19, 2020

Through PUCAR

To : **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 16, 2020 and aforementioned notices would be published in Newspapers on February 21, 2020.

Best regards.

Company Secretary
Brig Ashfaq Ahmed (Retd)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting of the shareholders of Fauji Fertilizer Company Limited will be held at FFC Head Office, 156 The Mall, Rawalpindi on Monday, March 16, 2020 at 1000 hours to transact the following business:

Ordinary Business

1. To confirm the minutes of Annual General Meeting held on March 26, 2019.
2. To consider, approve and adopt separate and consolidated audited financial statements of FFC together with Directors' Reports on separate and consolidated financial statements and Auditors' Reports thereon for the year ended December 31, 2019.
3. To appoint Auditors for the year 2020 and to fix their remuneration.
4. To consider and approve payment of Final Dividend for the year ended December 31, 2019 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 Ashtaq Ahmed SI (M) (Retired)
Company Secretary

Rawalpindi
February 21, 2020

E-Voting

E-Voting: Members can exercise their right to poll subject to meeting of requirement of Section 143-145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.

Video Conference Facility

Pursuant to Section 132(2) of the Companies Act 2017, 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 7 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. The share transfer books of the Company will remain closed from March 10, 2020 to March 16, 2020 (both days inclusive) and no request for transfer of shares will be accepted for registration. Transfers received at Company's Share Registrar namely CDC Share Registrar Services Limited, CDC House 99-B, Block 'B', S.M.C.H.S Main Shahra-e-Faisal, Karachi-74400 by the close of business on March 09, 2020 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 and no account shall be taken of any part of the day that is not a working day. 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 Section 132(2) of the Companies Act 2017 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, at least 7 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 7 days before holding of General Meeting.

I/We, _____ of _____, being a member of Fauji Fertilizer Company Limited, holder of _____ Ordinary Share(s) as per Register Folio / CDC Account No _____ hereby opt for video conference facility at _____

Signature of member

5. Withholding Tax on dividends

Pursuant to the provisions of the Finance Act 2019 effective July 1, 2019, the rates of deduction of income tax from dividend payments under the Income Tax Ordinance, 2001 have been revised as under:-

- (a) For filers of income tax returns: 15%
- (b) For non-filers of income tax returns: 30%

To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 30%, 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 09, 2020; otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

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. CDC Share Registrar Services Limited, 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.

Tax in case of Joint Shareholders

The FBR vide its clarification letter No. I(54) Exp/2014-132872-R of 25-September-2014 has clarified that holders of shares held in joint names or joint accounts will be treated individually as filers or non-filers and tax will be deducted according to the proportionate holding of each shareholder.

NOTICE OF ANNUAL GENERAL MEETING

Joint shareholders should intimate the proportion of their respective joint holding to the share registrar latest by March 09, 2020, in the following form:-

CDC Account number	Folio #	Total Shares	Particulars/eligible		Joint Shareholder	
			Name & CNIC	Shareholding proportion	Name & CNIC	Shareholding proportion

6. Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders. In order to receive dividends directly into their bank account, shareholders are requested to fill in Electronic Credit Mandate Form available on Company's website and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. CDC Share Registrar Services Limited, CDC House 99-B, Block 'B', S.M.C.H.S Main Shahra-e-Faisal, Karachi-74400 in case of physical shares. In case shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/ participant/CDC account services.

Electronic mandate form

Folio Number	
Name of Shareholder	
Title of the Bank Account	
International Bank Account Number (IBAN)	
Name of Bank	
Name of Bank Branch and Address	
Cellular & Landline Number of Shareholder	
CNIC / NTN number (attach copy)	
Signature of Shareholder	

7. SECP through its SRO 470(1)/2016, dated May 31, 2016, has allowed companies to circulate the annual balance sheet, profit and loss account, auditors' report and Directors' Report etc ("annual audited accounts") to its members through CD/DVD/USB at their registered addresses. In view of the above, the Company has sent its Annual Report 2019 to its shareholders in the form of CD. Any member requiring printed copy of Annual Report 2019 may send a request using a Standard Request Form placed on Company website.

8. Members are hereby informed that pursuant to SECP SRO 787(1)/2014 dated September 8, 2014, and under Section 223(6) of the Companies Act 2017, 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 2019 are being emailed to the members having opted to receive such communication in electronic format. Other members who wish to receive the Annual Report 2019 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 2019 through email can subsequently request a hard copy which shall be provided free of cost within seven days.

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

9. Annual Audited Financial Statements of the Company for the financial year ended December 31, 2019 have also been provided on the Company's website i.e. www.ffc.com.pk
10. 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

CDC Share Registrar Services Limited

CDC House 99-B, Block 'B',
S.M.C.H.S Main Shahra-e-Faisal,
Karachi-74400

Telephone: 0800-23275

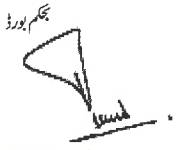
Email: info@cdcpcak.com

نوٹس برائے 42 واں سالانہ اجلاس عام

بذریعہ ہذا مطلع کیا جاتا ہے کہ فوجی فرٹیلائزر کمپنی لمیٹڈ کے سٹیئر ہولڈرز کا 42 واں سالانہ اجلاس عام مورخہ 16 مارچ، 2020 بروز پیر صبح 10:00 بجے ایف ایف سی ہیڈ آفس 156 دی مال، روالپنڈی میں منعقد ہوگا۔ جس میں درج ذیل امور زیر غور لائے جائیں گے:

عمومی معاملات:

- 1- اجلاس عام منفقہ 26 مارچ، 2019 کی کارروائی کی تصدیق
- 2- ایف ایف سی کے سالانہ آڈٹ شدہ اکاؤنٹس اور ایف ایف سی اور اس کی سب سڈیز کا علیحدہ اور مشترکہ آڈٹ شدہ اکاؤنٹس اور ان پر 31 دسمبر 2019 کو ختم ہونے والے سال کی آڈیٹرز رپورٹس پر غور اور منظوری
- 3- سال 2020 کیلئے آڈیٹرز کی تقرری اور ان کے معاوضہ کا تعین
- 4- بورڈ کی سفارشات کے مطابق 31 دسمبر 2019 کو ختم ہونے والے سال کیلئے فیکل ڈیویڈنڈ کی منظوری
- 5- سربراہ کی اجازت سے دیگر کاروباری امور کو زیر غور لانا۔



فوجی فرٹیلائزر کمپنی لمیٹڈ
کینیٹیکریٹری

روالپنڈی

21 فروری، 2020

ای۔ ووٹنگ

ممبران کینیٹرا ایکٹ 2017 سیکشن 143-145 کی ضروریات کو پورا کرنے اور کینیٹوں کے (پوسٹل بلیٹ) ریگولیشنز 2018 کے قابل اطلاق شیئرز کے مطابق ای ووٹنگ سے اپنا حق استعمال کر سکتے ہیں۔

ویڈیو کانفرنس کی سہولت

کینیٹرا ایکٹ 2017 سیکشن 132(2) کے مطابق، اگر کینیٹ کے چیئرمین یا ممبران لوکیشن پر رہنے والے اراکین کی رضامندی سے مجموعی حصص 10 فیصد یا زائد ہوں اور ووٹنگ میں بڑے پیمانے پر ویڈیو کانفرنس شرکت کرنے کیلئے پیشگی تاریخ سے 7 دن پہلے مطلع کرنا چاہیے یعنی مذکورہ شہر میں مطلوبہ سہولت دستیاب ہونے کی صورت میں ویڈیو کانفرنس کی سہولت فراہم کریں گی۔

نوٹس:

- 1- کینیٹ کی شیئر ٹرانسفر بکس 10 مارچ 2020 تا 16 مارچ 2020 (بشمول دونوں دن) بند رہیں گی اور شیئر کی منتقلی کی کوئی درخواست رجسٹریشن قبول نہیں کی جائے گی۔ درخواستیں کینیٹ کے شیئر رجسٹرار CDC شیئر رجسٹرار سرورس لمیٹڈ سی ڈی سی ہاؤس 99-بی، بلاک بی' ایس-ایم-سی-ایچ-ایس میں شاہراہ فیصل کراچی-74400 پاکستان کے پتے پر 9 مارچ 2020 کو کاروبار بند ہونے تک پہنچ جانی چاہیے تاکہ ٹرانسفر کو فیکل ڈیویڈنڈ کی ادائیگی کی جائے۔

اجلاس میں شرکت کیلئے:

- (i) اجلاس میں شرکت کے موقع پر افراد، اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور یا جن افراد کی سکیورٹیز گروپ اکاؤنٹ کی شکل میں ہوں اور ان کی رجسٹریشن سے متعلق تفصیلات شرائط و ضوابط کے تحت اپ لوڈ ہو چکی ہوں، کو اپنی شناخت کے لئے اپنا اصل کپیوٹرائزڈ قومی شناختی کارڈ (CNIC) یا اصل پاسپورٹ پیش کرنا ہوگا۔

2- میٹنگ میں شرکت اور ووٹنگ کا حق رکھنے والا کینیٹ کا ممبر اپنی جگہ کسی فرد یا نمائندے کو میٹنگ میں موجودگی اور ووٹ دینے کیلئے بطور پراکسی مقرر کر سکتا ہے۔ میٹنگ میں بطور پراکسی شمولیت کیلئے اور موثر نمائندگی کیلئے میٹنگ کے آغاز سے 48 گھنٹے پہلے پراکسی فارم کینیٹ کے رجسٹری ڈفٹر واقع 156-دی مال روالپنڈی پاکستان کو موصول ہو جانا چاہیے۔ کوئی ممبر ایک سے زائد پراکسی مقرر نہیں کر سکتا۔

3- CDC کا تقرری استحقاق رکھنے والا کوئی بھی ممبر جو اس میں ووٹ دینے کا حقدار ہو شناخت کیلئے اپنا اصل کپیوٹرائزڈ شناختی کارڈ لازماً اپنے ہمراہ لائے۔ اور پراکسی کی صورت میں شیئر ہولڈرز کے کپیوٹرائزڈ قومی شناختی کارڈ کی تصدیق شدہ نقل پراکسی فارم کے ساتھ لازماً منسلک کریں۔ کارپوریٹ ممبرز کے نمائندے اس موقع پر مطلوبہ عمومی دستاویزات اپنے ہمراہ لائیں۔

CDC اکاؤنٹ ہولڈرز کو بھی سکیورٹیز ایجنڈا کی پیشگی کینیٹ آف پاکستان کے جاری کردہ سرکل نمبر 1 مورخہ 26 جنوری 2000 میں درج ذیل ہدایات کے تحت مذکورہ بالا رہنما اصولوں کو پیش نظر رکھنا ہوگا۔

- (ii) CDC کے رجسٹرار ممبرز سے بھی گزارش ہے کہ وہ اپنی دستاویزات آئی ڈی نمبرز اور CDC میں اپنے اکاؤنٹ نمبرز وغیرہ اپنے ہمراہ لائیں۔
- (iii) کارپوریٹ اداروں کی صورت میں بورڈ آف ڈائریکٹرز کی ریولیشن اختیار نامہ مجسمہ مقررہ شخص کے نمونے کے دستخط بھی اجلاس کے موقع پر فراہم کرنے ہونگے (اگر یہ سب پہلے فراہم نہیں کیا گیا)۔

پ۔ پراکسی کا تقرب:

- (i) اجلاس میں شرکت کے موقع پر افراد، اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر یا جن افراد کی سکیورٹیز گروپ کی شکل میں ہوں ان کے رجسٹریشن سے متعلق تفصیلات شرائط و ضوابط کے تحت اپ لوڈ ہو چکی ہوں، کو اپنی شناخت کیلئے پراکسی فارم جمع کروانا ہوگا۔
- (ii) پراکسی فارم کی تصدیق وہ شخص کرے گا جس کا نام اور CNIC پراکسی فارم پر درج ہوگا۔
- (iii) اصل مالک اور پراکسی کے CNIC یا پاسپورٹ کی تصدیق شدہ نقل پراکسی فارم کے ساتھ منسلک ہوں۔
- (iv) پراکسی کو اجلاس کے موقع پر اپنا اصل کپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ فراہم کرنا ہوگا۔
- (v) کارپوریٹ اداروں کی صورت میں بورڈ آف ڈائریکٹرز کی ریولیشن اختیار نامہ مجسمہ مقررہ شخص کے نمونے کے دستخط بھی اجلاس کے موقع پر پراکسی فارم کے ساتھ فراہم کرنے ہونگے (اگر یہ سب پہلے فراہم نہیں کیا گیا)۔

