Fauji Fertilizer Bin Qasim Limited

Ref. No 11.2/Sectt/C

Dated: January 30, 2015

Managing Director
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi - 74000, Pakistan

Managing Director
Islamabad Stock Exchange Limited
ISE Towers
55-B Jinnah Avenue
Islamabad, Pakistan

Managing Director
Lahore Stock Exchange Limited
Lahore Stock Exchange Building
19, Khayaban-e-Aiwan-e-Iqbal
P.O. Box: 1315
Lahore - 54000, Pakistan

Director/HOD (Enforcement Department)
Securities and Exchange Commission of Pakistan
National Insurance Corporation Building
Jinnah Avenue
Islamabad-44000, Pakistan

Subject: **Disclosure of Information**

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 the meeting of the Board of Directors (the "**Board**") held on January 29, 2015 (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 Board, at its 107th meeting held on January 29, 2015, transacted the following business and passed the following resolutions together with other resolutions for implementation and giving effect to the same:

- The Board approved, ratified and affirmed the approval of the Company's subscription to 100,000/- (One Hundred Thousand) shares of Fauji Meat Limited (the "**Subsidiary**") (having a nominal value of PKR 1,000,000/- (Pakistan Rupees One Million in the aggregate) vide the Resolution No C-08/2013 dated July 5, 2013;

- The Board authorized, ratified and affirmed the payments and subscriptions made to and on behalf of the Subsidiary by the Company (in cash or in kind), constituting advance towards the equity of the Subsidiary, totalling PKR 1,199,000,000/- (Pakistan Rupees One Billion One Hundred Ninety-Nine Million);

- The Board resolved that the Company pay to and on behalf of the Subsidiary, as advance towards the equity of the Subsidiary, and otherwise subscribe (in cash or in kind) to the Subsidiary's equity, amounts not exceeding PKR 1,900,000,000/- (Pakistan Rupees One Billion Nine Hundred Million);

- The Board authorized the Company to enter into the Subscription Agreement, Services Agreement and any other agreement as may be necessary or conducive with the Subsidiary for fulfilling the requirements of Section 73 of the Companies Ordinance, 1984 with respect to shares issued, or to be issued, to the Company by the Subsidiary for consideration other than cash; and

- The Board authorized the Company to execute, deliver, create, register, perfect and implement all such security and related agreements, documents and instruments, howsoever named or described as are or may be required by the financial and other institutions providing funded and non-funded facilities to the Subsidiary (including, without limitation, Letter of Confirmation of Pledge and Lien for Securities, Project Funds Agreement and Corporate Guarantee) in connection with, and to facilitate, the construction and commissioning of the meat processing facility project of the Subsidiary.

Yours faithfully,

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

Fauji Fertilizer Bin Qasim Limited

ANNEX

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

Rawalpindi
January 30, 2015

Name of the Company	Fauji Fertilizer Bin Qasim Limited
Date of Report	January 29, 2015
Contact Information	Brig Muhammad Azam SI (M), (Retd) Company Secretary Fauji Fertilizer Bin Qasim Limited 73 - Harley Street Rawalpindi Telephone: [*051-9272189*] Fax: [*051-9272198*] 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 Board of Directors of the Company (the "**Board**"), at its 107th meeting held on January 29, 2015, transacted the following business and passed the following resolutions together with other resolutions for implementation and giving effect to the same:

- The Board approved, ratified and affirmed the approval of the Company's subscription to 100,000/- (One Hundred Thousand) shares of Fauji Meat Limited (the "**Subsidiary**") (having a nominal value of PKR 1,000,000/- (Pakistan Rupees One Million in the aggregate) vide the Resolution No C-08/2013 dated July 5, 2013;
- The Board authorized, ratified and affirmed the payments and subscriptions made to and on behalf of the Subsidiary by the Company (in cash or in kind), constituting advance towards the equity of the Subsidiary, totalling PKR 1,199,000,000/- (Pakistan Rupees One Billion One Hundred Ninety-Nine Million);
- The Board resolved that the Company pay to and on behalf of the Subsidiary, as advance towards the equity of the Subsidiary, and otherwise subscribe (in cash or in kind) to the Subsidiary's equity, amounts not exceeding PKR 1,900,000,000/- (Pakistan Rupees One Billion Nine Hundred Million);

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Fauji Fertilizer Bin Qasim Limited

- The Board authorized the Company to enter into the Subscription Agreement, Services Agreement and any other agreement as may be necessary or conducive with the Subsidiary for fulfilling the requirements of Section 73 of the Companies Ordinance, 1984 with respect to shares issued, or to be issued, to the Company by the Subsidiary for consideration other than cash; and

- The Board authorized the Company to execute, deliver, create, register, perfect and implement all such security and related agreements, documents and instruments, howsoever named or described as are or may be required by the financial and other institutions providing funded and non-funded facilities to the Subsidiary (including, without limitation, Letter of Confirmation of Pledge and Lien for Securities, Project Funds Agreement and Corporate Guarantee) in connection with, and to facilitate, the construction and commissioning of the meat processing facility project of the Subsidiary.

☒ **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

Fauji Fertilizer Bin Qasim Limited

73-Harley Street, Rawalpindi-Pakistan.
Tel: 92 51 9272196-7, Fax: 92 51 9272198-9. www.ffbl.com