Fauji Fertilizer Bin Qasim Limited

Ref. No. 11.2/Sectt/C-4

27 April 2015

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

The General Manager
Islamabad Stock Exchange Limited
ISE Towers
55-B, Jinnah Avenue
Islamabad, Pakistan

The General Manager
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
NIC Building, Jinnah Avenue
Islamabad-44000
Pakistan

Dear Sirs,

Subject: **Disclosure of Board Approval of Proposed Investment in Foundation Wind Energy I Limited and Foundation Wind Energy II (Private) Limited**

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 we write to disclose that on 27 April 2015, the Board of Directors of Fauji Fertilizer Bin Qasim Limited (the "Board") approved following:-

Foundation Wind Energy I Limited

(i) a subordinated shareholder loan of an amount of up to US Dollars 340,000 to Foundation Wind Energy I Limited, an associated company, and (ii) a corporate guarantee to secure an amount of US Dollars 5.25 million of a working capital facility to be availed by Foundation Wind Energy I Limited.

Foundation Wind Energy II (Private) Limited

(i) a subordinated shareholder loan of an amount of up to US Dollars 585,000 to Foundation Wind Energy II (Private) Limited, an associated company, and (ii) a corporate guarantee to secure an amount of US Dollars 3.5 million of a working capital facility to be availed by Foundation Wind Energy II (Private) Limited.

The Board further authorized that Fauji Fertilizer Bin Qasim Limited enter into written agreements for the aforesaid purpose on the following terms:

(i) The investments be secured by a corporate guarantee from a Sponsor of Foundation Wind Energy projects.
(ii) The rate of return shall be at least KIBOR plus two percent
(iii) The guarantee fee shall be an amount charged by commercial banks for similar guarantees
(iv) The term of the guarantee shall be three years

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

(v) The term of the shareholder loan shall be two years

The Board has further authorized Fauji Fertilizer Bin Qasim Limited and the designated, authorized officers to take all necessary actions to implement the resolutions.

The Board has further resolved that an extraordinary general meeting be conveyed to approve the said investments.

Disclosure of the proposed acquisition, in the format prescribed by the Securities and Exchange Commission of Pakistan through its statutory regulatory order (S.R.O 1432/(1)/2012) dated December 5, 2012 is enclosed herewith as the Schedule.

Yours faithfully,

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

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Fauji Fertilizer Bin Qasim Limited

SCHEDULE

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

Islamabad
27 April 2015

Name of the Company	Fauji Fertilizer Bin Qasim Limited
Date of Report	27 April 2015
Contact Information	Brig. Muhammad Azam SI (M), (Retd) Company Secretary Fauji Fertilizer Bin Qasim Limited 73 - Harley Street Rawalpindi Telephone: 92-51-9272189 Fax: 92-51-9272198 Email: secretary@ffbl.com

Please mark the appropriate box below:

☑ **Disclosure of inside information by listed company in terms of Section 15D(1).**
On 27 April 2015, the Board of Directors of Fauji Fertilizer Bin Qasim Limited (the "Board") approved following

Foundation Wind Energy I Limited
(i) a subordinated shareholder loan of an amount of up to US Dollars 340,000 to Foundation Wind Energy I Limited, an associated company, and (ii) a corporate guarantee to secure an amount of US Dollars 5.25 million of a working capital facility to be availed by Foundation Wind Energy I Limited.

Foundation Wind Energy II (Private) Limited
(i) a subordinated shareholder loan of an amount of up to US Dollars 585,000 to Foundation Wind Energy II (Private) Limited, an associated company, and (ii) a corporate guarantee to secure an amount of US Dollars 3.5 million of a working capital facility to be availed by Foundation Wind Energy II (Private) Limited

The Board further authorized that Fauji Fertilizer Bin Qasim Limited enter into written agreements for the aforesaid purpose on the following terms:

(i) The investments be secured by a corporate guarantee from a Sponsor of Foundation Wind Energy projects.
(ii) The rate of return shall be at least KIBOR plus two percent.
(iii) The guarantee fee shall be an amount charged by commercial banks for similar guarantees
(iv) The term of the guarantee shall be three years

(v) The term of the shareholder loan shall be two years

The Board has further authorized Fauji Fertilizer Bin Qasim Limited and the designated, authorized officers to take all necessary actions to implement the resolutions.

The Board has further resolved that an extraordinary general meeting be conveyed to approve the said investments.

☒ **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

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