

engro fertilizers

March 05, 2020

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.


NOTICE OF THE ELEVENTH ANNUAL GENERAL MEETING OF ENGRO FERTILIZERS LIMITED

Dear Sir,

We are enclosing herewith the Notice of the Eleventh Annual General Meeting of Engro Fertilizers Limited to be held on Tuesday, March 31, 2020, at 10:00 a.m. at Karachi School of Business & Leadership, National Stadium Road Opp. Liaquat National Hospital, Karachi for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

Yours sincerely,


SCHAANE ANSARI
Company Secretary

cc: Director/HOD,
Surveillance, Supervision and Enforcement Department,
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue,
Blue Area, Islamabad.

ENGRO FERTILIZERS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of Engro Fertilizers Limited (the "Company") will be held at Karachi School of Business & Leadership, National Stadium Road Opp. Liaquat National Hospital, Karachi on Tuesday, March 31, 2020 at 10:00 a.m. to transact the following business:

A) Ordinary Business

- 1) To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended December 31, 2019 together with the Directors' and Auditors' Reports thereon and the Chairman's Review Report.
- 2) To declare, as recommended by the Directors, the payment of a final cash dividend at the rate of PKR 2.00 (20%) for the year ended December 31, 2019.
- 3) To appoint Auditors for the year 2020 and fix their remuneration. The Members are hereby notified that the Audit Committee and the Board of Directors have recommended the name of retiring auditors M/s A.F.Ferguson & Co. for re-appointment as auditors of the Company.

By the order of the Board

Karachi

Dated: February 17, 2020

Schaane Ansari

Company Secretary

N.B.

- 1) The Share Transfer Books of the Company will be closed from Wednesday, March 25, 2020 to Tuesday, March 31, 2020 (both days inclusive). The transfers received in order at the office of the Company's share registrar, M/s. FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Block 6, PECHS, Shakra-e-Faisal, Karachi PABX Nos. (92-21) 34380101-5 and email info.shares@famco.com.pk by the close of business (5:00 p.m.) on Tuesday, March 24, 2020 will be treated to have been in time for the purposes of payment of final dividend to the transferees and to attend and vote at the meeting.
- 2) A member entitled to attend and vote at this meeting shall be entitled to appoint another person as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the meeting as are available to a member. Proxy forms, in order to be effective, must be received by the Company not less than forty-eight (48) hours before the meeting. A proxy need not be a member of the Company.
- 3) Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of sections 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.
- 4) In accordance with the provisions of section 242 of the Companies Act, 2017, a listed Company is required to pay cash dividend only through electronic mode directly in to the bank account designated by the entitled shareholders. Accordingly, the shareholders are requested to provide the information mentioned on an E-Dividend Mandate Form available at the website of the Company to the share registrar. The CDC account holders must submit their information directly to their broker (participant) / CDC.
- 5) In accordance with the directives of the SECP, the dividends of shareholders whose CNIC copies have not been received by the Company shall not be electronically credited until receipt thereof. Therefore, the individual shareholders who have not submitted their CNIC copies are requested to send the same at the earliest to the share registrar of the Company. Corporate entities are requested to provide their NTN.

While providing their CNIC/NTN, shareholders must quote their respective folio numbers. The physical shareholders are requested to notify any change in their addresses to the share registrar of the Company and in case of CDC shareholders to their broker (participant).

- 6) In compliance with section 150 read with Division I of Part III of the First Schedule of the Income Tax Ordinance, 2001 withholding tax on dividend income will be deducted for 'filer' and 'non-filer' shareholders at 15% and 30% respectively. A 'filer' is a taxpayer whose name appears in the Active Taxpayers List (ATL) issued by the FBR from time to time and a 'non-filer' is a person other than a filer. To enable the Company to withhold tax at 15% for filers, all shareholders are advised to ensure that their names appear in the latest available ATL on FBR website, otherwise tax on their cash dividend will be deducted at 30% for non-filers. Withholding tax exemption from the dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the share registrar of the Company by the first day of book closure.
- 7) The FBR has clarified that in case of joint account, each holder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing as follows, to the Company's share registrar, otherwise it will be assumed that the shares are equally held by the joint shareholders:

Company Name	Folio / CDS Account No.	Total Shares	Principal Shareholder		Joint shareholder	
			Name & CNIC No.	Shareholding proportion No. of shares	Name & CNIC No.	Shareholding proportion No. of shares

- 8) In pursuance to Circular No. 10 of 2014 dated May 21, 2014, if the Company receives consent from members holding in aggregate ten percent (10%) or more shareholding residing at geographical location, to participate in the meeting through video conference at least seven (7) days prior to the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. The Company will intimate members regarding venue of video conference facility at least five (5) days before the meeting along with complete information

necessary to enable them to access such facility. In order to avail this facility please provide the following information to our share registrar:

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

_____.

Signature of Member

Update under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

Note relating to Engro Corporation Limited:

Engro Corporation Limited is the majority shareholder of Engro Fertilizers Limited. In 2016, the shareholders approved a short-term loan / financing facility of up to PKR 6 billion for Engro Corporation Limited, which was initially for a period of one (1) year and renewal of the same for four (4) further periods of one (1) year each. This short-term facility has not been utilized to date since approval, however, it is being renewed as earlier approved by the shareholders. There has been no material adverse change in the financial statements of Engro Corporation Limited since the approval of this facility.