NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of Engro Fertilizers Limited shall be held on Tuesday, 2nd March, 2011 at 11:00 A.M. at the entity head office at Ahmad Road, Karachi on Thursday, March 28, 2019 at 10 a.m. to transact the following business:

A) Ordinary Business
1) To receive and consider the standalone and consolidated audited Financial Statements of the Company for the year ended December 31, 2018 along with the Directors and Auditors' Reports thereon.
2) To approve a final dividend at the rate of 3.00% (300) for the year ended December 31, 2018.
3) To appoint Auditors for the year 2019 and fix their remuneration. The present Auditors, A.F. Ferguson & Co., Chartered Accountants have offered themselves for reappointment.
4) To elect eight (8) Directors in accordance with the Companies Act, 2017, the retiring Directors are Mr. Ghazi Khan, Mr. Abdul Samad Jaswani, Mr. Nader Salari and Mr. Javed Ahsan. The Nomination of Mr. Sadiq Ali, Mr. Arif Murtaza Khan and Mr. Asad Sadiq is invited.

B) Other Business
1) In terms of the section 156(1) of the Companies Act, 2017, the Directors of the Company have fixed the number of elected directors at eight (8).
2) Any person who seeks to contest election of Director shall file with the Company the required particulars of the Director along with the consent to act as a Director in Form 28 under section 156(2) of the Companies Act, 2017.
3) In terms of the section 156(3) of the Companies Act, 2017, the directors of the Company may, by resolution, authorize any director to sign any instrument or document on behalf of the Company and to affix the company seal, if any, and for that purpose may from time to time authorize a person or persons to act for and on behalf of the Company in that behalf.
4) Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of exercising right of voting, all shareholders are hereby advised to withdraw in writing to the Company, in required format, the detailed profile along with office address for placement onto the Company’s website in terms of SRO 634/2010 dated July 10, 2011, not later than fourteen days before the date of the meeting.
5) The details of the Independents Directors will be complied with the requirements of section 166 of the Companies Act, 2017 and Regulation 6 of Listed Companies (Determination of Composition of Shareholders Committee) Regulations, 2017.
6) In terms of section 180 of the Companies Act, 2017, the directors of the Company are authorized 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 if he/she were a director of the Company and such a proxy shall be capable of being effective, must be received by the Company not less than forty-eight (48) hours before the commencement of the meeting.
7) In accordance with the provisions of section 542 of the Companies Act, 2017, a listed Company is required to pay cash dividend only through electronic modes and the dividend may be credited to the bank account designated by the shareholder. Accordingly, the shareholders are requested to provide the information necessary for the purpose of making their basic details available for the cash dividend via their bank accounts to the Company at the share registrar. The CDC account holders must submit their information directly to their broker (participant).
8) In terms of the provisions of the SECP, the dividends of shareholders whose CNIC copies have not been received by the Company shall not be declared for credit. Accordingly, the 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 CNIC copies of individual shareholders or their respective number. The shareholders are requested to notify any change in their addresses to the share registrar of the Company in case of CDC shareholders to their broker (participant).
9) In compliance with section 159 read with Division I of Part III of the First Schedule to the Companies Act 1913, the directors of the Company are required to declare the dividend income for the year to be taxable for filing and non-filer shareholders at 16% and 20% respectively. The amount of dividend that a shareholder may be entitled to, that would be subject to availability of such facility in that facility. The Company will intimate members regarding venue of video conference facility at least five (5) days before the date of the meeting to facilitate the shareholders to access such facility. In order to avail this facility please provide the following information at least five (5) days before the date of the meeting. The Company's Secretary.

Signature of Member
Karachi
February 8, 2019
By order of the Board of Directors

7th Floor, Habib Front Building
HC-3, Mithi Drive, Block 4, Clifton, Karachi,
Khyber Pakhtunkhwa