

January 24, 2022
FATIMA/PSX/22/A-033

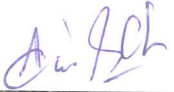
Mr. Khurram Burney
Senior Manager-Listing Department
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: Suspension / Delisting of Sukuk of Fatima Fertilizer Company Limited

Dear Sir,

We refer to your letter dated January 21, 2022 and enclose herewith auditor's certificate confirming final redemption of Sukuk Certificates of Fatima Fertilizer Company Limited.

Yours Sincerely,



Anil Zia
Deputy Company Secretary

Encl: as above

FFCL / 0636
December 09, 2021

The Chief Financial officer
Fatima Fertilizers Company Limited
E-110, Khayaban-e-Jinah
Lahore Cantt

134-A, Abu Bakar Block
New Garden Town
Lahore
Pakistan
Tel: +92 (0) 42 3591 3595-7
Fax: +92 (0) 42 3544 0521
www.yousufadil.com

Dear Sir

AUDITORS' CERTIFICATE ON THE FULL AND FINAL DISCHARGE OF OBLIGATIONS UNDER THE TRUST DEED ENTERED WITH PAK BRUNEI INVESTMENT COMPANY LIMITED FOR ISSUANCE OF SUKUKS BY THE COMPANY

We have been requested to provide you with a certificate that all secured obligations have been fully and finally discharged as of November 26, 2021 towards the security holders under the Trust Deed entered between Fatima Fertilizers Company Limited (the Company) with Pak Brunei Investment Company Limited (the Trustee) for issuance of 2,100,000 Sukuks of Rs. 5,000 each (aggregate value Rs. 10,500 million) by the Company on November 21, 2016.

Scope

The Company is required to furnish to the Trustee, a certificate from the auditors of the Company certifying that all secured obligations have been fully and finally discharged towards the security holders under the Trust Deed as of November 26, 2021 (the Trust Deed). Accordingly, the management has prepared a statement of movement in Rated, Listed and Secured Ijarah Sukuks Certificate for the period from January 01, 2021 to November 26, 2021 and the markup paid during the aforementioned period (the Statement).

Unless otherwise defined, all capitalized terms used herein shall bear the meaning ascribed to them in the Trust Deed.

Management's Responsibility

It is the responsibility of the management to prepare the Statement. The management is also responsible for such internal control as the management determines is necessary to enable the preparation of the Statement that is free from material misstatement, whether due to fraud or error. This certificate does not relieve the management of its responsibilities.

Auditor's Responsibility

Our responsibility is to certify, in accordance with the 'Guidelines for Issue of Certificates for Special Purposes by practicing Chartered Accountant Firms' issued by the Institute of Chartered Accountants of Pakistan, that the amounts presented in the Statement are correct and agree with the books of account of the Company. Our verification was limited to the procedures given below:

1. Matched the opening balance as at January 01, 2021 of Principal Amount as per the Statement with respective general ledger account and audited financial statements of the Company for the year ended December 31, 2020;
2. Checked that Rental Payments (principal and profit both) of May 25, 2021 and November 26, 2021 as shown in the Statement are appearing in respective general ledger account and bank statement of Rental Payment Account; and
3. Checked that closing balance of Principal Amount as per respective general ledger account as at November 26, 2021, after above mentioned Rental Payments, is Nil.

ATTESTED
TO BE TRUE COPY OF ORIGINAL

Dr. Adil
Deputy Company Secretary



YOUSUF ADIL

Yousuf Adil
Chartered Accountants

Certificate

Based on procedures performed as above, we certify that the amounts presented in the Statement are correct and agree with the books of account of the Company.

Had we performed additional procedures or had we and audit or review of the financial statements in accordance with the International Standards on Auditing or International Standards on Review Engagements, other matters might have come to our attention that would have been reported to you.

Restriction on use and distribution

This certificate is issued for the purpose as set in the scope paragraph and for your information and onward submission to the Trustee and is neither to be used for any other purpose nor to be distributed to any other parties.

Yours truly

Yousuf Adil
Chartered Accountants
Place: Lahore

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Amal
Deputy Company Secretary

Movement of NBP SUKUK during Jan-2021 to 30-Nov-2021

BANK	Opening Balance (01-Jan-2021)]	Disbursements	Repayments	Closing Balance (30-Nov-2021)
NBP Sukuk	2,100,000,000	-	2,100,000,000	-
	2,100,000,000	-	2,100,000,000	-

Mark-up Paid

Date	28-May-2021	28-Nov-2021	Total
Amount	87,950,591	46,685,589	134,636,180



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Y/A
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Deputy Company Secretary

**RESOLUTION THROUGH CIRCULATION PASSED BY THE BOARD OF DIRECTORS OF M/S
FATIMA FERTILIZER COMPANY LIMITED (THE "COMPANY") ON FEBRUARY 19, 2021**

We, the undersigned, being the Directors of the Company, do hereby pass the following resolution(s):

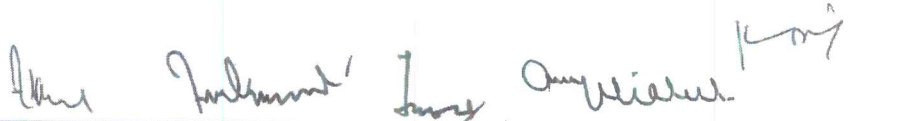
Authorization in favor of Deputy Company Secretary for handling share registrar related affairs, authenticating and issuing certified true copies of corporate and statutory documents:

"Resolved, that Mr. Anil Zia having CNIC No. 35404-9469114-5, acting as Deputy Company Secretary of Fatima Fertilizer Company Limited be and is hereby authorized to authenticate and approve the registration of transfer of physical shares, duplicate, split and consolidation of shares lodged with the Company and to sign and endorse share certificates of the Company under the provisions of the Companies Act, 2017 or any other applicable laws.

Resolved further, that Mr. Anil Zia is also authorized to deal and correspond with the Share Registrar of the Company for all share registrar related matters and to do all such acts, deeds, matters, and things as may be necessary, desirable, proper or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto on behalf of the Company.

Resolved further, that Mr. Anil Zia acting as Deputy Company Secretary is hereby authorized to authenticate and issue certified true copies of all the corporate documents on behalf of the Company which inter alia include the certificate of incorporation, certificate of business commencement, memorandum, and articles of association of the Company, taxation certificates, approved resolutions of the Board of directors passed through circulation, approved minutes of the Board and general meetings of the Company, statutory returns filed by the Company with Securities and Exchange Commission of Pakistan, identification documents (CNICs/passports, etc.) of Company's officers and such other corporate and statutory documents which entail authentication by the Company and as may be required by the banks/financial institutions/other corporate bodies for Company's routine business activities."

DIRECTOR(S):


Tariq Jannat

ATTESTED
TO BE TRUE COPY OF ORIGINAL


Deputy Company Secretary