



ENGRO CHEMICAL PAKISTAN LTD.

4th Floor, Executive Tower, Dolmen City, Block 4, Marine Drive,
Clifton, Karachi. Ph: 021-5297501-10, UAN:111-211-211

Website: www.engro.com

Notice of Meeting

NOTICE IS HEREBY GIVEN that the Forty Second Annual General Meeting of Engro Chemical Pakistan Limited will be held at Karachi Marriott Hotel, Abdullah Haroon Road, Karachi on Friday, March 28, 2008 at 10.30 a.m. to transact the following business:

A)ORDINARY BUSINESS

- (1) To receive and consider the Audited Accounts for the year ended December 31, 2007 and the Directors' and Auditors' Reports thereon.
- (2) To declare a final dividend at the rate of Rs. 3.00 per share for the year ended December 31, 2007.
- (3) To appoint Auditors and fix their remuneration.

B)SPECIAL BUSINESS

- (4) To consider, and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED that the Articles of Association of the Company be altered by substituting the first sentence of Article 61, by the following:

"The remuneration of a Director for attending meetings of the Board or a Committee formed by the Board shall from time to time be determined by the Board of Directors, provided that a Director who is an executive of the Company shall not be entitled to any remuneration for attending meetings of the Board or a Committee formed by the Board".

A statement under Section 160 of the Companies Ordinance 1984 setting forth all material facts considering the Resolution contained in item (4) of the Notice which will be considered for adoption at the Meeting will be annexed to the Notice of Meeting being sent to Members.

By Order of the Board

ANDALIB ALAVI

General Manager Legal
& Company Secretary

Karachi,

Dated: February 20, 2008.

N.B.

- (1) The Share Transfer Books of the Company will be closed from Friday, March 14, 2008 to Friday, March 28, 2008 (both days inclusive). Transfers received in order at the office of our Registrar, M/s. Ferguson Associates (Private) Limited, 4th Floor, State Life Building No. 2-A, I.I. Chundrigar Road, Karachi-74000 by the close of business (5:00 p.m) on Thursday, March 13, 2008 will be treated in time for the purpose of payment of final dividend to the transferees, and to attend 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. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the Meeting. A proxy need not be a member of the Company.