



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the Shareholders of Pakarab Fertilizers Limited ("Company") will be held on Wednesday the 30th September 2009 at 10.00 a.m. at the Registered Office of the Company at 2nd Floor, Trust Plaza, L.M.Q. Road, Multan to transact the following business:

Ordinary Business:

1. To confirm the minutes of the Annual General Meeting of the Company held on 30th April 2009.
2. To approve and confirm the 50% Dividend in specie by the issue of 50 shares of Fatima Fertilizer Company Limited for every 100 shares held in the share capital of Pakarab Fertilizers Limited as recommended by the Board of Directors in their meeting held on August 31, 2009.

Special Business:

3. To pass the following Special Resolution(s) with or without modification(s), addition(s) or deletion(s):-

IT IS HEREBY RESOLVED:

1. That a sum of Rs. 2,250,000,000 from General Reserves of the Company be applied towards the payment of 50% Dividend in specie by distributing 225,000,000 Ordinary Shares of Fatima Fertilizer Company Limited of Rs. 10/- each in proportion of 50 shares of Fatima Fertilizer Company Limited for every 100 shares held by the members in the share capital of Pakarab Fertilizers Limited, who are registered in the books of the Company on September 24, 2009.
2. Further resolved that fractional shares will be treated as per Companies Ordinance, 1984.
3. That change in nature of the investment made by the Company in Fatima Fertilizer Company Limited ("Fatima") on 28th August, 2009 of Rs. 2,000,000,000/- (Rupees Two Billion), pursuant to and in accordance with the Company's resolution dated 8 October 2008 be and is hereby approved and Company may make further investments by way of loan in Fatima up-to a maximum limit, inclusive of the aforesaid amount, of Rs. 10,000,000,000/- (Rupees Ten Billion) in accordance with the following terms:
 - The entire aforesaid investments (including the amount of Rs. 2,000,000,000/- noted above and any additional investment by way of loan to be made from time to time) to be treated as loans to Fatima, to enable Fatima, which is an associated company, to meet project cost of its fertilizer complex.
 - Such loans to be repaid no later than 30 June 2016.
 - The return on the investment (by way of loan) to be not less than the borrowing cost of the Company.

Failing such approval, the nature of investment would remain as previously approved in Company's resolution dated 8 October 2009.

4. Further Resolved that the any Director of the Company or Company Secretary singly or jointly be and is/are hereby authorized to take such steps as may be deemed necessary to finalize the said investment in accordance with the terms and conditions hereof.

Copy of the statement setting out the material facts concerning the investment to be made is enclosed.

Other Business:

4. To transact any other business with the permission of the Chair.

By order of the Board

Hukhar Mahmood Baig
Company Secretary

MULTAN: 9th September 2009.

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