

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Ayesha Textile Mills Limited ("the Company") will be held on Friday August 19, 2016 at 11:00 am at 97-B, Gulberg-II, Lahore to transact the following businesses:

Special Business:

To consider and if thought fit, pass the following resolutions as Special Resolutions, with or without modifications for approval of Buy-Back of 34,348 Ordinary Shares of the Company at minimum buy-back price of PKR. 1,185/- per share by the Sponsors of the Company for the purpose of Voluntary Delisting of the Company.

"RESOLVED THAT the Sponsors of Ayesha Textile Mills Limited be and are hereby authorized to purchase 34,348 Ordinary Shares of the Company at minimum purchase price of PKR. 1,185/- per share as determined intrinsic value per share (by Tariq Abdul Ghani Maqbool & Co. Chartered Accountants), from the shareholders other than the sponsors and their relatives for the purpose of Voluntary Delisting of the Company from the Pakistan Stock Exchange Limited.

"RESOLVED FURTHER THAT the Chief Executive Officer and the Company Secretary be and are hereby authorized singly to take all the steps necessary for the purpose."

Other Business:

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

By order of the Board
Company Secretary
Lahore, July 26, 2016

Notes:

(i) Share transfer books of the Company will remain closed from August 12, 2016 to August 19, 2016 (both days inclusive). Transfers received in order at the office of our Registrar, CorpTec Associates (Private) Limited, 503-E, Johar Town, Lahore by the close of business on August 11, 2016 will be treated in time.

(ii) A member of the Company entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her. Proxy will have the same rights as are available to the member.

(iii) Proxy must be received at the office of our Registrar not later than 48 hours before the time of the meeting. The form of proxy submitted must be witnessed by two persons whose names, addresses and Computerized National Identity Card (CNIC) numbers must be mentioned on the form, along with the attested copies of CNIC or pass port of the beneficial owner and the proxy.

(iv) In case of proxy by a corporate entity, Board of Directors' resolution/power of attorney shall also be submitted along with the form and specimen signature of the Nominee.

(v) Beneficial owners of the shares registered in the name of Central Depository Company of Pakistan Limited and/or their proxies are required to produce their original CN IC or Passport for identification purpose at the time of attending the meeting.

(vi) Members are requested to promptly notify any change in their address to the office of our registrar.

Statement of Material Facts under Section 160 (1) (b) of the Companies

Ordinance, 1984.

The free float of shares of the Company in the general public is quite negligible i.e.55 shares out of total paid up capital of 1,400,000 shares. Right now issuance of new shares to the General public is not feasible.

There are liquidity issues in the Company. Being a holding company, it does not carry on its own revenue generating activities. Too invite fresh equity from the general public does not appear feasible.

Due to above reasons, meeting excessive regulatory and reporting requirements, being a listed company, serve no purpose anymore.

The Board of Directors of the Company, due to above reasons, in its meeting held on May 30, 2016 approved the Voluntary Delisting of the Company from the Exchange. The buy -back price of shares for the purpose of delisting by the sponsors was proposed to be PKR. 1,185/- per share by the Company, In view of the foregoing, it is proposed to approve the action taken by the Company and pass the Special Resolution given under the Agenda item in Special Business.

The directors of the Company have no interest in the above transaction except to the extent of their shareholding in the Company.