

Punjab Cotton Mills Limited

Syed Irshad Ali Road, Near Zanibia Complex behind Mansoor
11Km. Multan Road, Lahore Phone: 042-35420551 Fax: 042-35426308

PCM/PSX/01/08/2016
August 10, 2016

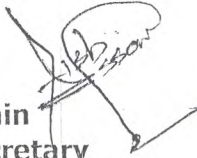
The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: **Notice of Extraordinary General Meeting**

Dear Sir,
Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on September 2, 2016 for circulation amongst your members.

Yours Sincerely,
For Punjab Cotton Mills Limited

Arshad Hussain
Company Secretary



Encl: As above.

PUNJAB COTTON MILLS LIMITED
NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Punjab Cotton Mills Limited ("the Company") will be held on Friday September 02, 2016 at 11:00 am at Syed Irshad Ali Road, Near Zainbia Complex, 11 KM Multan Road, 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 345,000 Ordinary Shares of the Company at minimum buy-back price of PKR. 3/- per share by the Sponsors of the Company for the purpose of Voluntary Delisting of the Company.

"RESOLVED THAT the Sponsors of Punjab Cotton Mills Limited be and are hereby authorized to purchase 345,000 Ordinary Shares of the Company at minimum purchase price of PKR. 3/- per share as determined intrinsic value per share, 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, August 10, 2016

Notes:

(i) Share transfer books of the Company will remain closed from August 26, 2016 to September 02, 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 25, 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 CNIC 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.

97% of the Capital of the Company is held by the Sponsors of the Company, no share of the Company was traded for last 15 years.

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 05, 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. 3/- 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.