



NAGINA GROUP

**NAGINA COTTON
MILLS LIMITED**

**Notice
of
Extraordinary
General Meeting**

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of NAGINA COTTON MILLS LTD. (the Company) will be held at the Registered Office of the Company, 2nd Floor, Shaikh Sultan Trust Bldg. No.2, 26, Civil Lines, Beaumont Road, Karachi - 75530 on Tuesday, January 28, 2020 at 11:00 a.m to transact the following business:-

Ordinary Business

1. To confirm minutes of the 52nd Annual General Meeting held on October 28, 2019.
2. To elect 10 (ten) Directors of the Company as fixed by the Board for a period of three years commencing from January 28, 2020 in accordance with the provisions of Section 159(1) of the Companies Act, 2017. The name of the retiring Directors, who are eligible to offer themselves for re-election, are as follows:

i. Mr. Shahzada Ellahi Shaikh	vi. Mr. Haroon Shahzada Ellahi Shaikh
ii. Mr. Tajammal Husain Bokharee	vii. Mr. Shaukat Ellahi Shaikh
iii. Mr. Shafiq ur Rehman	viii. Mr. Tariq Zafar Bajwa
iv. Mr. Shafqat Ellahi Shaikh	ix. Mr. Munawar Iqbal
v. Mr. Raza Ellahi Shaikh	
3. To transact any other ordinary business with the permission of the Chair.

A statement under Section 166 (3) of the Companies Act, 2017 is annexed.

By Order of the Board



Syed Mohsin Gilani
Corporate Secretary

January 01, 2020

NOTES:

- 1) The share transfer books for ordinary shares of the Company will be closed from Wednesday, January 22, 2020 to Tuesday, January 28, 2020 (both days inclusive). Valid transfer(s) received in order by our Share Registrar, M/s Hameed Majeed Associates (Pvt.) Limited, 5th Floor, Karachi Chambers, Hasrat Mohani Road, Karachi by the close of business on Tuesday, January 21, 2020 will be in time for the purpose of attending the Extraordinary General Meeting.
- 2) Any person who seeks to contest election for the office of Director shall, whether he is a retiring director or otherwise, file following documents / information with the Company not later than fourteen (14) days before the date of meeting:
 - a) Notice of his/her intention to offer himself /herself for election of directors in terms of Section 159(3) of the Companies Act, 2017.
 - b) Consent to act as director in Form-28 under section 167 of the Companies Act, 2017.
 - c) A detailed profile along with his/her office address for placement onto the Company's website as required under SECP's SRO 1196(I) / 2019 dated October 03, 2019.
 - d) An attested copy of Computerized National Identity Card (CNIC).
 - e) A declaration that:
 - He/she is aware of his/her duties and powers under the relevant laws, Companies Act 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019, listing regulations of stock exchange and Memorandum and Article of Association of the Company.

- He / she is not a minor neither of unsound mind nor an un-discharged insolvent.
 - He / she is borne on the register of National Tax Payers.
 - He / she has not been convicted by a court as defaulter in payment of loan to financial institutions, Development Financial Institution and Non-Banking Financial Institution.
 - He / she is not serving as director of more than seven listed companies.
 - Neither he / she nor his / her spouse is engaged in the business of stock brokerage.
 - He / she is aware of "Closed Period", required prior to the announcement of interim and final results, and business decisions, which may materially affect the market price of company's securities.
 - In case of independent directors, a declaration of Independence in terms of Section 166(2) of the Companies Act, 2017 as required under Listed Companies (Code of Corporate Governance) Regulations, 2019.
- 3) The Selection of Independent Directors will be complied with the requirements of Section 166 of the Companies Act, 2017 and the rules and regulations issued thereunder.
 - 4) A member entitled to attend and vote at the General Meeting is entitled to appoint another member as proxy. Proxies, in order to be effective, must be received at the Company's registered office not less than forty eight (48) hours before the time of meeting. Members through CDC appointing proxies must attach attested copy of their Computerized National Identity Card (CNIC) with the proxy form.
 - 5) The shareholders through CDC, who wish to attend the Annual General Meeting, are requested to please bring original CNIC with copy thereof duly attested by their bankers, account number and participant I.D number for identification purpose.
 - 6) In case of corporate entity, certified copy of the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form of the Company.
 - 7) Members who have not submitted copy of valid CNIC are once again advised to submit the same without further delay to ensure compliance with the Securities and Exchange Commission of Pakistan (SECP) Notification S.R.O. 275(i)/2016 dated March 31, 2016 read with Notification S.R.O. 19(I)/2014 dated January 10, 2014 and Notification S.R.O. 831(I)/2012 dated July 5, 2012.
 - 8) The Company has placed the Notice of General Meeting along with form of proxy on its website: www.nagina.com.
 - 9) Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of directors' subject to the requirements of Section 143 -145 of Companies Act, 2017, members will be allowed to exercise their right to vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.
 - 10) If the Company receives consent from the members holding at least 10% shareholding residing in a city, to participate in the meeting through video-link at least 07 days prior to date of the meeting, the Company will arrange facility of video-link in that city subject to availability of such facility in that city.
 - 11) Members are requested to promptly notify the Company of any change in their registered address.
 - 12) Shareholders are requested to contact the Registered Office of the Company or the Share Registrar, M/s Hameed Majeed Associates (Pvt.) Limited, 5th Floor, Karachi Chambers, Hasrat Mohani Road, Karachi for collection of their unclaimed shares / unpaid dividend which they have not received due to any reasons.

Statement made under Section 166 (3) of the Companies Act, 2017 in respect of Appointment of Independent Directors

Section 166 of the Companies Act, 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director. The Company is required to have three independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, it will be ensured that the independent directors to be elected will meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and Companies (Manner and Selection of Independent Directors) Regulations, 2018 and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Further, their selection will be made due to their respective competencies, skill, Knowledge and experience. It is noteworthy to mention here that independent director shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017. Final list of contesting person will be published in Newspapers not later than seven days before the date of the said meeting in terms of Section 159 (4).

No directors have direct or indirect interest in the above said business except as shareholders and that they may consent for election of directors accordingly.

FORM OF PROXY

The Secretary,
NAGINA COTTON MILLS LTD.
2nd Floor, Shaikh Sultan Trust Building No. 2,
26-Civil Lines, Beaumont Road,
Karachi – 75530

I/We _____ of _____ being member(s) of
NAGINA COTTON MILLS LTD., and holder of _____ Ordinary Shares as per Share Register Folio
No. _____ (In case of Central Depository System Account Holder A/c No. _____ Participant
I.D. No. _____) hereby appoint _____ of
_____ who is member of the Company as per Register Folio No. _____ (In case
of Central Depository System Account Holder A/c No. _____ Participant I.D. No. _____
_____) or failing him/her _____ of
_____ who is member of the Company as per Register Folio No. _____ (In case of
Central Depository System Account Holder A/c No. _____ Participant I.D. No. _____) as
my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held
on January 28, 2020 and at any adjournment thereof.

Affix
Rs. 5/=
Revenue
Stamp

(Signature should agree with the
Specimen signature registered
with the Company)

Signed at _____ this the _____ day of _____ 2020.

NOTES:

1. If a member is unable to attend the meeting, he/she may sign this form and send it to the Secretary so as to reach him not less than 48 hours before the time of holding the meeting.
2. Members through CDC appointing proxies must attach attested copy of their Computerized National Identity Card (CNIC) with the proxy form.
3. The Shareholders through CDC, who wish to attend the Extraordinary General Meeting are requested to please bring, original Computerized Identity Card with copy thereof duly attested by their Bankers, Account Number and Participant I.D Number for identification purpose.
4. In case of corporate entity, certified copy of the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form of the Company.

پراکسی فارم (مختار نامہ)

سیکرٹری

نگینہ کاٹن ملز لمیٹڈ

دوسری منزل، شیخ سلطان ٹرسٹ بلڈنگ نمبر 2،

26- سول لائنز، پیو منٹ روڈ،

کراچی-75530

میں / ہم

ساکن

بحیثیت رکن نگینہ کاٹن ملز لمیٹڈ اور حامل عام حصص برطانیق شیئرز رجسٹرڈ فیو نمبر _____
(بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر _____ پارٹنیشنٹ (شرکت) آئی ڈی نمبر _____)

بذریعہ ہذا

محترم / محترمہ _____ ساکن _____

جو کمپنی کا ممبر ہے برطانیق شیئرز رجسٹرڈ فیو نمبر _____

(بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر _____ پارٹنیشنٹ (شرکت) آئی ڈی نمبر _____)

یا اسکی غیر موجودگی میں محترم / محترمہ _____ ساکن _____

جو کمپنی کا ممبر ہے برطانیق شیئرز رجسٹرڈ فیو نمبر _____

(بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر _____ پارٹنیشنٹ (شرکت) آئی ڈی نمبر _____)

مورخہ 28 جنوری 2020ء میں منعقد ہونے والے غیر معمولی اجلاس عام یا کسی متبادل دن جو بھی ہوگا میں رائے دہندگی کے لئے نمائندہ مقرر کرتا / کرتی / کرتے ہوں / ہیں۔

دستخط: آج بروز بتاریخ 2020ء

5 روپے کارسیدی ٹکٹ

چسپاں کریں

دستخط کمپنی کے ہاں رجسٹرڈ نمونہ دستخطوں کے

مطابق ہونے چاہئیں

1- اگر ایک ممبر اجلاس میں شرکت کے قابل نہیں ہے تو وہ اس فارم پر دستخط کر کے سیکرٹری کو ارسال کر سکتا ہے۔ جو اجلاس کے انعقاد کے وقت سے کم از کم 48 گھنٹے قبل پہنچ جانا چاہیے۔

2- سی ڈی سی کے ذریعے حصص یافتگان پر اکسیر تقرر کرتے ہوئے پراکسی فارم کے ہمراہ اپنے کمپیوٹرائزڈ قومی شناختی کارڈ کی مصدقہ کاپی منسلک کریں۔

3- سی ڈی سی کے ذریعے حصص یافتگان جو غیر معمولی اجلاس میں شرکت کرنا چاہتے ہوں سے التماس ہے کہ شناخت کے مقصد کے لئے اصل کمپیوٹرائزڈ قومی شناختی کارڈ بمعہ اپنے بینکرز سے اسکی مصدقہ

کاپی، اکاؤنٹ نمبر اور پارٹنیشنٹ آئی ڈی نمبر ہمراہ لائیں۔

4- کارپوریٹ اسمبلی کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد / مختار نامہ کی مصدقہ کاپی مع نمونہ دستخط (اگر پہلے فراہم نہ کئے گئے ہوں) پراکسی فارم (مختار نامہ) کے ہمراہ کمپنی میں جمع کرانا ہو

گا۔

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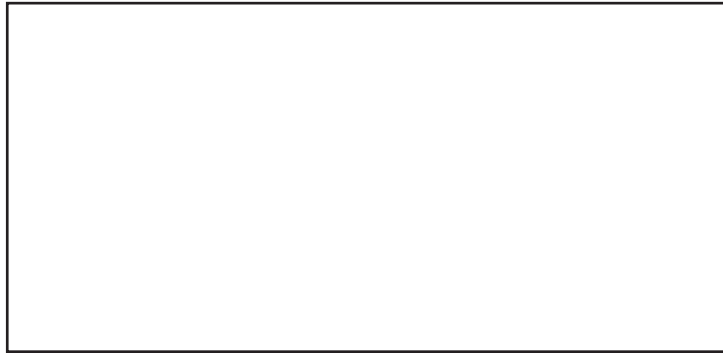
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*Mobile apps are also available for download for android and ios devices

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NAGINA GROUP

If Undelivered, Please Return To:

NAGINA COTTON MILLS LTD.

2nd Floor, Shaikh Sultan Trust Bldg. No. 2,
26, Civil Lines, Beaumont Road,
Karachi-75530