

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

April 24, 2020

Subject: **DECISION OF BOARD MEETING**

Dear Sir,

This is to inform you that the Board of Directors of the Company in their meeting held today i.e. April 24, 2020 at 10:00 AM have considered and recommended the following items to be discussed in the Extra Ordinary General Meeting (“EOGM”) of the Company:

- To change the principle line of business
- To change the name of the Company from Nazir Cotton Mills Limited to Nazir Multiple Industries Limited.
- Adopt the Memorandum and Articles of Association as prescribed in the Companies Act, 2017

Members approval of the aforesaid items will be sought at the EOGM of the Company to be held on Saturday May 16, 2020 at 11:00 AM at the Company’s registered office (notice of EOGM along with the statement is attached herewith).

Please inform the TRE Certificates holders of the Exchange accordingly.

Thanking you.

Yours Sincerely

For, Nazir Cotton Mills Limited

Company Secretary

NAZIR COTTON MILLS LIMITED
NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting of the Company will be held at the registered office of the Company i.e. 61-K, Gulberg-III, Lahore on Saturday May 16, 2020 at 11:00 AM to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of last Annual General Meeting held on November 27, 2019.

SPECIAL BUSINESS

2. To consider and if deemed fit, to pass the following resolutions(s) as special resolutions(s), with or without any modification, in terms of section 183(3)(a) of the Companies Act, 2017.

- I. Resolved that “Principal line of business of the Company shall be to set-up and carry on the business of cattle rearers, sheep farmers, poultry farmers, graziers, breeding and to purchase, breed, rear, sell, import, export, improve, deal and trade in cattle, horses, asses, donkeys, mules, sheep, goats, birds, poultry, eggs, meat, milk and live and dead stocks of every descriptions of livestock.”

Further Resolved that “object clauses No. 1 to 4 be substituted by new clauses as shown in annexure to the notice and all subsequent clauses be deleted”

- II. Resolved that “the Company may change its name and adopt new name as “NAZIR MULTIPLE INDUSTRIES LIMITED” subject to the approval of SECP.
- III. Resolved that “new Articles of Association of the Company as provided in the Companies Act, 2017, be and are hereby adopted to replace the existing Articles of Association so as to comply with Companies Act, 2017, SECP Regulations and PSX Regulations.”

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

Statement of Material Facts under Section 134(3) of the Companies Act, 2017 is being dispatched to the shareholders along with the notice.

Lahore
Date: 25 April, 2020

By Order of the Board

Company Secretary

NOTES:

1. The members, register will remain closed from 09 May 2020 to 16 May 2020 (both days inclusive). Transfers received at Share Registrar Office, Corplink (Private.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore by the close of business on 08 May 2020 will be entertained.
2. A member eligible to attend and vote at this meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the registered office not later than 48 hours before the time for holding meeting. Due to current COVID-19 situation, and in compliance with Circular No.5 of 2020 dated March 17, 2020 issued by the Securities and Exchange Commission of Pakistan (SECP), the Company intends to convene this EOGM with minimal physical interaction of shareholders while ensuring compliance with the quorum requirements and requests the members to consolidate their attendance and voting at the EOGM through proxies. Shareholders can now participate in the EOGM proceeding via video-link. For this, members are required to email their Name, Folio number of shares held in their name with subject. Registration for Nazir Cotton EOGM at maqboolbhutta@gmail.com. Video-link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at the given email address by or before 3:00 PM on May 09, 2020. The shareholders can also provide their comments and questions for the agenda items of the EOGM on WhatsApp number +92301-4141861 and email maqboolbhutta@gmail.com. Members are therefore, encouraged to attend the EOGM through video-link or by consolidating their attendance through proxies.
3. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting, must bring his/her original CNIC or Passport, Account and participant's I.D numbers, to prove his/her identity, and in case of proxy must enclose and attested copy of his/her CNIC or Passport. Representatives of corporate members should bring the usual documents required for such purpose. The account/sub account holders of CDC will further have to follow the guidelines as laid down in Circular No.1 of 2000 dated January 26, 2000 issued by Securities Exchange Commission of Pakistan
4. Shareholders are requested to immediately notify the change in address, if any to the Company's Share Registrar M/s Corplink (Pvt.) Limited Wings Arcade, 1-K, Commercial, Model Town, Lahore.
5. All shareholders who had not yet submitted the valid copies of CNIC, NTN certificate(s) and IBAN are requested to send the same to the Share Registrar. Shareholders of the Company who holds shares in scrip-less form on Central Depository Company of Pakistan Ltd. (CDC) are requested to update their IBAN details directly to their CDC participant (brokers)/CDC Investor Account Services.
6. Proxy Form attached with Notice along with the statement under section 166(3) is being dispatched to the members.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

Change of Principal Line of Business along with name of the Company and Adoption of Memorandum and Articles of Association as prescribed in the Companies Act, 2017.

The Textile industry had passed through severe financial crises during the past many years and Nazir Cotton Mills Limited (“**Company**”) has suspended its production process in 2006 as running the mills was causing heavy financial losses due to non-availability of cheap power supply and difficult market / economic conditions for textile business. Thus, directors approved a plan to consolidate the Company’s resources by repaying the banks borrowings through sponsor’s loans and sale of property. Accordingly, outstanding loan of National Bank of Pakistan and SAMBA Bank were paid off. The Company has also made its premises available for rent and in 2019 the Company generated some rental income as well which is evident from the audited financial statements for the year ended 2019.

We are cautiously maintaining a close watch on the Textile business environment. While the present government regime has taken positive steps to revive this important sector, it has not yet achieved a stable consistent viability status. Hence, we do not consider resuming our existing principal line of business for the time being.

It was decided to focus on diversifying the business objects of the Company to generate revenue which will indirectly benefit the members of the Company. The Company has drafted a detailed plan to align the Company resources and tap the dairy industry. The management is keen to develop a kettle farm on the land situated in Sheikhpura. Initial research of the market shows prominent demand in the market for hygienic packaged milk and other ancillary products and the management is confident that the Company will be able to generate significant revenues in this industry.

Moreover, the demand for hygienic and packaged products are increasing daily and it seems to have better future prospects. The Company has significant covered area and land situated at Sheikhpura where minimal revenue is being earned from kettle farming which is expected to grow significantly. Hence, the Board of Directors of the Company in their meeting held on April 25, 2020, after due consideration have recommended that:

1. The Company shall adopt a new line of business which should be considered as the principal line of business to set-up and carry on the business of cattle rearers, sheep farmers, poultry farmers, graziers, breeding and to purchase, breed, rear, sell, import, export, improve, deal and trade in cattle, horses, asses, donkeys, mules, sheep, goats, birds, poultry, eggs, meat, milk and live and dead stocks of every descriptions of livestock.”
2. To reflect the new line of business the Board has further proposed that name of the Company be changed to “Nazir Multiple Industries Limited” subject to the approval of SECP.
3. In order to comply with the provisions of the Companies Act, 2017, SECP Regulations and PSX Regulations, existing Articles of Association of the Company need comprehensive changes. Therefore, it has been proposed to adopt new Articles of Association as provided in the Companies Act, 2017 to meet various requirements.

It is proposed to place the following special resolutions as mentioned at Agenda No. I, II & III of Special Business above for approval of members in the EOGM.

- I. Resolved that “Principal line of business of the Company shall be to set-up and carry on the business of cattle rearers, sheep farmers, poultry farmers, graziers, breeding and to purchase, breed, rear, sell, import, export, improve, deal and trade in cattle, horses, asses, donkeys, mules, sheep, goats, birds, poultry, eggs, meat, milk and live and dead stocks of every descriptions of livestock.”

Further Resolved that “object clauses No. 1 to 4 be substituted by new clauses as shown in annexure to the notice and all subsequent clauses be deleted”

- II. Resolved that “the Company may change its name and adopt new name as “NAZIR MULTIPLE INDUSTRIES LIMITED” subject to the approval of SECP.
- III. Resolved that “new Articles of Association of the Company as provided in the Companies Act, 2017, be and are hereby adopted to replace the existing Articles of Association so as to comply with Companies Act, 2017, SECP Regulations and PSX Regulations.”

Due to the ongoing Covid 19 situation and to avoid any physical inspection of the existing and amended copies of the Memorandum of Associations and Articles of Association, the same have been uploaded on the website of the Company for inspection by the members.

The directors, sponsors, majority shareholders and their relatives are not interested directly or indirectly, in the above business except to the extent of shares that are held by them in the company.

ANNEXURE

SUBSTITUTION OF OBJECT CLAUSES

S.NO.	PRESENT CLAUSE	NEW CLAUSE
I	The name of the Company is Nazir Cotton Mills Limited	The name of the Company is Nazir Multiple Industries Limited
II	The registered office of the Company shall be situated in the province of Punjab, Pakistan.	The registered office of the Company will be situated in Punjab.
III (1).	To carry on the business of manufacturing cloth and yarn of all types and to have workshops, mills, factories, showrooms and offices and places for the purpose of business of the Company.	the principal line of business to set-up and carry on the business of cattle rearer, sheep farmers, poultry farmers, graziers, breeding and to purchase, bread, rear, sell, import, export, improve, deal and trade in cattle, horses, asses, donkeys, mules, sheep, goats, girds, poultry, eggs, meat, milk and live and dead stocks of every descriptions of livestock.
III (2).	To do business as spinners, weavers, doublers , manufacturing producers of and dealers in cotton, wool, jute, Flax, hosiery, man made of fabrics etc.	Except for the businesses mentioned in sub-clause (iii) hereunder, the company may engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.
III (3).	To do the business of raw cotton and yarn merchants and dealers and exporters, mercers, hosiers, bleachers and dyers.	Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Real Estate Investment Trust management company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, <i>Modaraba</i> management company, Stock Brokerage business, forex, managing agency, business of providing the services of security guards or any other business restricted under any law for the time being in force or as may be specified by the Commission.
III (4).	To buy lands, buildings and to erect structures, mills, machineries, plants, appurtenances, accessories, tools and	It is hereby undertaken that the company shall not:

	<p>implements, and to borrow money for that purpose and for the purpose of the business of the Company.</p>	<p>(a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation;</p> <p>(b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;</p> <p>(c) engage in any of the permissible business unless the requisite approval, permission, consent or license is obtained from competent authority as may be required under any law for the time being in force.</p>
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NOTE: Object clauses No. III(5) to III(52) shall stand deleted.