



**NAGINA COTTON  
MILLS LIMITED**

**Notice  
of  
Extraordinary  
General Meeting**

**To Be Held On January 28, 2023**

## 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 Saturday, January 28, 2023 at 11:00 a.m. to transact the following business:-

### Ordinary Business

1. To confirm minutes of the 55<sup>th</sup> Annual General Meeting held on October 27, 2022.
2. To elect 10 (Ten) Directors of the Company as fixed by the Board for a period of three (3) years commencing from January 28, 2023 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
  - ii. Mr. Tajammal Husain Bokharee
  - iii. Mr. Shafiq ur Rehman
  - iv. Ms. Tosheeba Sarwar
  - v. Mr. Hasan Ahmad
  - vi. Mr. Shafqat Ellahi Shaikh
  - vii. Mr. Raza Ellahi Shaikh
  - viii. Mr. Haroon Shahzada Ellahi Shaikh
  - ix. Mr. Shaukat Ellahi Shaikh
  - x. Mr. Amin 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 02, 2023

### NOTES:

- 1) The share transfer books for ordinary shares of the Company will be closed from Saturday, January 21, 2023 to Saturday, January 28, 2023 (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 Friday, January 20, 2023 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 on Form-28 under section 167 of the Companies Act, 2017 along with copy of attested copy of CNIC, NTN or Passport.
  - c) A detailed profile of the Candidate including 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) A declaration that:
    - He/she is aware of his/her duties, liabilities and powers under the Companies Act 2017, the Securities Act 2015, Listed Companies (Code of Corporate Governance) Regulations, 2019, listing regulations of stock exchange, Memorandum and Articles of Association and all other applicable laws/rules/regulations/codes etc.

- 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 in more than seven listed companies simultaneously.
  - 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.
- e) Independent Director(s) shall meet the criteria laid down in Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of Directors as an Independent Director:
- i) Declaration by Independent Director under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
  - ii) Undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
- 3) 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.
- 4) The shareholders through CDC, who wish to attend the Extraordinary 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.
- 5) 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.
- 6) Shareholders interested in attending the EOGM either physically or through zoom application are hereby requested to get themselves registered with the Company Secretary office by providing the following details at the earliest but not later than forty eight (48) hours before the time of EOGM through following means:

- a) Mobile/WhatsApp: 0333-4524559
- b) E-mail: nagina-eogm23@nagina.com

Shareholders are advised to mention Name, CNIC Number, Folio/CDC Account Number, Cell number and E-mail ID for identification. Member wishing to attend in person must also provide a copy of their vaccination certificates at the above E-mail address. Upon receipt of the above information from the interested shareholders, the Company will send the login credentials at their E-mail address. On the date of EOGM, shareholders will be able to login and participate in the EOGM proceedings through their Smartphone/Computer devices. In view of the above, the Shareholders can also provide their comments/suggestions for the proposed agenda items of the EOGM by using the aforesaid means.

The Company reserves the right to refuse entry to any member who has not pre-registered for physical attendance or is not carrying their vaccination card with them. These measures are necessary to ensure the safety and the health of all present.

- 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](http://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 requires 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. Core competencies; diversity, skill set, knowledge and experience of the election contestants shall also be considered during the finalization of independent Directors.

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, 91-B-1,  
M.M. Alam 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, 2023 and at any adjournment thereof.

Signed at \_\_\_\_\_ this the \_\_\_\_\_ day of \_\_\_\_\_ 2023.

### WITNESSES:

1. Signature _____	2. Signature _____
Name _____	Name _____
Address _____	Address _____
_____	_____
CNIC _____	CNIC _____
_____	_____

affix  
Rs. 50/=  
Revenue  
Stamp

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

### 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 Annual 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.

پراسی فارم (مختارنامہ)

یکٹری

نگینہ کائن ملز لمیٹڈ

دوسری منزل، شیطان ٹرسٹ بلڈنگ نمبر 2،

26- سول لائنز، پٹاؤٹ روڈ،

کراچی-75530

میں / ہم \_\_\_\_\_

ساکن \_\_\_\_\_

بجائیت رکن گھینہ کائن ملز لمیٹڈ اور حامل \_\_\_\_\_ عام حصص برطانیہ شیئر رجسٹر فلیو نمبر \_\_\_\_\_

( بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر \_\_\_\_\_ پارٹیشنٹ (شرکت) آئی ڈی نمبر \_\_\_\_\_ )

بذریعہ ہذا

محترم / محترمہ \_\_\_\_\_ ساکن \_\_\_\_\_

جو کمپنی کا ممبر ہے برطانیہ شیئر رجسٹر فلیو نمبر \_\_\_\_\_

( بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر \_\_\_\_\_ پارٹیشنٹ (شرکت) آئی ڈی نمبر \_\_\_\_\_ )

یا اسکی غیر موجودگی میں محترم / محترمہ \_\_\_\_\_ ساکن \_\_\_\_\_

جو کمپنی کا ممبر ہے برطانیہ شیئر رجسٹر فلیو نمبر \_\_\_\_\_

( بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر \_\_\_\_\_ پارٹیشنٹ (شرکت) آئی ڈی نمبر \_\_\_\_\_ ) کو

مورخہ 28 جنوری 2023ء 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 ..... تاریخ ..... 2023ء

گواہ:

50 روپے کارسیدی ٹکٹ

چسپاں کریں

دستخط کمپنی کے ہاں رجسٹرڈ نمونہ دستخطوں کے

مطابق ہونے چاہئیں

۱۔ دستخط: \_\_\_\_\_ ۲۔ دستخط: \_\_\_\_\_

نام: \_\_\_\_\_ نام: \_\_\_\_\_

پتہ: \_\_\_\_\_ پتہ: \_\_\_\_\_

شناختی کارڈ نمبر: \_\_\_\_\_ شناختی کارڈ نمبر: \_\_\_\_\_

نوٹ:

- 1۔ اگر ایک ممبر اجلاس میں شرکت کے قابل نہیں ہے تو وہ اس فارم پر دستخط کرے اور یکٹری کو اس طور ارسال کر دے کہ اجلاس کے انعقاد کے وقت سے کم از کم 48 گھنٹے قبل پہنچ جانا چاہئے۔
- 2۔ سی ڈی سی کے ذریعے حصص یا ڈنگان پر اکیس تقرر کرتے ہوئے پراسی فارم کے ہمراہ اپنے کمپیوٹر انز ڈیو می شناختی کارڈ کی مصدقہ کاپی منسلک کریں۔
- 3۔ سی ڈی سی کے ذریعے حصص یا ڈنگان جو سالانہ اجلاس میں شرکت کرنا چاہتے ہوں سے التماس ہے کہ شناخت کے مقصد کے لئے اصل کمپیوٹر انز ڈیو می شناختی کارڈ بمعہ اپنے ٹیکرز سے اسکی مصدقہ کاپی، اکاؤنٹ نمبر اور پارٹیشنٹ آئی ڈی نمبر ہمراہ لائیں۔
- 4۔ کارپوریٹ اسٹیبلشمنٹ کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد / مختارنامہ کی مصدقہ کاپی مع نمونہ دستخط (اگر پہلے فراہم نہ کئے گئے ہوں) پراسی فارم (مختارنامہ) کے ہمراہ کمپنی میں جمع کرانا ہوگا۔

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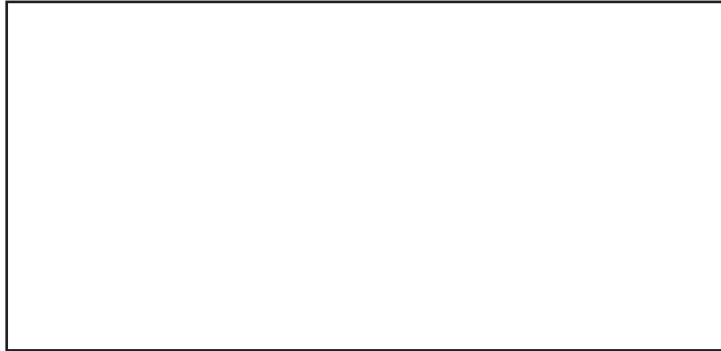
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\*Mobile apps are also available for download for android and ios devices

**Printed Matter**

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**Book Post / UPC**



**NAGINA GROUP**

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