



Nazir Cotton Mills Ltd.

MANUFACTURER & EXPORTERS OF COTTON YARN

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of Nazir Cotton Mills Limited (the "Company") will be held on Thursday, 5th December 2024 at 12:30 p.m. at 22-A, at Off. Zafar Ali Road Gulberg-V, Lahore, as well as through video-link to transact the following business:

Special Business:

"To consider and if deemed fit to approve the sale of obsolete machinery of the Company and to pass the ordinary resolution, with or without modification, addition or deletion, as proposed in the statement of material facts annexed to this notice circulated to the shareholders.

(Annexed to this notice being circulated to members is the statement of material facts pertaining to the special business as required under section 134 of the Companies Act, 2017).

By order of the Board
Muhammad Faisal
Company Secretary

Place: Lahore:

Dated: November 13, 2024

NOTES:

1. The Share Transfer Books of the Company will remain closed from November 28, 2024 to December 5th, 2024 (both days inclusive). Transfers received in order at Company's Independent Share Registrar's Office, Corplink (Pvt) Limited, Wings Arcade 1-K, Commercial Model Town, Lahore by the close of business on November 27, 2024 will be treated in time for the purpose of attending, speaking and voting at the Extraordinary general meeting.
2. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her and a proxy so appointed shall have the same rights, as respects attending, speaking and voting at the EOGM as are available to the members.
3. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting. Proxy Forms, in English and Urdu languages, have been dispatched to the members along with the notice of EOGM.

HEAD OFFICE:

19-B, Off. Zafar Ali
Road Gulberg-V, Lahore.

Telephones:

Phone : +92 - 42 - 35775501-03
Fax : +92 - 42 - 35711526
Email : nazir@nazircotton.com

Mills:

8 KM Faisalabad Road, Kharianwala
Sheikhupura,
Phone: (056) 3544054



Nazir Cotton Mills Ltd.

MANUFACTURER & EXPORTERS OF COTTON YARN

4. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.
 - A. **For attending the Meeting**
 - a. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
 - B. **For Appointing Proxies**
 - a. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
 - b. Two persons, whose name, addresses and CNIC numbers shall be mentioned on the form, shall witness the proxy form.
 - c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
 - d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
 - e. In case of corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
5. The shareholders are requested to promptly notify change in their address, if any to the Company's Share Registrar
6. **Voting through Postal Ballot (voting by post or through electronic mode).** As per Section 134(10) of the Companies Act, 2017 ("Act") read with regulation 3(b) of the Companies (Postal Ballot) Regulations, 2018 ("Postal Ballot Regulations"), SECP has prescribed that all businesses classified as special businesses under the Act shall only be transacted through postal ballot. Accordingly, the members of Company shall be provided right to vote through e-voting and voting by post in respect of the special business to be transacted at the meeting in the manner and subject to the conditions contained in the Companies (Postal Ballot) Regulations, 2018.

HEAD OFFICE:

19-B, Off. Zafar Ali
Road Gulberg-V, Lahore.

Telephones:

Phone : +92 - 42 - 35775501-03
Fax : +92 - 42 - 35711526
Email : nazir@nazircotton.com

Mills:

8 KM Faisalabad Road, Kharianwala
Sheikhupura,
Phone: (056) 3544054



Nazir Cotton Mills Ltd.

MANUFACTURER & EXPORTERS OF COTTON YARN

Procedure for E-Voting

Details of the e-voting facility (including web address, login details, dates of casting votes, other necessary details and password) will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company as of close of business on November 27, 2024.

The security codes will be communicated to members through SMS form the web portal of Corplink (Pvt) Limited (being the e-voting service provider).

Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

E-voting lines will start from December 02, 2024, 09:00 a.m. and shall close on December 4th, 2024 at 05:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

Procedure for voting through ballot paper

1. The members may alternatively opt for voting through postal ballot. Ballot paper in prescribed form is attached with this Notice and is also available on the Company's website nazircotton.com to download.
2. The members must ensure that the duly filled and signed ballot paper, along with computerized national identity card (CNIC) should reach the Chairman of the meeting through post at the address, 19-B Off. Zafar Ali Road, Gulberg-V, Lahore, or email at chairman@nazircotton.com by 5:00 pm, December 4th 2024. Postal ballot received after this time/date shall not be considered for voting. The signature on the ballot paper shall match with signature on the CNIC.

HEAD OFFICE:

19-B, Off. Zafar Ali
Road Gulberg-V, Lahore.

Telephones:

Phone : +92 - 42 - 35775501-03
Fax : +92 - 42 - 35711526
Email : nazir@nazircotton.com

Mills:

8 KM Faisalabad Road, Kharianwala
Sheikhupura,
Phone: (056) 3544054



Nazir Cotton Mills Ltd.

MANUFACTURER & EXPORTERS OF COTTON YARN

BALLOT PAPER FOR VOTING IN EXTRA ORDINARY GENERAL MEETING

Through post for poll to be held on December 05, 2024, at

NAZIR COTTON MILLS LIMITED

19-B, Off. Zafar Ali Road, Gulberg-V, Lahore.

Phone No. 042-35775501-03, Fax No. 042-35711526

Email: chairman@nazircotton.com

Website: www.nazircotton.com

For voting through the post for the Special Business agenda item No. 1 at the Extra-Ordinary General Meeting of Nazir Cotton Mills Limited, to be held on December 05, 2024, at 12:30 PM at 22-A, Off. Zafar Ali Road, Gulberg V, Lahore.

Name of shareholder/joint shareholders	
Registered Address	
Number of Shares held and Folio number	
CNIC Number (copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, Corporation and Federal Government)	

I/we hereby exercise my/our vote in respect of the following resolution through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate);

Sr. No.	Nature and Description of Ordinary Resolution	No. of Ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	<p>RESOLVED THAT approval of the members of Nazir Cotton Mills Limited (the 'Company') be and is hereby accorded in terms of Section 183(3)(a) of the Companies Act, 2017 for disposal of obsolete machinery of the Company which was not in operations since 2006 (hereinafter the 'Assets').</p> <p>FURTHER RESOLVED THAT approval be and is hereby accorded for utilization of the proceeds from the disposal of Assets to pay loans of financial institutions and settle the other liabilities of the Company and the remaining proceeds will be applied towards working capital of the Company.</p> <p>FURTHER RESOLVED THAT as part and parcel of the foregoing consent, the Board of Directors be and are hereby authorized and empowered to sell the Assets and delegate any or all of its powers in this regard to the Chief Executive Officer or any other person on such terms and conditions as they deem fit, to act on behalf of the Company in carrying out and performing all acts, matters, things and deeds to implement and/or give effect to the Asset sale and utilization of the proceeds thereof, which shall include, but not be limited to conducting negotiations, obtaining quotations etc. with interested parties in such manner and on such terms and conditions as are in the best interests of the Company and its members and which secure the best available market price for the Assets, selling the assets to any individual, firm/partnership, bank or private/public limited company or organization or to any other person and, for that purpose, entering into an agreement to</p>			

HEAD OFFICE:

19-B, Off. Zafar Ali
Road Gulberg-V, Lahore.

Telephones:

Phone : +92 - 42 - 35775501-03
Fax : +92 - 42 - 35711526
Email : nazir@nazircotton.com

Mills:

8 KM Faisalabad Road, Kharianwala
Sheikhupura,
Phone: (056) 3544054



Nazir Cotton Mills Ltd.

MANUFACTURER & EXPORTERS OF COTTON YARN

<p>available market price for the Assets, selling the assets to any individual, firm/partnership, bank or private/public limited company or organization or to any other person and, for that purpose, entering into an agreement to sell or any other agreement with the buyer(s), receiving the sale consideration and to generally performing and executing in respect of the Assets all lawful deeds, agreements, acts and things as they may think fit and proper in order to implement and complete the sale of Assets.</p> <p>FURTHER RESOLVED that the Board be and is hereby empowered to agree upon modification in this resolution if required without the need for any further approval of the shareholders.</p> <p>FURTHER RESOLVED that Mr. Muhammad Tayyab, Chief Executive be and are hereby severally authorized to comply with the statutory requirements of the Securities and Exchange Commission of Pakistan and do all such acts, deeds and things as may be necessary under the law in this regard.</p> <p>FURTHER RESOLVED that all actions heretofore taken by the Chief Executive on behalf of the Company in respect of the above matter is hereby confirmed, ratified and adopted by the Company in full."</p>			
---	--	--	--

Signature of the Shareholder(s)

Place:

Date:

NOTES:

1. Duly filled postal ballot should be sent at following business address and email ID; Address 19-B, Off. Zafar Ali Road, Gulberg-V, Lahore chairman@nazircotton.com
2. Copy CNIC should be enclosed with the postal ballot form.
3. Postal Ballot forms should reach chairman of the meeting on or before December 04, 2024 (last date of receiving postal ballot). Any postal ballot received after this date, will not be considered for voting.
4. Signature on Postal Ballot should match the signature on CNIC.

Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot papers will be rejected. Ballot paper has also been placed on the website of the Company www.nazircotton.com for the download.

HEAD OFFICE:

19-B, Off. Zafar Ali
Road Gulberg-V, Lahore.

Telephones:

Phone : +92 - 42 - 35775501-03
Fax : +92 - 42 - 35711526
Email : nazir@nazircotton.com

Mills:

8 KM Faisalabad Road, Kharianwala
Sheikhupura,
Phone: (056) 3544054