



# Nazir Cotton Mills Ltd.

MANUFACTURER & EXPORTERS OF COTTON YARN

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 50<sup>th</sup> Annual General Meeting ("AGM") of the Shareholders of **NAZIR COTTON MILLS LIMITED** (the "Company") will be held at the Company's Registered Office, Tricon Corporate Centre, Office No. 702, 7<sup>th</sup> Floor, 73-E, Main Jail Road, Gulberg-II, Lahore on Tuesday, October 28, 2025 at 12:30 p.m. and via video link to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt Annual Audited Financial Statements of the Company for the year ended June 30, 2025, together with the Directors' and Auditors' Report thereon and Chairman's Review Report.

The above financial statements, together with other documents, have been uploaded on the website of the Company, which can be downloaded from the following link and/or QR-enabled code:



**Weblink:** <https://www.nazircotton.com>

2. To appoint auditors of the Company and fix their remuneration. The members are hereby notified that the Audit Committee and the Board of Directors of the Company have recommended the reappointment of M/s Kamran & Co., Chartered Accountants, as auditors of the Company.
3. To transact any other business with the permission of the Chair.

**Place:** Lahore

**Dated:** October 06, 2025,

**By order of the Board**

**(MUHAMMAD FAISAL)**

Company Secretary

#### HEAD OFFICE:

Tricon Corporate Center, Office No. 702,  
7<sup>th</sup> Floor, 73-E, Main Jail Road, Gulberg II  
Lahore - Pakistan (54660)

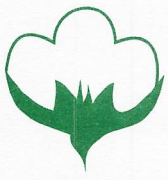
#### Telephones:

Phone : +92 - 42 - 35775501-02  
: +92 - 42 - 36407302-03  
Email : corporate@nazircotton.com

#### Mills:

8 KM Faisalabad Road, Kharianwala  
Sheikhupura - Pakistan  
Phone: +92 - 56 - 3544054





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## NOTES:

### 1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from October 21, 2025, to October 28, 2025 (both days inclusive). Transfers received in order at the Company's Independent Share Registrar's Office, Corplink (Pvt) Limited, Wings Arcade 1-K, Commercial Model Town, Lahore by the close of business on October 20, 2025, will be treated in time for the purpose of attending, speaking and voting at the annual 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 AGM 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 AGM.
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 a corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with the proxy form to the Company.

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## 5. Change of Address

The shareholders are requested to promptly notify any change in their address, if any to the Company's Share Registrar

## 6. CNIC/IBAN for E-Dividend Payment

The provisions of Section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account of designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the Company's Share Registrar at the address given herein above, electronic dividend mandate on E-Dividend Form provided in the annual report and also available on website of the Company. In the case of shares held in CDC, the same information should be provide to the CDS participants for updating and forwarding to the Company. In case of non-submission, of CNIC / IBAN all future dividend payments may be withheld.

## 7. Zakat Declarations:

The members of the Company are required to submit Declaration for Zakat exemption in terms of Zakat and Ushr Ordinance, 1980.

## 8. Circulations of Annual Reports through E-mail

The shareholders are requested to provide their email addresses for transmission of annual report containing financial statements and other documents.

## 9. Tax Deductions from Filer and Non-Filers

The deduction of income tax from dividend payments shall be made on the basis of filers and non-filers

| S.No. | Nature of Shareholders | Rate of deduction |
|-------|------------------------|-------------------|
| 1     | Filers                 | 15.0 %            |
| 2     | Non-Filers             | 30.0 %            |

Tax deduction will be made on the basis of Active Tax Payers List provided on the website of Feral Board of Revenue.

Members seeking exemption from deduction of tax on dividend payment or are eligible for deduction at a reduced rate are requested to submit a valid withholding tax exemption certificate or necessary documentary evidence, as the case may be.

The shareholders who have joint shareholdings held by Filers and Non-Filers shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filer or a Non-Filer and tax will be deducted according to his shareholding. If the share is not ascertainable then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company, latest by the AGM date.

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| Folio /CDC Account No. | Name of shareholder | CNIC | Shareholding | Total Shares | Principal/Joint Shareholder |
|------------------------|---------------------|------|--------------|--------------|-----------------------------|
|------------------------|---------------------|------|--------------|--------------|-----------------------------|

## 10. Placement of Financial Statements

The Company has placed the Notice of AGM and Audited Annual Financial Statements for the year ended June 30, 2025, along with Auditors, Directors, and Chairman's Reports thereon on its website: [www.nazircotton.com](http://www.nazircotton.com)

## 11. Unclaimed Dividend and Bonus Shares

Shareholders, who by any reason, could not claim their dividend or bonus shares or did not collect their physical shares, if any are advised to contact our Share Registrar M/s Corplink (Private) Limited, Wings Arcade 1-K, Commercial Model Town, Lahore, to collect enquire about their unclaimed dividend or pending shares, if any.

## 12. Online Participation in the Annual General Meeting:

As per instructions of Securities and Exchange Commission of Pakistan, the Company has arranged video link facility for online participation of members in the AGM. To attend the meeting through video link, the members are requested to register themselves by providing the following information along with valid copy of CNIC / passport/ certified copy of board resolution/power of attorney in case of corporate shareholders with the subject "Registration for Nazir Cotton Mills Limited AGM" through email [chairman@nazircotton.com](mailto:chairman@nazircotton.com) on or before\_26<sup>th</sup> October 2025.

| Name of member | CNIC No. | CDC Account No/Folio No. | Cell Number. | Email address |
|----------------|----------|--------------------------|--------------|---------------|
|                |          |                          |              |               |

The members who are registered after the necessary verification shall be provided a video link by the Company on the same email address that they email with the Company with. The login facility will remain open from start of the meeting till its proceedings are concluded.

## 13. Deposit of Physical Shares in CDC account

As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares with book entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e. May 31, 2017.

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The shareholder having physical shareholding may open CDC sub-account with any of the brokers or investor's account directly with the CDC to place their physical shares into scrip-less form. This will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Stock Exchange.

#### **14. Restriction on distribution of Gifts to Member:**

The SECP, vide Circular No. 2 of 2018 date February 9, 2018, and S.R.O. 452(1) 2025 dated March 17, 2025, has strictly prohibited companies from offering or distrusting gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to Members at or in connection with general meetings. In accordance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties.

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