

2ND FLOOR, SHEIKH SULTAN TRUST BLDG. NO. 2, 26, CIVIL LINES BEAUMONT ROAD, KARACHI-75530, PAKISTAN.  
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**CERTIFIED COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF  
THE COMPANY IN ITS ANNUAL GENERAL MEETING  
HELD ON OCTOBER 28, 2025.**

**ORDINARY BUSINESS**

**Agenda item 2: To receive, consider and adopt Audited Financial statement of the Company together with the Chairman's Review Report, Directors' and Auditors' reports thereon for the year ended June 30, 2025.**

**RESOLVED** that the Annual Audited Accounts of the Company for the financial year ended June 30, 2025 together with the Chairman's Review, Directors' and Auditors' reports thereon to the members be and are hereby approved and adopted.

**Agenda item 3: To approve and declare final cash dividend @10% i.e. Rs.1/- per ordinary share for the year ended June 30, 2025, as recommended by the Board of Directors.**

**RESOLVED** that final cash dividend @10% i.e. Rs.1/- (Rupee one only) per ordinary share for the financial year ended June 30, 2025, be and is hereby approved.

**Agenda item 4: To appoint Auditors of the Company and fix their remuneration for the year ending on June 30, 2026.**

**RESOLVED** that M/s. Yousuf Adil. Chartered Accountants, Karachi be and are hereby re-appointed as auditors of the Company for the financial year ending June 30, 2026 and that Chief Executive Officer be and is hereby authorized to negotiate and fix auditor's remuneration.

**SPECIAL BUSINESS**

**Agenda Item 5: To ratify and approve transactions conducted with Related Parties for the year ended June 30, 2025 and authorize the Board of Directors of the Company to approve transactions with related parties by passing the following special resolutions with or without modifications:**

- a) **RESOLVED** that the transactions conducted with Related Parties as disclosed in Note 39 of the financial statements for the year ended June 30, 2025 be and are hereby ratified, approved and confirmed.





- b) **FURTHER RESOLVED** that the Board of Directors of the Company be and is hereby authorized to approve all related party transactions to be carried out during the financial year 2026. These transactions shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next AGM for their formal ratification/approval.

**Agenda Item 6: To consider and if deemed fit, pass, with or without modification(s) the following Special Resolution(s) under Section 199 of the Companies Act, 2017, as recommended by the board of Directors.**

**RESOLVED** that pursuant to the requirements of Section 199 of the Companies Act, 2017, Nagina Cotton Mills Ltd., (the "Company") be and is hereby authorized to make investment of up to PKR 200,000,000 (Rupees Two Hundred Million Only) from time to time in each of the following associated companies (a) Prosperity Weaving Mills Ltd, (b) Ellcot Spinning Mills Ltd, by way of advances and / loans, as and when required by these associated companies provided that the return on such loans and / advances shall not be less than the average borrowing cost of the Company and that such loans / or advances shall be repayable within one year from the date of disbursement.

**FURTHER RESOLVED** that the above said resolution shall be valid for 5 (five) years and the Chief Executive Officer of the Company be and is hereby authorized to undertake the decision of said investment as and when deemed appropriate and necessary in the best interest of the Company and its shareholders and the Chief Executive and/or Company Secretary be and are hereby singly authorized to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary for the purpose of giving effect to the spirit and intent of the special resolution for making investment from time to time

CERTIFIED CORRECT COPY  
for NAGINA COTTON MILLS LTD.

Corporate Secretary