NAGINA

NAGINA GROUP

NAGINA COTTON MILLS LIMITED

Notice of Extraordinary General Meeting

To Be Held On January 28, 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting (EOGM) of members of **Nagina Cotton Mills Limited** will be held on **Wednesday, January 28, 2026** at 11:00 a.m at the Registered Office of the Company situated at 2 Floor, Shaikh Sultan Trust Bldg. No. 2, 26-Civil Lines, Beaumont Road, Karachi-75530 and virtually through video conference facility to transact the following business: -

Ordinary Business

1. To confirm minutes of the 58th Annual General Meeting held on October 28, 2025.
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, 2026 in accordance with the provisions of Section 159 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. Naweed Akhter Sharif
   iii. Mr. Shafiq ur Rehman
   iv. Ms. Tosheeba Sarwar
   v. Mr. Hasan Ahmad
   vi. Mr. Shaukat Ellahi Shaikh
   vii. Mr. Shafqat Ellahi Shaikh
   viii. Mr. Raza Ellahi Shaikh
   ix. Mr. Amin Ellahi Shaikh
   x. Mr. Haroon Shahzada Ellahi Shaikh

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

A statement of material facts under Section 166 (3) of the Companies Act, 2017 is annexed.

By Order of the Board

Syed Mohsin Gilani
Corporate Secretary

January 01, 2026

NOTES:

1) The Share Transfer Books of the Company will remain closed from January 22, 2026 to January 28, 2026 (both days inclusive). Transfers received in order by our Shares Registrar, M/s Hameed Majeed Associates (Pvt.) Limited, 5th Floor, Karachi Chambers, Hasrat Mohani Road, Karachi by the close of business on January 21, 2026 will be considered in time to entitle the transferees for 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) Duly signed Consent to act as director u/s 167 (1) on appendix of Form-9 as prescribed under Companies Act, 2017 and Companies Regulations, 2024 along with 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, Rule book of Pakistan Stock Exchange Ltd., 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.

f) Proof of holding of 500 shares of the Company as qualification shares, if not already provided and any other important and relevant information.

g) Details of holding of other offices & directorships in other companies including details of Global Beneficial Ownership(s) and details of Ultimate Beneficial Ownership(s).

h) Final list of candidates contesting the Election of Directors will be circulated not later than seven (7) days before the date of the EOGM in terms of Section 159(4) of Companies Act, 2017 and CCGR-2019. The company's website www.nagina.com will also be updated accordingly.

3) The members can also participate in the General Meeting through video link facility. To attend the Extraordinary General meeting through video link, members and their proxies are requested to register their following particulars by sending an e-mail at azam@nagina.com.

Folio/CDC Account No.	No. of Shares Held	Name	CNIC No.	Cell No.	Email address

The video link and login credentials will be shared with the shareholders whose e-mails, containing all the requested particulars, are received at the given e-mail address by or before the close of business hours (5:00 p.m.) on January 27, 2026.

4) In accordance with the Regulation 11 of the Companies (Postal Ballot) Regulations, 2018, the Board of the Company has appointed M/s. Rehman Sarfaraz Rahim Iqbal Rafiq, Chartered Accountants, (a QCR rated audit firm) to act as the Scrutinizer of the Company for election of Directors in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

5) Pursuant to Companies (Postal Ballot) Regulations 2018 and notified amendments, members will be allowed to exercise their right to vote through voting by postal ballot or electronic voting facility for the purpose of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act, voting shall be conducted in the manner and as per the procedures contained in the Regulations.

6) A member of the Company entitled to attend and vote at the General Meeting may appoint another member as his/her proxy to attend and vote in place of him/her at the meeting. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of meeting. A proxy must be a member of the Company. Proxy Forms in Urdu and English languages are attached to the notice circulated to the shareholders.

7) 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 in Circular No 1 of 2000.

A. For Attending the Meeting

a) In case of Individuals, the account holder and/or sub-account holder whose 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) In case of corporate entity, the Board's resolution power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

a) In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.

b) The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the 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.

8) 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.

9) The notice of EOGM along with form of proxy has been placed on Company's website: www.nagina.com.

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) As per Section 72 of the Companies Act, 2017, every existing listed 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 Commission, within a period not exceeding four years from the commencement of this Act, i.e. May 30, 2017.

The shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with 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 Pakistan Stock Exchange Ltd.

12) As directed in SECP, vide S.R.O. 452(I)/2025 dated March 17, 2025 and pursuant to the prohibition under section 185 of the Companies Act, 2017, it is to affirm that no gifts will be distributed at the Annual General meeting / EOGM.

13) Members are requested to promptly notify the Company of any change in their registered address.

14) For any query/ information, the investors may contact the Shares Registrar and / or the Company: Mr. Syed Mohsin Gilani, Phone No. 042-35756270 Ext. 337, email address: mohsin.gilani@nagina.com

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, 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, 2026 and at any adjournment thereof.

Signed at ______________ this the __________ day of ______________ 2026.

WITNESSES:

1. Signature ______________
   Name ______________
   Address ______________
   ____
   CNIC ______________
   ____

2. Signature ______________
   Name ______________
   Address ______________
   ____
   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 Extraordinary 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.

پراکسی فارم (مختار نامہ)

سیکرٹری

نگینہ کاٹن ملز لمیٹڈ

دوسری منزل، شیخ سلطان ٹرسٹ بلڈنگ نمبر 2،

26- سوِل لائنز، بیماؤنٹ روڈ،

کراچی - 75530

میں / ہم ________________

ساکن ________________

بحیثیت رکن نگینہ کاٹن ملز لمیٹڈ اور حامل ________ عام حصص بمطابق شیئر رجسٹر فولیو نمبر ________

(بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر ________ پارٹیسپنٹ (شرکت) آئی ڈی نمبر ________)

بذریعہ ہذا

محترم / محترمہ ________ ساکن ________

جو کمپنی کا ممبر ہے بمطابق شیئر رجسٹر فولیو نمبر ________

(بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر ________ پارٹیسپنٹ (شرکت) آئی ڈی نمبر ________)

یا اسکی غیر موجودگی میں محترم / محترمہ ________ ساکن ________

جو کمپنی کا ممبر ہے بمطابق شیئر رجسٹر فولیو نمبر ________

(بصورت سنٹرل ڈیپازٹری سسٹم اکاؤنٹ ہولڈر اکاؤنٹ نمبر ________ پارٹیسپنٹ (شرکت) آئی ڈی نمبر ________) کو

مورخہ **28** جنوری **2026**ء 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.................. بتاریخ.................. **2026**ء

50 روپے کا رسیدی ٹکٹ چسپاں کریں

گواہ:

ا۔ دستخط: ________	۲۔ دستخط: ________
نام: ________	نام: ________
پتہ: ________	پتہ: ________
________	________
شناختی کارڈ نمبر: ________	شناختی کارڈ نمبر: ________

دستخط کمپنی کے ہاں رجسٹرڈ نمونہ دستخطوں کے مطابق ہونے چاہئیں

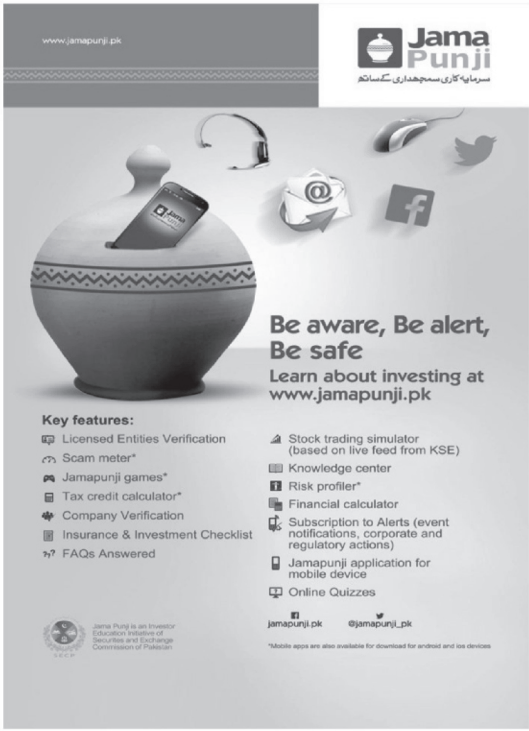
نوٹ:

1۔ اگر ایک ممبر اجلاس میں شرکت کے قابل نہیں ہے تو وہ اس فارم پر دستخط کرے اور سیکرٹری کو اس طور ارسل کردے کہ اجلاس کے انعقاد کے وقت سے کم از کم 48 گھنٹے قبل پہنچ جانا چاہئے۔

2۔ سی ڈی سی کے ذریعے حصص یافتگان پراکسیز تقرر کرتے ہوئے پراکسی فارم کے ہمراہ اپنے کمپیوٹرائزڈ قومی شناختی کارڈ کی مصدقہ کاپی منسلک کریں۔

3۔ سی ڈی سی کے ذریعے حصص یافتگان جو سالانہ غیر معمولی عام اجلاس میں شرکت کرنا چاہتے ہوں سے التماس ہے کہ شناخت کے مقصد کے لئے اصل کمپیوٹرائزڈ قومی شناختی کارڈ بمعہ اپنے بینکرز سے اسکی مصدقہ کاپی، اکاؤنٹ نمبر اور پارٹیسپنٹ آئی ڈی نمبر ہمراہ لائیں۔

4۔ کارپوریٹ اینٹیٹی کی صورت میں، بورڈ آف ڈائریکٹر کی قرارداد / مختار نامہ کی مصدقہ کاپی معہ نمونہ دستخط (اگر پہلے فراہم نہ کئے گئے ہوں) پراکسی فارم (مختار نامہ) کے ہمراہ کمپنی میں جمع کرانا ہوگا۔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NAGINA COTTON MILLS LTD.

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26, Civil Lines, Beaumont Road,
Karachi-75530