NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting **(the "EOGM")** of the members of Nazir Cotton Mills Limited (the "Company") will be held on Thursday, August 27, 2026 at 11:30 a.m. at Tricon Corporate Centre, Office No. 702, 7th Floor, 73-E, Main Jail Road, Gulberg-II, Lahore, as well as through video-link to transact the following special business:

SPECIAL BUSINESSES

1. To consider and, if thought fit, to pass with or without modification, an ordinary resolution for disposal of Company's land, as set out in the annexed Statement of Material Facts.

2. To consider and change the principal line of business of the Company, consequent alteration in the object clause of the Memorandum of Association and if thought fit, to pass the special resolutions, with or without modification, addition or deletion, as set out in the annexed Statement of Material Facts.

3. To approve change of name of the company from Nazir Cotton Mills Limited to Nazir Ventures Limited (Proposed) and to pass the special resolutions, with or without modification, addition or deletion, as set out in the annexed Statement of Material Facts.

(Annexed to this notice being circulated to members is the statement of material facts pertaining to the special business as required under Section 134 (3) and Section 140 of the Companies Act, 2017).

By order of the Board
Muhammad Faisal
Company Secretary

Place: Lahore:
Dated: August 03, 2026

NOTES:

1. The Share Transfer Books of the Company will remain closed from August 20, 2026, to August 27, 2026 (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 August 19, 2026, will be treated in time for the purpose of attending, speaking and voting at the EOGM.

HEAD OFFICE:
Tricon Corporate Center, Office No. 702,
7th 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

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.

4. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the applicable guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular No. 1 of 2000.

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

6. 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 EOGM" through corporate@nazircotton.com by or before 05:00 p.m. on Monday, 24th August 2026.

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.

7. **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 August 19, 2026.

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

HEAD OFFICE:
Tricon Corporate Center, Office No. 702,
7th 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

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 August 23, 2026, at 09:00 a.m. and shall close on August 26, 2026 at 05:00 p.m. Members can cast their votes at 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

(i) 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 www.nazircotton.com to download.

(ii) 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, Tricon Corporate Centre, Office No. 702, 7th Floor, 73-E, Main Jail Road, Gulberg-II, Lahore, or email at chairman@nazircotton.com by 5:00 pm, August 26, 2026. 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.

8. No gift shall be distributed at the meeting as prohibited under the Companies Act, 2017.

9. The Board of Directors have appointed M/s Abdul Rahman & Company as Scrutinizer for the EOGM, who in the opinion of the directors, have necessary knowledge and experience to independently scrutinize the voting process. The details of the appointed scrutinizer is as under:

   a. Qualification: QCR-rated Firm

   b. Experience: Having extensive experience to act as the Scrutinizer of the Company.

   c. Purpose of appointment: For voting on the special resolution for sale of land to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11 /11A of the Postal Ballot Regulation 2018.

HEAD OFFICE:
Tricon Corporate Center, Office No. 702,
7th 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

Statement under Section 134(3) of the Companies Act, 2017

This statement sets out below the material facts concerning the Special Business to be transacted at the Extra-Ordinary General Meeting of Nazir Cotton Mills Limited (the "Company") to be held at Lahore, 27th August 2026, at 11:30 a.m.

Disposal of Land

The Company previously was carrying on textile business, however, the same was closed in the year 2006. Currently, the company is carrying on dairy business.

The Board of Directors has proposed to dispose off land of the Company. The Board has devised a plan pursuant to which the principal line of business of the Company is proposed to be changed to investments activities. In consequence, the land is proposed to be sold to derive maximum value for the Company and its members.

Accordingly, the matter is placed before the shareholders to approve the disposal of land of the Company to generate funds to invest in income generating assets.

The information required under SRO 423(I)/2018 dated April 03, 2018 is as under:

Information as required by SRO 423(I)/2018 dated April 03, 2018

Description	Details
In case of sale, lease or disposal of sizeable part of undertaking	
Detail of assets to be sold, leased or disposed of shall include the following:	
Description/Name of asset:	Land situated at Mouza Kharianwala, Main Faisalabad-Sheikhupura Road, Tehsil & Distt Sheikhpura Total area 165 Kanal 14 Marla
Acquisition date of the asset:	The land was acquired in the year 1974.
Cost:	Rs. 6,931,554 as on 1974.
Revalued amount and date of revaluation (if applicable):	As per the valuation report of M/s Hamid Mukhtar & Co. (Pvt) Limited, valuers, the value of the land is 662.800 million with forced value of Rs 563.380 million.
Book value:	Book value of the land as on March 31, 2026 is Rs. 238.310 million.

Approximate current market price/fair value:	The exact amount will be ascertained at the time of finalizing the sale. It may be more or less than the values determined by the valuers.
In case of sale, if the expected sale price is lower than book value or fair value, then the reasons thereof:	There is no expectation at this point of time for the sale value, which shall be known at the time of the actual sale.
In case of lease of assets, tenure, lease rentals, increment rate; mode/basis of determination of lease rentals; and other important terms and conditions of the lease;	N/A
Additional information in case of disposal of land:	
(i) Location; (ii) Nature of land (e.g. commercial, agriculture, etc); and (iii) Area proposed to be sold.	(i) Mouza Kharianwala, Main Faisalabad-Sheikhupura Road, Tehsil & Distt Sheikhpura (ii) Industrial/Agriculture (iii) 165 Kanal 14 Marla
The proposed manner of disposal of the said assets.	Through advertisement in newspaper.
In case the company has identified a buyer, who is a related party, the fact shall be disclosed in the statement of material facts.	The Company has not identified any buyer who is a related party.
Purpose of the sale, lease or disposal of assets along with following details: To generate funds for income generation as per proposed plan approved by the board of directors.	
Utilization of the proceeds received from the transaction;	To invest in income earning assets
Effect on operational capacity of the company, if any; and	The Company is currently in dairy business and the land is unutilized. The company intends to invest the funds in income generating business. Disposal will not impact operational capacity.
Quantitative and qualitative benefits expected to accrue to the members.	The Company will derive its main income from income generating investments which will improve the financial position and add value to the shareholders' value.
A bride containing all necessary details of the viable business plan	The Company will use the proceeds of sale of land for investments as per plan approved by the board of directors.

HEAD OFFICE:
Tricon Corporate Center, Office No. 702, 7th 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

Expected time of completion of the proposed project	The Company will gradually make investments as may be decided by the board of directors in the best interest of the company
Mode of disposal	Through advertisement in newspapers

The basis of valuation for disposal is the valuation by an independent valuer. It is in the best interest of the Company and its shareholders to dispose of the same.

The following resolutions are proposed to be passed as ordinary resolutions:

"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 the land comprising 165 Kanal and 14 Marla (hereinafter the '**Asset**').

FURTHER RESOLVED THAT approval be and is hereby accorded for utilization of the proceeds from the disposal of Asset to income generating assets or any other use as may be decided by the board of directors in the best interest of the company and its members.

FURTHER RESOLVED THAT as part and parcel of the foregoing consent, the Board of Directors be and is hereby authorized and empowered to undertake, finalize and complete the sale of the Asset on such terms and conditions as he may deem fit and in the best interest of the company and its shareholders, including securing best possible price.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to delegate any or all of its powers in connection with the foregoing to the Chief Executive or to any other person with full authority to conduct negotiations, obtaining offers, enter into agreement and to do all acts, deeds and things as may be necessary or incidental for the purposes of implementing the Sale of Asset and to secure the best market price for the asset.

FURTHER RESOLVED that the Company be and is hereby agree upon modification in this resolution if required without the need for any further approval of the shareholders.

HEAD OFFICE:
Tricon Corporate Center, Office No. 702,
7th 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

FURTHER RESOLVED that Mr. Muhammad Tayyab, Chief Executive and / or Company Secretary 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 to give effect to this resolution.

FURTHER RESOLVED that all actions taken by the Chief Executive and / or Company Secretary on behalf of the Company in respect of the above matter be and are hereby confirmed, ratified and adopted by the Company in full."

Change of Principle Line of Business

The textile business of the Company was closed in the year 2006, and the machinery was sold by the Company. Currently, the Company is carrying on dairy business.

The sale of land will generate funds which the company intends to invest in income generating assets. The Company's asset will comprise investments from where its revenue stream will be primarily derived from returns on such investments. Accordingly, the Board of Directors has recommended the alteration of Clause III (Principal Line of Business) of the Memorandum of Association of the Company. The proposed alteration requires approval of the members by way of a special resolution. The Board of Directors recommends that the members approve the Special Resolution as set out below.

HEAD OFFICE:
Tricon Corporate Center, Office No. 702,
7th 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

Key Disclosures required under the statement of material facts:

i)	Existing and proposed principal line of business of the company	**Existing Clause III:** Attached as Annexure A **Proposed Clause III:** (i) "The principal line of business of the company shall be to invest in shares, bonds, stocks, units of mutual funds or any other securities or its related instruments, or otherwise in all types of real assets and in such manner as may from time to time be determined by the directors of the company and to hold or sale such real assets shares bonds, stocks, units of mutual funds or any other securities or its related instruments, subject to the compliance with applicable laws, but in any event not to act as an investment company or non-banking finance company and brokerage house and shall not invite deposits from the public." (ii) Except for the businesses mentioned in sub-clause (iii) hereunder, the company shall engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto. (iii) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Asset Management Services, Leasing, Investment Finance Services, Investment Advisory Services, REIT management Services, Housing Finance Services, Private Equity and Venture Capital Fund Management Services, Discounting Services, Pension Fund Scheme Business, Micro Financing), Corporate Restructuring Company, Insurance Business, Modaraba management company, Stock Brokerage business, forex, Clearing House, Securities and Futures Advisor, Commodity Exchange, managing agency, business of providing the services of security guards or any other business subject to license and restricted under any law for the time being in force or as may be specified by the Commission."

HEAD OFFICE:
Tricon Corporate Center, Office No. 702,
7th 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

		(iv) It is hereby undertaken that the company shall not: (a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation; (b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business; (c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force."
ii)	Reasons for change in the principal line of business	The Company has not been carrying out any textile business since 2006 and is currently operating a small-scale dairy business. The Board has decided to sell the land of the Company to generate funds for deployment into income-generating assets. In view of the foregoing, the Board of Directors recommends a change in the principal line of business of the Company to align it with its revenue model.
iii)	Benefits likely to accrue to the company and its members from the proposed change;	The proposed change is expected to enable the Company and its members to benefit from returns on investments, as envisaged in plan.
iv)	Financial projections, including, inter alia, project cost for new proposed principal business, sources of funds to cover the project cost, revenues, expenses etc. along with underlying assumptions	The Company has prepared a business plan including financial projections. The same can be inspected by members at the registered office during business hours up the day before the meeting date. The same shall also be available at the time of the meeting. Members can also download the same from below linkwww.nazircotton.com.
v)	Impact on the existing line of business of the company	The land is proposed to be disposed off. Approval of the members is accordingly being sought for such disposal, alongside the proposed change in principal line of business. There will be no impact on the current small scale dairy business.

vi)	Expected time period when proposed change is expected to be implemented	This change shall be implemented on sale of land.
vii)	A statement by the board that the proposed change will not be detrimental to the interest of the company or its members as a whole	The Board of Directors of the Company is confident that this change will not be detrimental to the interests of the Company or its members as a whole.

The following resolution is proposed to be passed as special resolution:

"RESOLVED THAT pursuant to the provision of Section 32 of the Companies Act, 2017 and all other applicable provisions, and subject to requisite approval(s), consent of the members of Nazir Cotton Mills Limited **("the Company")** be and is hereby accorded to alter the Memorandum of Association of the Company by substituting the existing Clause III (Principal Line of Business) with the following:

" (i) The principal line of business of the company shall be to invest in shares, bonds, stocks, units of mutual funds or any other securities or its related instruments, or otherwise in all types of real assets and in such manner as may from time to time be determined by the directors of the company and to hold or sale such real assets shares bonds, stocks, units of mutual funds or any other securities or its related instruments, subject to the compliance with applicable laws, but in any event not to act as an investment company or non-banking finance company and brokerage house and shall not invite deposits from the public.

(ii) Except for the businesses mentioned in sub-clause (iii) hereunder, the company shall engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.

(iii) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Asset Management Services, Leasing, Investment Finance Services, Investment Advisory Services, REIT management Services, Housing Finance Services, Private Equity and Venture Capital Fund Management Services, Discounting Services, Pension Fund Scheme Business, Micro Financing), Corporate Restructuring Company, Insurance

HEAD OFFICE:
Tricon Corporate Center, Office No. 702,
7th 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

Business, Modaraba management company, Stock Brokerage business, forex, Clearing House, Securities and Futures Advisor, Commodity Exchange, managing agency, business of providing the services of security guards or any other business subject to license and restricted under any law for the time being in force or as may be specified by the Commission."

(iv) It is hereby undertaken that the company shall not:

a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation;

b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;

(c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.

RESOLVED FURTHER THAT Chief Executive Officer and/or Company Secretary of the Company ("authorized officers") be and are hereby singly / jointly authorized to take all necessary steps, actions, and to do all acts, deeds and things, including but not limited to filing of necessary form and applications with the Securities and Exchange Commission of Pakistan, to give effect to this resolution.

RESOLVED FURTHER THAT any amendments, modifications, additions or deletions as may be required, directed or advised by the SECP shall be deemed to be incorporated in the aforesaid resolutions without the need to obtain fresh approval from the members of the Company, and the aforementioned authorized officers be and are hereby authorized to make and effect such amendments accordingly."

Change of the name of the Company:

In terms of the Companies Act, 2017, the principal line of business must be commensurate with the name of the Company. In light thereof, the Board of Directors has also proposed to change the name of the Company from "Nazir Cotton Mills Limited" to "Nazir Ventures Limited" (Proposed). The availability of the name "Nazir Ventures Limited" for use by the Company has been confirmed by the Securities and Exchange Commission of Pakistan.

HEAD OFFICE:
Tricon Corporate Center, Office No. 702,
7th 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

Key Disclosures required under the statement of material facts:

i)	Reasons and effects of the change of name by the company	Since the Company is not carrying on textile Business for a longer period of time (since 2006), approval is being sought for a change in the principal line of business of the Company. In terms of the Companies Act, 2017, the principal line of business must be commensurate with the name of the Company. In light thereof, the Board of Directors has also proposed to change the name of the Company from "Nazir Cotton Mills Limited" to "Nazir Ventures Limited".
ii)	Proposed new name of the company	"Nazir Ventures Limited"
iii)	Confirmation that the proposed name is not incommensurate with the principal line of business of the company	The directors of the Company confirmed that the proposed name Nazir Ventures Limited is not incommensurate with the new principal line of business of the Company.
iv)	If change of name is due to diversification of main business activities or entering a new geography etc. same shall be disclosed.	Change in the name of the company is due to a change in the principal line of business of the Company.

The following resolution is proposed to be passed as special resolution:

"RESOLVED THAT, subject to approval of the Securities and Exchange Commission of Pakistan ("SECP") and pursuant to the applicable provisions of the Companies Act, 2017, the consent of the Members of Nazir Cotton Mills Limited (the "Company") be and is hereby accorded to change of name of the Company from 'Nazir Cotton Mills Limited' to 'Nazir Ventures Limited'.

RESOLVED FURTHER THAT consequent to the aforesaid change of name the name Nazir Cotton Mill Limited, wherever appearing in the Memorandum and Articles of Association of the Company and/or in any other Deed, Document, instrument or record of the Company be and is hereby substituted with the name "Nazir Ventures Limited".

RESOLVED FURTHER THAT Chief Executive Officer and/or Company Secretary of the Company be and are hereby singly / jointly authorized to do all such acts, deeds and things and to take all necessary steps, including but not limited to making requisite filings and applications with the SECP as may be necessary or expedient for to give effect to this resolution."

Availability of Relevant Documents:

The documents about the foregoing special businesses including the business plan and duly signed recommendation of the due diligence are available for inspection at the registered office of the Company on any working day till a day prior to EOGM, during business hours (from 9am till 5 pm) and also at the time of the EOGM. The directors also undertake and confirm that they have carried out necessary due diligence regarding the proposed disposal of land.

No Directors or Chief Executive of the Company or their relatives have any interest in the proposed special businesses except in their capacities as Directors/Chief Executive/Shareholders and remuneration received from the Company.

HEAD OFFICE:
Tricon Corporate Center, Office No. 702,
7th 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

BALLOT PAPER FOR VOTING IN EXTRAORDINARY GENERAL MEETING

Through post for poll to be held on August 27, 2026, at

NAZIR COTTON MILLS LIMITED

Tricon Corporate Centre, Office No. 702, 7th Floor, 73-E, Main Jail Road, Gulberg-II, Lahore.

Phone No. 042-35775501-02, Fax No. 042-35711526
Email: chairman@nazircotton.com
Website: www.nazircotton.com

For voting through the post for the Special Business agenda item Nos. 1,2,3 at the Extra-Ordinary General Meeting of Nazir Cotton Mills Limited, to be held on August 27, 2026, at 11:30 a.m. Tricon Corporate Centre, Office No. 702, 7th Floor, 73-E, Main Jail Road, Gulberg-II, 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	**"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 the land comprising 165 Kanal and 14 Marla (hereinafter the '**Asset**'). **FURTHER RESOLVED THAT** approval be and is hereby accorded for utilization of the proceeds from the disposal of Asset to income generating assets or any other use as may be decided by the board of directors in the best interest of the company and its members.			

HEAD OFFICE:
Tricon Corporate Center, Office No. 702, 7th 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

	FURTHER RESOLVED THAT as part and parcel of the foregoing consent, the Board of Directors be and is hereby authorized and empowered to undertake, finalize and complete the sale of the Asset on such terms and conditions as he may deem fit and in the best interest of the company and its shareholders, including securing best possible price. **FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to delegate any or all of its powers in connection with the foregoing to the Chief Executive or to any other person with full authority to conduct negotiations, obtaining offers, enter into agreement and to do all acts, deeds and things as may be necessary or incidental for the purposes of implementing the Sale of Asset and to secure the best market price for the asset. **FURTHER RESOLVED** that the Company be and is hereby agree upon modification in this resolution if required without the need for any further approval of the shareholders. **FURTHER RESOLVED** that Mr. Muhammad Tayyab, Chief Executive and / or Company Secretary 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 to give effect to this resolution. **FURTHER RESOLVED** that all actions taken by the Chief Executive and / or Company Secretary on behalf of the Company in respect of the above matter be and are hereby confirmed, ratified and adopted by the Company in full."			

HEAD OFFICE:
Tricon Corporate Center, Office No. 702,
7th 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

2	**"RESOLVED THAT** pursuant to the provision of Section 32 of the Companies Act, 2017 and all other applicable provisions, and subject to requisite approval(s), consent of the members of Nazir Cotton Mills Limited **("the Company")** be and is hereby accorded to alter the Memorandum of Association of the Company by substituting the existing Clause III (Principal Line of Business) with the following: " (i) The principal line of business of the company shall be to invest in shares, bonds, stocks, units of mutual funds or any other securities or its related instruments, or otherwise in all types of real assets and in such manner as may from time to time be determined by the directors of the company and to hold or sale such real assets shares bonds, stocks, units of mutual funds or any other securities or its related instruments, subject to the compliance with applicable laws, but in any event not to act as an investment company or non-banking finance company and brokerage house and shall not invite deposits from the public." (ii) Except for the businesses mentioned in sub-clause (iii) hereunder, the company shall engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto. (iii) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Asset Management Services, Leasing,			

HEAD OFFICE:
Tricon Corporate Center, Office No. 702,
7th 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

	Investment Finance Services, Investment Advisory Services, REIT management Services, Housing Finance Services, Private Equity and Venture Capital Fund Management Services, Discounting Services, Pension Fund Scheme Business, Micro Financing), Corporate Restructuring Company, Insurance Business, Modaraba management company, Stock Brokerage business, forex, Clearing House, Securities and Futures Advisor, Commodity Exchange, managing agency, business of providing the services of security guards or any other business subject to license and restricted under any law for the time being in force or as may be specified by the Commission." (iv) It is hereby undertaken that the company shall not: a) engage in any of the business mentioned in sub clause (iii) above or any unlawful operation; b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business; c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force. **RESOLVED FURTHER THAT** Chief Executive Officer and/or Company Secretary of the Company ("authorized officers") be and are hereby singly / jointly authorized to take all necessary steps, actions, and to do all acts, deeds and things, including but not limited to filing of necessary form and applications with the Securities and Exchange Commission of Pakistan, to give effect to this resolution.			

HEAD OFFICE:
Tricon Corporate Center, Office No. 702,
7th 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

	RESOLVED FURTHER THAT any amendments, modifications, additions or deletions as may be required, directed or advised by the SECP shall be deemed to be incorporated in the aforesaid resolutions without the need to obtain fresh approval from the members of the Company, and the aforementioned authorized officers be and are hereby authorized to make and effect such amendments accordingly."			
3	**"RESOLVED THAT,** subject to approval of the Securities and Exchange Commission of Pakistan ("SECP") and pursuant to the applicable provisions of the Companies Act, 2017, the consent of the Members of Nazir Cotton Mills Limited (the "Company") be and is hereby accorded to change of name of the Company from 'Nazir Cotton Mills Limited' to 'Nazir Ventures Limited'. **RESOLVED FURTHER THAT** consequent to the aforesaid change of name the name Nazir Cotton Mill Limited, wherever appearing in the Memorandum and Articles of Association of the Company and/or in any other Deed, Document, instrument or record of the Company be and is hereby substituted with the name "Nazir Ventures Limited". **RESOLVED FURTHER THAT** Chief Executive Officer and/or Company Secretary of the Company be and are hereby singly / jointly authorized to do all such acts, deeds and things and to take all necessary steps, including but not limited to making requisite filings and applications with the SECP as may be necessary or expedient for to give effect to this resolution."			

____

Signature of the Shareholder(s)
Place:
Date:

HEAD OFFICE:
Tricon Corporate Center, Office No. 702, 7th 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

NOTES:

1. Duly filled postal ballot should be sent at following business address and email ID; Address Tricon Corporate Centre, Office No. 702, 7th Floor, 73-E, Main Jail Road, Gulberg-II, 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 August 26, (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:
Tricon Corporate Center, Office No. 702,
7th 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

NAZIR COTTON MILLS LIMITED

HISTORIC BACKGROUND

Nazir Cotton Mills Limited (the "Company") was incorporated in Pakistan on March 28, 1974, under the provision of the repealed Companies Ordinance, 1984 (now the Companies Act, 2017). The Company was previosuly engaged in textile bunsiness, however, the same was closed in the year 2006. Currently, the Company is carrying on dairy business.

The registered office of the company is situated at Tricon Corporate Centre, Office No. 702, 7 Floor, 73-E, Main Jail Road, Gulberg-II, Lahore.

HISTORICAL FINANCIAL PERFORMANCE

The following table summarizes the historical financial performance and financial position of the Company for the years ended 2020 to 2025. The information includes selected financial data relating to revenue, profitability, assets, liabilities, and equity, and is presented to provide an overview of the Company's financial performance and position over the historical period.

	2025	2024	2023	2022	2021	2020
			Figures in '000			
Sale	-	7,534	4,161	3,795	12,677	2,449
Gross Profit / (Loss)	-	(5,656)	(5,686)	(11,221)	(1,890)	(2,089)
Operating Profit/(loss)	(20,964)	(3,588)	(4,226)	(7,426)	(22,606)	(23,666)
Profit/(Loss) before tax	8,016	(15,846)	(24,429)	(28,258)	322	(9,450)
Tax	(15,248)	(153)	710	26,270	2,434	2,203
Profit/(Loss) after tax	(7,231)	(15,998)	(23,718)	1,989	2,756	(7,246)
Total Assets	289,431	354,265	396,070	420,455	381,574	388,447
Current Liabilities	139,199	210,866	208,081	207,985	207,739	208,994
	150,232	143,399	187,989	212,470	173,835	179,453
Share Capital	230,000	230,000	230,000	230,000	230,000	230,000
Reserves	(92,634)	(90,940)	(54,600)	(30,881)	(83,564)	(80,590)
Equity	137,365	139,060	175,400	199,118	146,417	149,410
Long Term Liabilities	12,866	4,339	12,589	13,351	27,419	30,043
	150,232	143,399	187,989	212,469	173,836	179,453

BUSINESS PLAN

Dispose of the Company's excess non-core land asset to unlock its capital value. Utilize the sale proceeds to transition towards an investment-driven business model. Generate sustainable long-term returns through a diversified investment portfolio.	Expected proceeds of Rs. 600 million from the disposal of the Company's excess non-core land. Investment in a diversified portfolio of Pakistan Stock Exchange (PSX)-listed shares and bank Term Deposit Receipts (TDRs). Generate recurring income through dividend income, capital appreciation, and interest income. Maximize long-term shareholder value while maintaining a balanced risk profile.

Following the disposal of the excess non-core land, the Company is expected to have strong liquidity and significant short-term investment capacity. The Board has evaluated various capital allocation opportunities and considers investment in listed equity securities and bank Term Deposit Receipts (TDRs) to be the most appropriate strategy for generating sustainable, risk-adjusted returns while maximizing long-term shareholder value, such allocations to be decided by teh board of directors. However, the allocation of the funds may be dependning upon circumstances and as may be approved by the board of directors of the company.

The deployment of the expected Rs. 600 million proceeds from the disposal of the Company's excess non-core land may be as follows subject however to the decision of the board of directors of the company.

i) 75% (Rs. 450 million): Investment in a diversified portfolio of Pakistan Stock Exchange (PSX)-listed shares at appropriate time as may be deemed by the board of directors in the best interets of the company.

ii) 25% (Rs. 150 million): Investment in bank Term Deposit Receipts (TDRs).

Expected Sale proceeds	Millions	600
Investment in PSX-Listed Shares	Millions	450
Investment in Bank TDRs	Millions	150
Investment Horizon	Years	5

i) 75% (Rs. 450 million): Investment in a diversified portfolio of Pakistan Stock Exchange (PSX)-listed shares at appropriate time as may be deemed by the board of directors in the best interets of the company.

		2027	2028	2029	2030	2031
		---Rs. In millions---				
Opening Investment	A	450.00	512.82	584.47	666.20	759.43
Expected Return @ 18.16%	Note 1.3	81.71	93.11	106.12	120.96	137.89
Tax Expense and levies @ 15%		(12.26)	(13.97)	(15.92)	(18.14)	(20.68)
Admin expenses	Note 2.1	(3.33)	(3.73)	(4.17)	(4.67)	(5.23)
Net Investment Return	B	**66.12**	**75.42**	**86.03**	**98.14**	**111.97**
Dividend	C = B * 5%	(3.31)	(3.77)	(4.30)	(4.91)	(5.60)
Closing Investment Value	D = A+B-C	**512.82**	**584.47**	**666.20**	**759.43**	**865.81**

The dividend distribution shall be subject to approval of the board of directors

ii) 25% (Rs. 150 million): Investment in bank Term Deposit Receipts (TDRs).

		2027	2028	2029	2030	2031
		Rs. In millions				
Opening Investment	A	150.00	158.57	167.59	177.06	187.01
Expected Interest Income @ 9.21%	Note - 1.4 (Basis for	13.82	14.61	15.44	16.31	17.23
Income Tax @ 29%		(3.69)	(3.88)	(4.07)	(4.28)	(4.49)
Admin expenses	Note 2.2	(1.11)	(1.24)	(1.39)	(1.56)	(1.74)
Net Interest Income	B	9.02	9.49	9.97	10.47	10.99
Dividend distribution	C = B * 5%	(0.45)	(0.47)	(0.50)	(0.52)	(0.55)
Closing Investment Value	D = A+B-C	158.57	167.59	177.06	187.01	197.45

Combined Investment Portfolio i.e. Total of i) and ii) above

The following table presents the consolidated five-year investment projection based on the proposed allocation of 75% to PSX-listed shares and 25% to Bank Term Deposit Receipts (TDRs).

	2027	2028	2029	2030	2031
	Rs. In millions				
Opening Investment	600.00	671.39	752.05	843.26	946.45
Amount of Return	95.52	107.72	121.56	137.27	155.12
Tax expense and levies	(15.94)	(17.84)	(19.99)	(22.42)	(25.17)
Admin expenses	(4.44)	(4.97)	(5.56)	(6.23)	(6.98)
Net Investment Income	75.15	84.91	96.00	108.62	122.97
Dividend distribution	(3.76)	(4.25)	(4.80)	(5.43)	(6.15)
Closing Investment Value	671.39	752.05	843.26	946.45	1,063.26

The dividend distribution shall be subject to approval of the board of directors

ASSUMPTIONS

Note - 1 (Key Assumptions)

Description	Rate	Source/ working
Inflation rate	12.00%	Assumed long-term inflation rate
Rate of Return	18.16%	Based on historical Compound annual growth rate (CAGR) of the PSX-100 Index (2016-2025)

Note - 1.1 (Arithmetic Average Return)

Year	PSX 100i opening	PSX 100i Closing	Increase/(Decrease)	Annual Return
2016	32,816	47,807	14,991	45.68%
2017	47,807	40,471	(7,335)	-15.34%
2018	40,471	37,067	(3,405)	-8.41%
2019	37,067	40,735	3,668	9.90%
2020	40,735	43,755	3,020	7.41%
2021	43,755	44,596	841	1.92%
2022	44,596	40,420	(4,176)	-9.36%
2023	40,420	62,451	22,031	54.51%
2024	62,451	115,127	52,676	84.35%
2025	115,127	174,054	58,927	51.18%
Arithmetic Average Return				22.18%

Note - 1.2 (Compound annual growth rate)

Compound Annual Growth rate ((Ending value/ beginning value)^1/10)-1)

((174054/32816)^0.1)-1

CAGR 18.16%

Note - 1.3 (Basis for Using CAGR)

For the purpose of estimating the expected long-term rate of return, the Compound Annual Growth Rate (CAGR) has been adopted instead of the arithmetic average return. CAGR reflects the compounded annual growth of an investment over the analysis period and provides a more reliable and realistic basis for long-term financial projections by minimizing the impact of short-term market fluctuations.

Note - 1.4 (Basis for TDR Rate Assumption)

Bank Al habib

	Rate of Return %
Bank Al habib	10.75%
UBL	8.70%
HBL	9.82%
standard chartered	9.00%
Askari bank	8.00%
JS bank	9.00%
Average annual return	9.21%

Note - 2 (Administrative Expenses Assumptions)

Administrative expenses	INFLATION	2027	2028	2029	2030	2031
	%	---- Figures in Rs. ----				
Investment advisory/portfolio management Fees	12	1,971,200	2,207,744	2,472,673	2,769,394	3,101,721
Audit Fees	12	591,360	662,323	741,802	830,818	930,516
Tax Consultancy Fees	12	394,240	441,549	494,535	553,879	620,344
Legal & Secretarial Expenses	12	295,680	331,162	370,901	415,409	465,258
SECP & CDC Charges	12	246,400	275,968	309,084	346,174	387,715
Bank Charges	12	147,840	165,581	185,450	207,705	232,629
Office & Miscellaneous Expenses	12	788,480	883,098	989,069	1,107,758	1,240,689
		4,435,200	4,967,424	5,563,515	6,231,137	6,978,873

	Allocation of Administrative Expenses to:	2027	2028	2029	2030	2031
Note 2.1	PSX-listed Share Portfolio (75%)	3,326,400	3,725,568	4,172,636	4,673,352	5,234,155
Note 2.2	TDR Portfolio (25%)	1,108,800	1,241,856	1,390,879	1,557,784	1,744,718

Note - 3 (Assumption regarding Financial Statements)

For the purpose of this Alternative Business Plan, the financial projections have been prepared by incorporating only the impact of the proposed withdrawal/investment amount, together with the related expected profit and the corresponding return/distribution thereon. Except for these specific adjustments, all other items of the balance sheet, including assets, liabilities, and equity balances, are assumed to remain unchanged from the base financial position. Accordingly, no other operational, financing, or accounting adjustments have been considered in these projections, and the financial impact presented is limited solely to the assumptions stated above.

KEY FINANCIAL HIGHLIGHTS

Initial Investment:	Rs. 600 million
Projected Closing Investment (Year 5):	Rs. 1,063.26 million
Total Increase in Investment Value:	Rs. 463.26 million i.e. 77.2 %
Average Annual Net Return	Rs. 97.53 million
Cumulative Net Return (5 Years)	Rs. 487.65 million
CAGR Assumption (PSX):	18.16%
Average Expected TDR Return:	9.21%

Investment Allocation:	75% PSX Listed Shares & 25% TDRs
Portfolio Diversification Ratio:	75:25
Estimated Wealth Multiple after 5 years:	1.77x (1,063.26 ÷ 600)

Based on the proposed investment strategy, an initial investment of Rs. 600 million is projected to grow to approximately Rs. 1,063.26 million over five years, representing an increase of Rs. 463.26 million (approximately 77%). The investment portfolio is expected to generate recurring cash flows through dividend and interest income while preserving long-term capital growth through a diversified asset allocation of 75% in PSX-listed shares and 25% in TDRs.