

**Annexure III**  
**Report of Scrutinizer**  
**[Regulation 11(A)]**

To,

The Chairman,  
Nazir Cotton Mills Limited.

**Extraordinary General Meeting (EOGM) of Nazir Cotton Mills Limited ("the Company") Held on Tuesday, June 03, 2025 at 3:30 p.m. at 22-A, at Off. Zafar Ali Road Gulberg-V, Lahore.**

Dear Sir,

We, Abdul Rahman & Co., Chartered Accountants, appointed as Scrutinizer by the board of directors of Nazir Cotton Mills Limited ("the Company") under the Postal Ballot Regulations, 2018 ("the Regulations"), for the purpose of monitoring and validating the voting undertaken on the below mentioned resolution(s), as per the requirements of the Regulations, at the Extraordinary General meeting of the Company, held on June 03, 2025 at 3:30 p.m. at 22-A, at Off. Zafar Ali Road Gulberg-V, Lahore, submit our report as required under the Regulations as under:

1. Details of voting taken place during the meeting are as following:

**Votes casted in person or through proxy:**

Resolution 1	Particulars			Result of resolution 1			
	No. of Members present in Person	No. of Members present through Proxy	Total No. of Shares held or no. of votes	Total No. of Votes Casted	Total No. of Invalid Votes	Resolution 1	
						Favor	Against
Agenda No. 1	28	40	18,003,603	18,003,603	0	18,003,603	0

**Votes casted through e-voting:**

Resolution 1	Particulars		Result of resolution 1			
	No. of Members casting the vote	Total No. of Shares held or no. of votes	Total No. of Votes Casted	Total No. of Invalid Votes	Resolution 1	
					Favor	Against
Agenda No. 1	3	35,500	35,500	0	5,500	30,000

**Head Office: 113, Block C, Model Town, Lahore.**

**Branch: H # 16, Street # 23, Jinnah Garden, Phase 1, Islamabad.**

**Cell # +92 333 4953149**

**Web: arcoconsultants.com**

**E-mail: abdul\_fca@hotmail.com**

Votes casted through post:

Resolution 1	Particulars		Result of resolution 1			
	No. of Members casting the vote	Total No. of Shares held or no. of votes	Total No. of Votes Casted	Total No. of Invalid Votes	Resolution 1	
					Favor	Against
Agenda No. 1	0	0	0	0	0	0

Consolidated Report of Voting:

Resoluti on 1	Total No. of Shares / Votes Held	Total No. of Votes Casted	Total No. of Invalid Votes	Total No. of Votes Casted in Favour	Total No. of Votes Casted Against	Percentage of Votes Casted in Favour	Resolution Passed / Not Passed
Agenda No. 1	18,039,103	18,039,103	0	18,009,103	30,000	99.83%	Passed

Other Details:

Date and Time of unblocking of e-voting results by the Chairman.	June 03, 2025, 3:40 p.m.
Last date and time of receiving postal ballot by the Company.	June 02, 2025, 05:00 p.m.

That the voting process was conducted by the Company as per the requirements of the Postal Ballot Regulations 2018.

**2. Managements' Responsibility:**

The compliance with the requirements of the Companies Act 2017, rules made there under and Postal Ballot Regulations 2018 relating to remote E-voting and voting through ballot papers(s) on the resolutions contained in the notice calling AGM is the responsibility of the management of the company. The management of the company is responsible for ensuring the framework and robustness of the electronic voting systems.



### 3. Scrutinizers Responsibility:

Our responsibility as a scrutinizer was to ensure that the voting process through remote E-voting, post, and ballot paper(s) at the AGM, is conducted fairly and transparently and to render you a consolidated scrutinizer's report of the total votes cast "in favor" or "against" on the resolution, based on the reports generated from the E-voting system provided by the Corplink (Private) Limited Share Registrar and also from results of post and ballot paper(s).

### 4. Resolution 1 (Agenda No. 1): Special Business

**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 dilapidated building of the Company, which was not used since 2006 (hereinafter the 'Assets').

**FURTHER RESOLVED THAT** approval be and is hereby accorded for utilization of the proceeds from the disposal of Assets, will pay the sponsors' loan, other liabilities, and remaining proceeds to use in the Company's working capital.

**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 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.

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



**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.

**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.

  
Abdul Rahman & Co.  
Chartered Accountants



Place: Lahore  
Date: June 03, 2025