

Date: October 02, 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

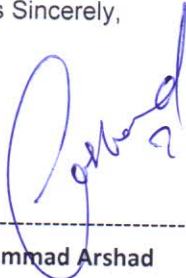
Subject: **Notice of Annual General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of Annual General Meeting to be held on **October 28, 2015 at 8:30 a.m. at The Royal Rodale Auditorium, TC-V, 34th Street, Khayaban-e-Sehar, Phase-V, Ext., D.H.A., Karachi**, for circulation amongst the TRE Certificate Holders of the Exchange.

Further, we will send you printed annual reports for year ended June 30, 2015 within due time.

Yours Sincerely,



Muhammad Arshad
Company Secretary

Encl: As above.

Notice of Annual General Meeting

Notice is hereby given that the Sixth Annual General Meeting of Next Capital Limited will be held at The Royal Rodale Auditorium, TC-V, 34th Street, Khayaban-e-Sehar, Phase-V, Ext., D.H.A., Karachi on Wednesday, October 28, 2015 at 8:30 a.m. to transact the following business:

Ordinary Business

1. To confirm the minutes of the Extra Ordinary General Meeting (EOGM) held on September 10, 2015.
2. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2015 together with the Directors' and Auditors' Reports thereon.
3. To approve the appointment of the auditors for the year ending June 30, 2016 and fix their remuneration. The retiring auditors Messrs. KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, have offered themselves for re-appointment.

Special Business

4. To pass the following resolutions, as Special Resolution, with or without modifications, additions or deletions.

Issuance of Right Shares at Discount:

To consider and if thought fit, approve the issuance of 25,000,000 right shares at Rs. 8.00 per share (at a discount of Rs. 2 per share) by way of a rights issue under the provisions of section 84(1), subject to the approval of shareholders of the Company and the Securities and Exchange Commission of Pakistan, by passing the following resolutions:

Special Resolutions:

- i) **RESOLVED** that 25,000,000 ordinary shares of Rs.10/- each be and are hereby offered and issued at discount Rs.2/- per share i.e. Rs. 8.00 per share under the provisions of section 84(1) of the Companies Ordinance, 1984 subject to the approval of the Securities and Exchange Commission of Pakistan.
- ii) **FURTHER RESOLVED** that Chief Executive Officer and Chief Operating Officer of the Company be and are hereby authorized singly, to take all steps necessary, ancillary and incidental for the issuance of right shares at discount but not limited to obtaining all regulatory approvals, engaging legal counsel, filling of all the requisite statutory forms and all other documents as may be required to filed with SECP, executing all such certificates, applications, notices, reports, letters and any other



Lahore Office



document or instrument including any amendments and substitutions to any of the forgoing as may be required in respect of issuance of right shares at discount and all other matters ancillary and incidental thereto.

Any Other Business

5. To transact such other business as may be placed before the meeting with the permission of the Chairperson.

Karachi: October 03, 2015

By order of the Board

Muhammad Arshad
Company Secretary

NOTES

- i. The Share Transfer Books of the Company will remain closed from 22 October, 2015 to 28 October, 2015 (both days inclusive).
- ii. A member entitled to attend and vote at this meeting may appoint another member as his or her proxy to attend and vote. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the time of holding of the meeting.
- iii. Beneficial owners of the physical shares and whose shares are deposited with Central Depository Company of Pakistan Limited (CDC), are requested to bring their original computerized National Identity Card (CNIC) along with participant's I.D. number and their account/sub-account number in CDC to facilitate identification at the time of the meeting. In case of proxy, attested copies of proxy's CNIC or passport, account/subaccount and participant's I.D. numbers must be deposited along with the Form of Proxy at the registered office of the Company as per paragraph No. iii above, duly witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the proxy form and attested photocopies of CNIC or the passport of the beneficial owner. In case of proxy for corporate members, the Board of Directors' Resolution/Power of Attorney with specimen signature of the nominee shall be produced at the time of meeting (unless it has been provided earlier to the Shares Registrar).

- iv. Physical transfers and deposit request under Central Depository System received at the close of business on October 21, 2015 by the Company's registrar i.e. Technology Trade (Private) Limited, Dagia House, 241-C, Block2, P.E.C.H.S., Karachi will be treated as being in time for entitlement to attend the meeting.
- v. Members are requested to promptly notify the Company of any change in their address.

STATEMENT U/S. 160 (1)(b) OF THE COMPANIES ORDINANCE, 1984

The Members' approval under Section 84(1) of the Companies Ordinance, 1984 is sought for the right issue of 25,000,000 Ordinary shares at discount of 20%, i.e., at a discount of Rs. 2 per Ordinary share) subject to the approval of the Securities and Exchange Commission of Pakistan, Islamabad under Section 84 of the Companies Ordinance, 1984. The Board of Directors, in their meeting held on September 29, 2015 approved and recommended the issuance of right shares at a share at a discount of Rs. 2 per share. The proceeds generated from the right issue will be utilized towards increasing capital market related services, working capital, human resource development and enhancing overall business offerings to both local and foreign investors which is expected to improve the operational efficiency and overall profitability of the Company in the future.

The Directors of the Company have no interest in the proposed resolution, except to the extent of their shareholding.