

NEXT CAPITAL LIMITED
Notice of Extraordinary General Meeting

Notice is hereby given that an extraordinary general meeting of the shareholders of NEXT CAPITAL LIMITED will be held on **Thursday, May 28, 2015 at 9:00 a.m. at The Royal Rodale Auditorium, TC-V, 34th Street, Khayaban-e-Sehar, Phase-V, Ext., D.H.A., Karachi** to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting held on Wednesday, October 29, 2014.

SPECIAL BUSINESS

2. **Increase in Authorized Share Capital**

To consider and, if thought fit, pass the following Resolutions, with or without modification(s) as Special Resolutions to increase the authorized share capital of the Company from Rs. 250,000,000 to Rs. 300,000,000/- and to accordingly amend Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company.

"Resolved that the authorized capital of the Company be and is hereby increased from Rs. 250,000,000/- (Rupees Two Hundred Fifty Million) to Rs. 300,000,000/- (Rupees Three Hundred Million)".

"Resolved Further that the Memorandum and Articles of Association of the Company be and are hereby amended by substituting the figures and words "Rs. 250,000,000/- (Rupees Two Hundred Fifty Million) divided into =25,000,000= (Twenty Five Million) Ordinary shares of Rs. 10/- (Ten) each" appearing in Clause V of the Memorandum of Association and Article 3 of the Articles of Association with the figures and words "Rs.300,000,000/- (Rupees Three Hundred Million) divided into 30,000,000 (Thirty Million) Ordinary shares of Rs.10/- (Ten) each".

3. **Investment in Associated Company**

To ratify the investment made by the Company in its associated company, Next Advisors Limited, as disclosed in Note No. 9 to the Financial Statements for the half year ended December 31, 2014 by passing the following resolutions, with or without modification(s), as Special Resolutions:

"Resolved that that the investment of PKR 10,000,000/- (Pak Rupees Ten Million) made by the Company by subscribing to 1,000,000 (One Million) ordinary shares of PKR 10/- each in the issued share capital of Next Advisors Limited, a joint venture between the Company, Mr. Najam Ali, Mr. Farrukh Karim Khan and Mr. Kashif Rafi be and is hereby approved in terms of Section 208 of the Companies Ordinance 1984."

"Resolved Further that all actions incidental thereto and documents and other agreements executed by Mr. Najam Ali, Chief Executive Officer of the Company in respect of the investment made by the Company in Next Advisors Limited is hereby ratified."

“Resolved Further that Mr. Najam Ali – Chief Executive Officer and Mr. Muhammad Asif Najmee, Company Secretary of the Company be and are hereby authorized, singly, to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.”

4. Commission Sharing Arrangements

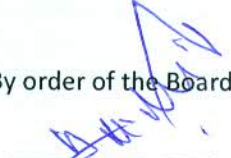
To consider and if thought fit, pass the following Resolution, with or without modification(s), as an ordinary resolution to authorize the Board of Directors to determine the commission payable to Directors/officers/employees/related parties of the Company, with respect to additional brokerage/consultancy/corporate finance and advisory business brought to the Company by such persons.

“Resolved that the Board of Directors be and are hereby authorized to determine and approve, from time to time, the percentage of commission on brokerage / consultancy / corporate finance fee paid to the Directors / officers / related parties of the Company or any other person subject to the requirements of section 214, 215 and 216 of the Companies Ordinance 1984 and the Code of Corporate Governance”.

OTHER BUSINESS

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

By order of the Board



Company Secretary

Karachi: May 06, 2015

Notes:

- i. The Share Transfer Books of the Company will remain closed from May 21, 2015 to May 28, 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. Members who have not yet submitted photocopies of Computerized National Identity Card (CNIC) are requested to send the same at the earliest.
- iv. All the account holders whose registration details are uploaded as per CDC Regulations shall authenticate their identity by showing original CNIC at the time of attending the meeting. In case of corporate entity, a certified copy of resolution of the Board of Directors / valid Power of Attorney having the name and specimen signature of the nominee should be produced at the time of meeting.
- v. Statement of material facts under Section 160 (1) (b) of the Companies Ordinance, 1984 pertaining to the Special Business is annexed to this Notice of Meeting being sent to members.

Statement of material facts under section 160(1)(b) of the Companies Ordinance, 1984 regarding the Special Business**Agenda Item 2: Increase in Authorized Share Capital**

The Board of Directors at its meeting held on Tuesday, April 21, 2015 have decided to enhance the present authorized capital of the Company in order to enable the Company to meet the future paid up capital requirements under applicable laws and accordingly resolved to recommend the shareholders, the increase in authorized capital from Rs. 25 Million to Rs. 30 Million for their consideration at the Extra-Ordinary General Meeting, as Special Business, and, if thought fit to resolve to increase the authorized share capital accordingly. Clause V of the Memorandum of Association and Article 3 of the Articles of Association shall accordingly be revised in the manner proposed in this Notice.

Agenda Item 3: Investment in Associated Company

As part of its broad vision of being a full scale financial services firm, the Company plans to undertake new initiatives which will increase shareholder value in a direct and indirect manner. The Company foresees itself as a leading player in the financial services sector. This vision of the Company was also highlighted on page 38 of the Prospectus of the Company issued at the time of its initial public offering. In this regard, the Board of Directors of the Company, in their meeting held on February 26, 2014 resolved to incorporate a wholly owned subsidiary as a non-banking finance company, to undertake investment advisory business by the name of Next Advisors Limited, for the purposes of providing inter alia investment advisory services and to support the business functions of the Company and assist the Company in achieving its long terms business goals. Subsequently, due to the lack of availability of funds at the time, the Board, in its meeting held on April 24, 2014 resolved to incorporate Next Advisors Limited as a joint venture between the Company, Mr. Najam, Ali, Mr. Farrukh Karim Khan and Mr. Kashif Rafi with the Company investing PKR 10,000,000 (Pak Rupees Ten Million) by subscribing to 1,000,000 ordinary shares each having a par value of PKR 10 each.

At the time of incorporation of Next Advisors Limited as a joint venture company, it was the understanding of the Board that approval of the shareholders of the Company under Section 208 of the Companies Ordinance 1984 is not required, however, for prudence sake, the Board has decided to obtain the post facto approval of the shareholders for the investment by the Company in Next Advisors Limited and has recommended the Special Resolution be passed by the shareholders in the manner stated in the Notice.

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| i) Name of the associated company along with criteria based on which the associated relationship is established | Next Advisors Limited, in which Next Capital Limited initially acquired 1,000,000 shares of PKR 10/- each representing 33.33% of the issued share capital and currently owns 1,000,000 shares representing approximately 28.57% of the issued share capital and has common directorship and shareholding through Mr. Najam Ali, CEO of the Company. |
| ii) Purpose, benefits and period of investment | Investment in associated company to reap the benefits in long term by enabling the Company to achieve long term business goals. |
| iii) Maximum amount of investment | PKR 10,000,000 |
| iv) Maximum price at which securities will be acquired | At par value of PKR 10 per share. |



v)	Maximum number of securities to be acquired	1,000,000 ordinary shares.
vi)	Number of securities and percentage thereof held before and after the proposed Investment	Nil before investment. Up to 33% after investment.
vii)	Average of the preceding twelve weekly average price of the security	Not applicable
viii)	Fair market value of securities determined in terms of regulation 6(1) of the Companies (Investment in Associated Companies or Associated undertakings) Regulations, 2012	Not applicable as Next Advisors Limited was a newly incorporated company.
ix)	Break-up value of securities on the basis of the latest audited financial statements	Not applicable as Next Advisors Limited was a newly incorporated company.
x)	Earning per shares of associated company for last three years	Not applicable as Next Advisors Limited was a newly incorporated company.
xi)	Sources of fund from which securities will be acquired	Funds available with the Company.
xii)	Where the securities are intended to be acquired using borrowed fund	No
	a) Justification for investment through borrowings	Not applicable
	b) Detail of guarantees and assets pledged for obtaining such funds	Not applicable
xiii)	Salient features of the agreement(s), if any, entered into with associated company with regard to the proposed investment	None
xiv)	Direct or indirect interest of directors, sponsors, majority members and their relatives, if any, in the associated company or the transaction under consideration	Mr. Najam Ali, CEO of the Company is also a Director and Shareholder in Next Advisors Limited

Agenda Item 4: Commission Sharing Arrangements

Certain directors / officers of the Company and other persons have expressed their intention to bring different transactions to the Company relating to brokerage / consultancy / corporate finance and advisory in addition to their routine duties assigned by the Company.

The Company, in order to grow the business, intends to enter in to contract with other companies or individuals including but not limited to the Directors / officers/ related parties of the Company whereby the Company shall pay commission to person(s) for bringing in additional brokerage / consultancy / corporate finance and advisory related business which shall allow the Company to increase its profitability and thereby benefit all stakeholders in the Company.

The Board and the Company shall ensure compliance with the applicable laws and the provisions of the Code of Corporate Governance in this respect.