

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, September 10, 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 Extra Ordinary General Meeting held on Thursday, May 28, 2015.

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.300,000,000 to Rs.500,000,000/- and accordingly amend Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company to be read as under:

"Resolved that the authorized capital of the Company be and is hereby increased from Rs.300,000,000/- (Rupees Three Hundred Million) to Rs.500,000,000/- (Rupees Five 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.300,000,000/- (Rupees Three Hundred Million) divided into =30,000,000= (Thirty 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.500,000,000/- (Rupees Five Hundred Million) divided into 50,000,000 (Fifty Million) Ordinary shares of Rs.10/- (Ten) each".

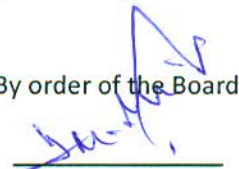
"Resolved Further that Mr. Najam Ali – Chief Executive Officer and Mr. Kashif Rafi, Chief Operating Officer of the Company be and are hereby authorized, to singly do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may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

OTHER BUSINESS

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

Karachi: August 12, 2015

By order of the Board



Company Secretary

Notes:

- i. The Share Transfer Books of the Company will remain closed from September 03, 2015 to September 10, 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 Thursday, August 06, 2015 has 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.300 Million to Rs.500 Million for their consideration at the Extraordinary General Meeting, as Special Business, and, if thought fit to resolve increase in authorized share capital and accordingly, amend Clause V of the Memorandum of Association and Article 3 of the Articles of Association in the manner proposed in this Notice.