

Notice of Extra Ordinary General Meeting

Notice is hereby given that the Extra Ordinary General Meeting of Next Capital Limited will be held on April 05, 2017 at 9:30 A.M. at Royal Rodale Hotel, Karachi to transact the following business:

1. To confirm the minutes of the last Annual General Meeting of the Company held on October 24, 2016.

Special Business

2. To consider and if deemed fit, pass with or without modifications, the following proposed Special Resolutions related to the amendments/alterations in sub-clause 3 of Clause III of the Memorandum of Association of Company, subject to the approval of the shareholders of the Company and /or any other authority, if required:

SPECIAL RESOLUTIONS:

RESOLVED that the existing sub clause 3 of Clause III of the Memorandum of Association be and is hereby amended and reworded to be read as under:

To act as a book runner and underwrite, manage, distribute the issue of stocks, shares, bonds, debentures, debenture stocks, Moradabad certificates, mutual funds units/certificates, Term Finance certificates and other securities of companies and institutions, either directly or jointly, with one or more of its constituent institutions or other investment or financial institutions, provide advisory and arrangement services on matters including public offering, private placement, merger, acquisition and restructuring and act as securities manager and securities advisor as per the Securities Act, 2015.

RESOLVED FURTHERthat the Chief Executive Officer and the Company Secretary 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 resolution.”

3. To consider any other business with the permission of the chair.

A statement under section 160(1) (b) of the Companies Ordinance, 1984 is attached herewith pertaining to the Special Resolutions is being sent to the shareholders with this notice.

Thursday, March 9, 2017
Karachi



By the Order of the Board
OM Perakash
Company Secretary

Notes:

1. Share transfer books of the Company will remain closed from March 30, 2017 to April 5, 2017 (both days inclusive).
2. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.
3. Procedure including the guidelines as laid down in Circular No. I- Reference No. 3(5-A) Misc/ARO/LES/96 dated 26th January 2000 issued by Securities & Exchange Commission of Pakistan:
 - a. Members, proxies or nominees shall authenticate their identity by showing their original national identity card or original passport and bring their folio numbers at the time of attending the meeting.
 - b. In the case of corporate entity, Board of Directors' resolution/power of attorney and attested copy of the CNIC or passport of the nominee shall also be produced (unless provided earlier) at the time of meeting.
 - c. In order to be effective, the proxy forms must be received at the office of our registrar no later than 48 hours before the meeting, duly signed and stamped and witnessed by two persons with their names, address, CNIC numbers and signatures.
 - d. In the case of individuals, attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - e. In the case of proxy by a corporate entity, Board of Directors resolution/power of attorney and attested copy of the CNIC or passport of the proxy shall be submitted along with proxy form.
4. 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/sub-account 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).



5. Physical transfers and deposit request under Central Depository System received at the close of business on March 29, 2017 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.
6. Members are requested to submit copies of their CNICs and promptly notify any change in address by writing to the office of the registrar.

STATEMENT UNDER SECTION 160(1) (B) OF THE COMPANIES ORDINANCE 1984

This statement sets out the material facts concerning the Special Business, given in agenda item No. 2 of the Notice to be transacted at the Extra Ordinary General Meeting of the Company.

Amendment in the Object Clause of the Memorandum of Association (MoA) of the Company

The Securities & Exchange Commission of Pakistan has granted license to the Company to act as Book Runner under the Book Building Regulations, 2015 subject to the condition that the Company must amend the Memorandum of Association (MoA) of the Company and add relevant business clause of the Book Runner business. Accordingly, the Board of Directors of Next Capital Limited (Next) passed the resolution in Board meeting held on November 4, 2016 recommended obtaining approval from the shareholders to amend the MoA accordingly, subject to approvals from the shareholders, SECP & Stock Exchange.

Company has obtained the NOC from SECP for amendment of MOA as per the licensing requirements under Securities Brokers (Licensing and Operations) 2016.

The proposed amendment/ alteration will not affect rights or obligations or the interest of any shareholder or investor of the Company in any manner.

The directors of the Company have no interest in the above business.

