

NOTICE OF TENTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Tenth (10th) Annual General Meeting (AGM)** of Next Capital Limited [the **Company**] will be held on Friday, October 25, 2019 at 10:00 a.m. at the Registered Office of the Company, situated at 2nd Floor, Imperial Court, Dr. Ziauddin Ahmed Road, Karachi to transact the following businesses:

ORDINARY BUSINESS

1. To confirm the minutes of the Ninth (9th) Annual General Meeting (AGM) held on October 24, 2018.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2019 together with the Directors' and Auditors' Reports thereon.
3. To approve the appointment of the Auditor for the year ending June 30, 2020 and fix their remuneration. The retiring Auditor Messrs KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, have offered themselves for re-appointment.
4. To elect seven (7) Directors of the company as fixed by the Board of Directors in accordance with the provisions of Section 159 of the Companies Act, 2017 for the term of (3) years. The following are the names of retiring Directors, who are eligible for re-election:
 - i. Lt. Gen. Tariq Waseem Ghzai (Retd.)
 - ii. Muhammad Najam Ali
 - iii. Hanna Khan
 - iv. Muhammad Zulqarnain Mahmood Khan
 - v. Hassan Shahnawaz
 - vi. Zubair Ellahi
 - vii. Malik Khurram Shahzad
5. To transact any other business as may be placed before the meeting with the permission of the Chair.

Karachi.**Dated: October 04, 2019****By order of the Board****Muhammad Najam Ali
Chief Executive**

NOTES

- i. The Share Transfer Books of the Company will remain closed from 18th October, 2019 to 25th October, 2019 (both days inclusive).
- ii. In terms of Section 159(3) of the Companies Act, 2017 any member who seeks to contest an election to the office of director shall, whether he is a retiring director or otherwise, file with the company, not later than fourteen (14) days before the date of the meeting at which elections are to be held, a notice of his intention to offer himself for election as a director.
- iii. A member entitled to attend and vote at this meeting may appoint another member as his or her proxy to attend and vote. 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 Computerized National Identity Card (CNIC) 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, addresses, CNICs' 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.
 - f. 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. ii above, duly witnessed by two persons whose names, addresses and CNICs' 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 the business on October 17, 2019 by the Company's registrar will be treated as being in time for entitlement to attend, participate in and vote at the meeting.
- v. Members are requested to submit copies of their CNICs and promptly notify any change in address by writing to the office of the registrar.

vi. **Consent for Video Link Facility**

Pursuant to SECP's Circular No 10 dated 21 May 2014, Members may participate in the meeting via video-link facility. if the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

In this regard, Members who wish to participate through video-link facility should send a duly signed request as per the following format to the Registered Address of the Company at least 10 days before the date of AGM.

I/We _____ of _____, being a member(s) of Next Capital Limited, holder of _____ Ordinary share(s) as per registered folio/CDC Account No. _____ hereby opt for video conference facility at _____.

vii. Members are requested to immediately notify the change, if any, in their registered address/contacts numbers to Share Registrar on the following address:

M/s. FAMCO Associates (Pvt.) Limited, 8-F, Near Hotel Faran, Nursery, Block 6, P.E.C.H.S., Shakra-e-Faisal, Karachi Tel: +92 21 3438 0103-5, 3438 4621-3 Fax: 3438 0106