

NOTICE OF FOURTEENTH (14th) ANNUAL GENERAL MEETING

Notice is hereby given that the **Fourteenth (14th) Annual General Meeting (AGM)** of **Next Capital Limited** [the Company] will be held on **Wednesday, October 25, 2023 at 09:00 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 Thirteenth (13th) Annual General Meeting (AGM) held on October 25, 2022.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2023 together with the Directors' and Auditors' Reports thereon.
3. To approve the appointment of the Auditor for the period ending June 30, 2024. The retiring Auditor Messrs. Baker Tilly Mehmood Idrees Qamar., Chartered Accountants, being eligible, have offered themselves for re-appointment.
4. To transact any other business as may be placed before the meeting with the permission of the Chair.

SPECIAL BUSINESS

5. To consider and if deemed fit, to pass with or without any modification(s), addition(s) or deletion(s), the following Resolution(s) by the members to circulate the annual statement of financial position and profit or loss account, auditors' report and directors' report, etc. ("annual audited financial statements") to its members through QR enabled code and web link:
"RESOLVED THAT the Company be and is hereby authorized to circulate its annual audited financial statements, to the members of the Company through QR enabled code and weblink, in accordance with S.R.O. 389(I)/2023 dated March 21, 2023, issued by SECP."
"FURTHER RESOLVED THAT the annual audited financial statements of the Company be circulated to members through email, in case an email has been provided by the members of the Company, and the consent of member to receive the copies through email is not required."
"FURTHER RESOLVED THAT the Company shall provide hard copy of all the future annual audited financial statements to those members only who request the Company in writing to receive hard copies."
"FURTHER RESOLVED THAT the Chief Executive, and or Company Secretary of the Company be and are hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents, as may be necessary or incidental for the purpose of implementing this resolution."

Statement under section 134(3) of the Companies Act, 2017 concerning special business is attached along with the notice circulated to the members of the Company.

Karachi.
Dated: October 04, 2023

By order of the Board
Muhammad Rizwan Yousuf
Company Secretary

NOTES

- i) The Share Transfer Books of the Company will remain closed from 18, October, 2023 to 25, October, 2023 (both days inclusive). Transfers received in order by the Shares Registrar of the Company, M/s. Digital Custodian Company Limited (DCCL), Perdesi House, Old Queens Road, Karachi up to the close of business on October 17, 2023 will be treated in time for the purpose of attending the Annual General Meeting.
- 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 M/s. Digital Custodian Company Limited (DCCL), 508, Perdesi House, Old Queens Road, Karachi not later than forty-eight hours before the time of the meeting and must be duly stamped, signed and witnessed.
 - 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 Share 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.
 - g. 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 Share Registrar 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.
 - h. 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).
- iii) Physical transfers and deposit request under Central Depository System received at the close of the business on October 17, 2023 by the Company's Share Registrar will be treated as being in time for entitlement to attend, participate in and vote at the meeting.
- iv) Members are requested to submit copies of their CNICs and promptly notify any change in address by writing to the office of the Share Registrar.
- v) The Securities & Exchange Commission of Pakistan (SECP) vide its Notification # SMD/SE/2(20)/2021/117 dated December 15th, 2021 has instructed to hold the general meeting physically and virtually to ensure the maximum participation by the members. Therefore, the Company is holding the AGM meeting both physically at Head Office and through electronic means via Zoom.
- vi) To attend and participate in the 14th AGM of the Company through video link arrangement, members are requested to complete identification and verification formalities i.e. provide their names, CNICs scanned (both sides), folio numbers, cell phone numbers and email addresses on or before October 20th, 2023 by 5:00 p.m. at the following email address i.e. co.secretary@nextcapital.com.pk. The video link of meeting will be sent to the members on their email addresses.
- vii) Upon receipt of the above information from interested shareholders / members, the Company will send the login credentials at their email address. On the date of AGM, shareholders will be able to login participate in the AGM proceedings through their smartphone/computer devices.
- viii) The Securities and Exchange Commission of Pakistan has issued a letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021 addressed to all listed companies drawing attention towards the provision of Section 72 of the Companies Act, 2017 (Act) which requires all companies to replace shares issued by them in physical form with shares to be issued in the Book-Entry-Form within a period not exceeding four years from the date of the promulgation of the Act. In order to ensure full compliance with the provisions of the aforesaid Section 72 and to benefit from the facility of holding shares in the Book-Entry-Form, the shareholders who still hold shares in physical form are requested to convert their shares in the Book-Entry-Form.
- ix) Pursuant to Companies (Postal Ballot) Regulations 2018, members will be allowed to exercise their right of vote through postal ballot that is voting by post or through any electronic mode, in accordance with the requirements and procedure in aforesaid regulations. The details of the same will be provided later.
- x) Shareholders can also provide their comments/suggestions for the proposed agenda items of the AGM on the email: co.secretary@nextcapital.com.pk
- xi) Members are requested to immediately notify the change, if any, in their registered address/contacts numbers to Share Registrar address: M/s. Digital Custodian Company Limited, Perdesi House, Old Queens Road, Karachi. Tel: +92 21 32419770, +92 21 32430485.

STATEMENT OF MATERIAL FACTS CONCERNING SPECIAL BUSINESS PURSUANT TO SECTION 134 (3) OF THE COMPANIES ACT, 2017

Agenda no. 5

The SECP has allowed listed companies, through its SRO No. 389(I)/2023 dated March 21, 2023, to circulate the annual audited financial statements, to the members of the Company through QR-enabled code and weblink (instead of CD/DVD/USB), subject to approval of shareholders in the annual general meeting. Where an email address has been provided by the shareholder, the Company shall circulate annual audited financial statements to the member through email. A shareholder may request the Company to provide a hard copy of the annual audited financial statements, and the same shall be provided at the shareholder's registered address free of cost, upon receipt of a duly completed request form, as available on the Company's website, www.nextcapital.com.pk

None of the Directors of the Company have any personal interest in the aforesaid Special Business except in their capacity as Shareholders or Directors of the Company.



2nd Floor New Imperial Court Building,
Dr. Ziauddin Ahmed Road Karachi