

# Notice of Annual General Meeting

Notice is hereby given that **Twenty Fifth (25<sup>th</sup>) Annual General Meeting** of Soneri Bank Limited will be held at Nishat Hotel, 9 A, Gulberg - III, Lahore on Tuesday, 28 March 2017 at 9:00 a.m. to transact the following business:

## Ordinary Business

- 1) To confirm the minutes of last Annual General Meeting held on 25 March 2016.
- 2) To receive, consider and adopt Annual Audited Accounts together with the Directors'and Auditors' Reports thereon for the year ended 31 December 2016.
- 3) To approve and declare the final cash dividend of Rs.1.25/- per share (i.e.12.50%) for the financial year ended 31 December 2016 as recommended by the Board of Directors in its 154<sup>th</sup> meeting held on 15 February 2017.
- 4) To elect seven (7) Directors of the Bank in accordance with the provisions of Section 178 of the Companies Ordinance, 1984 for a term of three years commencing from 28 March 2017. Following are the retiring directors, who are eligible to offer themselves for re-election:-
  - i. Mr. Alauddin Feerasta
  - ii. Mr. Nooruddin Feerasta
  - iii. Mr. Muhammad Rashid Zahir
  - iv. Mr. Amar Zafar Khan
  - v. Syed Ali Zafar
  - vi. Mr. Manzoor Ahmed
  - vii. Mr. Shahid Anwar
- 5) To appoint Auditors of the Bank for the year ending 31 December 2017 till the conclusion of next Annual General Meeting and fix their remuneration. Retiring Auditors, M/s. A.F. Ferguson & Co., Chartered Accountants, being eligible, have offered themselves for re-appointment.
- 6) To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

## Special Business

- 7) To consider and approve the amendments to be made in Articles of Association of the Bank for the purpose of compliance with the mandatory e-voting requirements as prescribed in the Companies (E-Voting) Regulations, 2016 issued vide SRO 43 (I)/2016 dated 22.01.2016 and if thought fit to pass the following resolution as special resolution:

***“RESOLVED THAT*** the Articles of Association of the Bank be amended by adding following new clauses as 46(a), 46(b) and 48(a):

*46(a) E-Voting: Members may exercise voting rights at General Meetings through electronic means, if the Bank receives the requisite demand for poll in accordance with the Companies (E-voting) Regulations, 2016 and any amendments made from time to time, hereinafter refer to as E-Voting. The Bank shall provide E-voting facility in accordance with the mandatory requirements prescribed under said Regulations and amendments made to them from time to time by the Securities & Exchange Commission of Pakistan, irrespective of anything contained in any other provisions of these Articles and anything contradictory therein.*

46(b) Notwithstanding anything contained in these Articles, in case of E-Voting both members and non-members can be appointed as proxy and the instrument appointing shall be deposited, in writing, with the Bank in the form and within such timelines as prescribed by the Commission from time to time.

48(a) E-Voting: An instrument of proxy in relation to e-voting shall be in the following form:

I/We -----of-----,being a member of -----,holder of----- ordinary share(s) as per Register Folio No.-----hereby opt for e-voting through intermediary and hereby consent the appointment of execution officer -----as proxy and will exercise e-voting as per the Companies (E-Voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is-----, please send login details, password and electronic signature through email.

\_\_\_\_\_  
Signature of Member

(Signature should agree with the specimen signature registered with the Bank)

Signed in the presence of:

\_\_\_\_\_  
Signature of Witness

(The proxy e-voting form shall be required to be witnessed by two persons whose names, address and CNIC number shall be mentioned on the form.)

\_\_\_\_\_  
Signature of Witness

**FURTHER RESOLVED THAT** the Company Secretary be and is hereby authorized to do all acts, deeds and things necessary to complete the legal formalities and file the required documents as maybe necessary or ancillary for the purpose of implementing the aforesaid resolution.”

- 8) To approve transmission of annual audited financial statements, auditor’s report and directors’ report etc. (“annual audited accounts”) along with notice of general meeting to members through CD/DVD/USB at their registered address as allowed by the Securities and Exchange Commission of Pakistan (SECP) and if thought fit to pass the following resolution as ordinary resolution:

**“RESOLVED THAT** transmission of annual audited financial statements, auditor’s report and directors’ report etc. (“annual audited accounts”) along with notice of general meeting to members at their registered address in soft form i.e. CD/DVD/USB as notified by SECP vide its SRO No. 470 (1)/2016 dated May 31, 2016 be and is hereby approved.”

- 9) To approve payment of remuneration to Non-Executive Directors for attending the Board and its Committees meetings in compliance with the State Bank of Pakistan BPRD Circulars No.14 and 09 dated 07.08.2009 and 06.05.2015 respectively.

A statement under Section 160(1)(b) of the Companies Ordinance, 1984 pertaining to Special Businesses alongwith the Special Resolutions proposed to be passed, are being sent to the shareholders with the Notice.

## **BY ORDER OF THE BOARD**

**Muhammad Altaf Butt**  
**Company Secretary**

Lahore: 15 February 2017

### **NOTES:**

1. Share Transfer Books of the Bank will remain closed from 22 March 2017 to 28 March 2017 (both days inclusive).
2.
  - 2.1. In accordance with Section 178 (1) of the Companies Ordinance, 1984 the number of Directors to be elected has been fixed as seven (7). The retiring Directors are eligible to offer themselves for re-election. Mr. Mohammad Aftab Manzoor, President/Chief Executive Officer shall continue to be a deemed Director in terms of Article 54 of the Articles of Association of the Bank read with Sub-section (2) of Section (200) of the Companies Ordinance, 1984.
  - 2.2. In terms of Section 178(3) of the Companies Ordinance, 1984, any person who seeks to contest an election to the office of Director, shall file with the Bank, not later than fourteen (14) days before the date of this meeting, a notice of his/her intention to offer himself/herself for election as a Director together with (a) consent on Form-28 (b) declaration with consent to act as Director in the manner as provided in the Code of Corporate Governance 2012.
  - 2.3. In terms of the State Bank of Pakistan (the "SBP") BPRD Circular No. 4 of 2007 dated 23 April 2007, on Fit and Proper Test (FPT), appointment of the directors require prior clearance in writing from State Bank of Pakistan, and all requests for seeking approval of SBP for appointment of directors of the Bank should be routed through the Bank alongwith information as per proforma "Fit and Proper Test" given in the above circular.

The copies of the proforma and other documents complete in all respects must be submitted to the Bank not later than 14 days before the date of this meeting for submission to the SBP.

- 2.4. Any person who seeks to contest the election to the office of a director, whether he is a retiring director or otherwise, shall undertake and confirm to the Bank that such person fulfills all the requirements and criteria for being elected to the office of a director of the Bank and that such person does not violate any of the provisions or conditions prescribed by SBP for holding such office and further that such person shall fully comply with all the SBP Directives issued or to be issued by the SBP in the form of circulars, notifications, directions, letters, instructions and other orders. In addition, he will also be evaluated on the basis of the Bank's mechanism for appointment of Non-Executive Directors and may be asked to provide such further information, as may be deemed necessary.

3. 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 Bank not less than 48 hours before the time of holding the meeting. Proxy form shall be witnessed by two persons whose names, addresses and Computerized National Identity Card (CNIC) numbers shall be mentioned on the form. Proxy form is enclosed herewith.
4. The CDC account/sub account holders shall have to produce their original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting for identification purpose, alongwith participant's I.D Number and their Account No. in CDS.

In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee together with the original proxy form duly filled in must be received at the registered office of the Bank not less than 48 hours before the time of holding the meeting. The nominees shall produce their original CNIC or original passport at the time of attending the meeting for identification purpose.

5. Shareholders are requested to notify change in their addresses, if any, to our Share Registrar, M/s. THK Associates (Pvt.) Ltd, 1<sup>st</sup> Floor, 40-C, Block-6, P.E.C.H.S. Karachi.
6. **Mandatory submission of CNIC**

Those shareholders who have not yet submitted a valid copy of their CNIC, are once again requested to submit the same immediately to our Share Registrar at the address mentioned at Sr. No.5 above in order to meet the mandatory requirement of the SECP, SRO 831(I)/2012 dated July 05, 2012 which requires that the dividend warrant should bear CNIC number of the member.

7. **Transmission of Audited Financial Statements & Notice Of Annual General Meeting Through E-Mail**

As per the directives issued by the Securities and Exchange Commission of Pakistan ("SECP") vide S.R.O.787(1)2014 dated 08 September 2014, companies are allowed to circulate their annual balance sheet and profit & loss account, auditor's report and directors' report etc. ("Audited Financial Statements") along with Notice of Annual General Meeting ("Notice") to their shareholders through email.

In this regard, response from very few shareholders was received to our Circular dated 12.01.2015. If you wish to receive Bank's Annual Report via email in future, you are requested to fill the consent form and return it to our Share Registrar at the address mentioned at Sr. No.5 above. Consent form may be accessed at <http://www.soneribank.com/investor-relations/stock-information/>

8. **Increase in withholding tax on dividend income for Non-Filers and payment cash dividend through electronic mode**

The Shareholders are hereby informed that pursuant to amendments in Section 150 of the Income Tax Ordinance, 2001 through Finance Act, 2016, Income Tax will be deducted at source @ 12.50% for filers and @20.00% for non-filers of income tax return (determined as per "Active Tax Payer List (ATL)" available on Federal Board of Revenue's website) from the dividend amount, if any.

In case of joint account, each holder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing as follows, to our Share Registrar at the address mentioned above. In case no such notification is received by us, equal deduction of tax will be made where proportionate holding is not available with us.

Company Name	Folio/CD S A/c. No.	Total Shares	Principal Shareholder		Joint Shareholder	
			Name & CNIC No.	Shareholding proportion (No. of Shares)	Name & CNIC No.	Shareholding proportion (No. of Shares)

The CNIC number/NTN details is now mandatory and is required for checking the tax status as per the Active Taxpayers List (ATL) issued by Federal Board of Revenue (FBR) from time to time.

9. **Deposit of Physical shares into CDC Account**

The Shareholders having shares in physical form are advised to open CDC sub-account with any of the brokers or Investor Account directly with the CDC to place their shares in scrip-less form, this will facilitate them in many ways including safe custody and sale of shares at any time they want, as the trading of physical shares is not permitted as per existing regulations of the Stock Exchange.

10. **Video Conference Facility for attending Annual General Meeting**

As per the SECP's Circular No.10 dated 21.05.2014, members may avail video conference facility subject to fulfillment of certain requirements & procedures.

The members who wish to attend Annual General Meeting via video conference, may send their consent on the below format to the Bank at its registered office address.

If the Bank receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city.

<p><b><u>Consent Form for Video Conference Facility</u></b></p> <p>“I/We -----of-----, being a member of Soneri Bank Limited, holder of -----Ordinary shares as per registered Folio/CDC Account No.-----hereby opt for video conference facility at -----(geographical location).</p> <p style="text-align: right; margin-top: 20px;">_____ Signature of Member</p>
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11. **Availability of Audited Financial Statements & Election related information on the Bank's website**

The audited financial statements of the Bank for the year ended 30 December 2016 have been made available on the Bank's website [www.soneribank.com](http://www.soneribank.com), in addition to annual and quarterly financial statements for the prior years. Notice of 25<sup>th</sup> Annual General Meeting along with statement under Section 160(1)(b) of the Companies Ordinance, 1984 is also placed on the web portal of the Bank.

Further, election related documents shall also be placed & will remain available as per the timelines advised vide SRO(I)/2015 dated 10.12.2015 by the Securities & Exchange Commission of Pakistan.

**Statement under Section 160(1)(b) of the Companies Ordinance, 1984**

This statement sets out the material facts concerning the special businesses to be transacted at Twenty Fifth (25<sup>th</sup>) Annual General Meeting of Soneri Bank Limited to be held on 28 March 2017.

**Agenda Item No. 7**

**Amendments in the Articles of Association of the Bank**

To give effect to the Companies (E-Voting) Regulation 2016, shareholders' approval is being sought to amend the Articles of Association of the Bank to enable the Shareholders to appoint non-members as their proxies in line with the requirements of e-voting regulations issued by the Securities & Exchange Commission of Pakistan.

**Agenda Item No. 8**

**Transmission of Annual Audited Financial Statements through CD/DVD/USB**

The SECP through SRO 470 (1)/2016 dated May 31, 2016 has allowed companies to circulate the annual balance sheet and profit and loss account, auditor's report and directors report etc. ("annual audited accounts") along with notice of general meeting to its shareholders in electronic form through CD/DVD/USB at their registered addresses. This would result in timely delivery of Annual Audited Accounts to the shareholders.

The Bank has placed on its website i.e. [www.soneribank.com](http://www.soneribank.com) a standard request form containing postal and e-mail address of Company Secretary/Share Registrar, so that shareholders may request a hard copy of the Annual Audited Accounts. The Bank will provide one hard copy free of cost to the requesting shareholder at their registered address within one week of the request.

**Agenda Item No. 9**

**Payment of remuneration to Non-Executive Directors for attending the Board and its Committees meetings**

The State Bank of Pakistan (SBP), Banking Policy & Regulations Department vide its BPRD Circulars No.14 and 09 dated 07.08.2009 and 06.05.2015 respectively, has allowed the Banks to pay a reasonable and appropriate remuneration to their Non-Executive Directors for attending the Board or its committees meetings. Such remuneration shall be approved by the shareholders on a pre or post facto basis in the Annual General Meeting (AGM).

For compliance of the SBP's directive, the following draft resolution is proposed to be passed by the shareholders at the 25<sup>th</sup> AGM as Ordinary Resolution:

**“RESOLVED THAT** approval for the payment of remuneration be and is hereby accorded to Non-Executive Directors of Soneri Bank Limited for attending the Board and Board committees meetings @ Rs.75,000 (net of tax) per meeting effective from 15 February 2017 as approved by the Board of Directors in its 154<sup>th</sup> meeting held on 15 February 2017.”

Inspection of Documents:

The copies of the existing and amended Memorandum & Articles of Association have been kept at the registered office of the Bank which may be inspected on any working day during business hours till the date of 25<sup>th</sup> Annual General Meeting.

Interest of Directors:

The Directors of the Bank have no direct or indirect interest in the above mentioned special businesses that would require further disclosure except to the extent of their meeting fee as well as shareholding in the Bank.