



# Soneri Bank

SBL/Secy/PSX/24/37  
14 February 2024

**Form - 4**  
*Through PUCARS & hand delivery*

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road,  
**Karachi**



Subject: **Notice of 32<sup>nd</sup> Annual General Meeting prior to Publication**

Dear Sir,

We are pleased to enclose herewith Notice of 32<sup>nd</sup> Annual General Meeting of Soneri Bank Limited scheduled to be held on Friday, 08 March 2024 at 09:00 am at 2<sup>nd</sup> Floor, 307- Upper Mall Scheme, Lahore as well as through video-link (Zoom facility), along with Statement under Section 134(3) of the Companies Act, 2017.

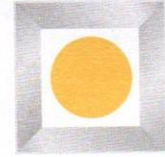
We also intend to publish this Notice in Business Recorder & Daily Nawa-e-Waqt (combined editions Karachi, Lahore and Islamabad) on Thursday, 15 February 2024. A copy of the same is also attached in compliance of Regulation No. 5.6.9 of the PSX Regulations that requires prior transmission. Please circulate the same among the TRE Certificate Holders of the Exchange.

Yours Sincerely,

**Muhammad Altaf Butt**  
Company Secretary

Encls: a.a.



# Soneri Bank

## Notice of 32<sup>nd</sup> Annual General Meeting

Notice is hereby given that the Thirty Second (32<sup>nd</sup>) Annual General Meeting ("AGM") of Soneri Bank Limited ("the Bank") will be held on Friday, 08 March 2024, at 09:00 a.m., at 2<sup>nd</sup> Floor, 307-Upper Mall Scheme, Lahore, as well as through video-link (Zoom facility) to transact the following business:

### **Ordinary Business**

- 1) To confirm the minutes of the 31<sup>st</sup> Annual General Meeting held on 27 March 2023.
- 2) To receive, consider, and adopt Annual Audited Accounts together with the Directors' and Auditors' Reports thereon for the year ended 31 December 2023.

In accordance with Section 223 of the Companies Act, 2017 and pursuant to S.R.O.389(I)/2023 dated 21 March 2023, the financial statements have been uploaded on website of the Bank, which can be downloaded from the following weblink and QR enabled code:

<https://www.soneribank.com/financials>



- 3) To approve and declare the final cash dividend (D-15) of Rs 3/ per share (i.e. 30%) for the financial year ended 31 December 2023, as recommended by the Board of Directors in its 202<sup>nd</sup> meeting held on 31 January 2024.
- 4) To appoint Auditors of the Bank for the year ending 31 December 2024 till the conclusion of next Annual General Meeting and fix their remuneration. The retiring auditors M/s. KPMG Taseer Hadi & Company, Chartered Accountants, have completed the period of five years; hence, are not eligible for re-appointment as provided in the Listed Companies (Code of Corporate Governance) Regulations, 2019. The Audit Committee has suggested the appointment of M/s. A.F. Ferguson & Company, Chartered Accountants, as auditors of the Bank. The Board of Directors, on the suggestion of Audit Committee, has recommended to the shareholders the appointment of M/s A.F. Ferguson & Company, Chartered Accountants, being eligible, have consented to act as statutory auditors of the Bank for the year ending 31 December 2024.
- 5) To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

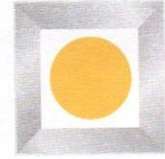
### **Special Business**

- 6) To consider and approve the circulation/transmission of annual audited financial statements of the Bank together with Auditors', Chairman's and Directors' reports to the members through QR enabled code and weblink in accordance with S.R.O. 389 (I)/2023 dated 21 March 2023 issued by the Securities and Exchange Commission of Pakistan under Companies Act, 2017, and if deemed fit, to pass with or without modification(s) the following Resolution, as an Ordinary Resolution:

***"RESOLVED THAT** in pursuance of S.R.O No. 389(I)/2023 dated 21 March 2023, and under section 223(6) of the Companies Act, 2017 the circulation/transmission of Annual Audited Financial Statements together with Auditor's, Chairman's and Directors' reports etc. ("Annual Audited Financial Statements") to the members of the Bank through QR enabled code and weblink be and is hereby approved.*

***FURTHER RESOLVED THAT** the Bank be and is hereby authorized to discontinue the circulation of Annual Audited Financial Statements through CD/DVD/USBs.*






# Soneri Bank

*FURTHER RESOLVED THAT the Company Secretary of the Bank be and is hereby authorized to do all acts, deeds and things take or cause to be taken any or all necessary action for the purpose of implementing this Resolution."*

Statement under Section 134(3) read with S.R.O. 423(I)/2018 dated 03 April 2018 in respect of the Special Business contained in Item No.6 is Annexed for information of the Shareholders.

BY ORDER OF THE BOARD

  
Muhammad Altaf Butt  
Company Secretary



Lahore: 31 January 2024

**NOTES:**

1. The Share Transfer Books of Soneri Bank Limited will remain closed from 01 March 2024 to 08 March 2024 (both days inclusive). Transfers received in order at the office of our Shares Registrar M/s. THK Associates (Pvt.) Ltd., Plot No. 32-C, Jami Commercial Street 2, DHA, Phase-7, Karachi – 75500, Pakistan, by the close of business on 29 February 2024, will be considered in time for the purpose of attending and voting in the Annual General Meeting as well as entitled to the payment of cash dividend.

2. **Participation in AGM – Physically / Virtually**

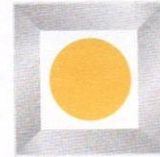
AGM will be convened on the 2<sup>nd</sup> Floor, 307-Upper Mall Scheme, Lahore. However, in view of the regulatory instructions, a virtual facility (Zoom link) shall also be provided to the shareholders desirous to attend the meeting virtually. In order to attend the meeting through video-link, members and their proxies are requested to register themselves by sharing the requested particulars through this link <https://www.soneribank.com/about-us/investor-relations/corporate-information/agm-corporate-briefing-session-registration-form>. Further, a valid copy of the Computerized National Identity Card ("CNIC"), both sides/Passport, or the attested copy of the Board Resolution/Power of Attorney (in case of corporate shareholders) shall also be required to be emailed at [cs@soneribank.com](mailto:cs@soneribank.com) by 06 March 2024.

Post due verification of the information, the members who are registered with us shall be sent a video link by the Bank to their registered email address. The Login facility will remain open from the start of the meeting till its proceedings are concluded. The shareholders who wish to send their comments/ suggestions on the agenda of the AGM can email us at [cs@soneribank.com](mailto:cs@soneribank.com). The Bank shall ensure that comments/suggestions of the shareholders will be read out at the meeting and the responses will be made part of the minutes of the meeting.

3. **Members' Right to Appoint Proxy**

A member of the Bank is entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. Proxies, in order to be effective, must be received at our email [cs@soneribank.com](mailto:cs@soneribank.com) or at the Registered Office of the Bank located at 2<sup>nd</sup> Floor, 307-Upper Mall Scheme, Lahore-54000 not less than 48 hours before the time of the meeting. Proxy form shall be duly signed and stamped and witnessed by two persons whose names, addresses, and CNIC numbers shall be mentioned on the form. Proxy form may be downloaded from the following link:-

<https://www.soneribank.com/about-us/investor-relations/shareholders-information/proxy-form>



# Soneri Bank

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.

4. **Members Identification**

Members whether Physical account holders or CDC/sub-account holders, who wish to attend the Annual General Meeting in person are requested to must bring their original Computerized National Identity Card (CNIC) or original passport along with folio/participant's I.D. number and their account number in CDS for identification purposes.

5. **Change in Address**

Shareholders are requested to notify change in their addresses, if any, to our Share Registrar M/s. THK Associates (Pvt.) Ltd., Plot No.32-C, Jami Commercial Street 2, DHA, Phase -7, Karachi – 75500, Pakistan.

6. **CNIC/NTN Number on Electronic Dividend (Mandatory)**

As per S.R.O.831(1)/2012 dated 05 July 2012 issued by SECP, the electronic Dividend should also bear the CNIC number of the registered shareholder.

As per Regulation No.6 of S.R.O. 1145(1)/2017 dated 06 November 2017, the Bank shall be constrained to withhold the payment of dividend to the shareholders, in case of non-availability of identification number (CNIC or NTN) of the shareholder or the authorized person.

Accordingly, the shareholders, who have not yet submitted a copy of their valid CNIC or NTN, are once again requested to immediately submit the same to the Share Registrar.

7. **Transmission of Audited Financial Statements & Notice of Annual General Meeting Through Web Link and QR Enabled Code**

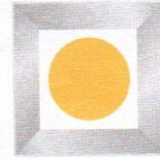
SECP through its S.R.O. 389(1)/2023 dated 21 March 2023, has allowed companies to circulate their annual balance sheet and profit & loss account, auditor's report and Directors' report etc. ("Audited Financial Statements") along with Notice of AGM ("Notice") to their shareholders through web link and QR Enabled Code by discontinuing the past practice of transmission of Audited Financial Statements through CD/DVDs. In view of this, the Bank after getting approval from the shareholders will transmit its Audited Financial Statements through web link and QR enabled code in future.

In terms of SECP S.R.O. No. 470(1)/ 2016 dated 31 May 2016 and its subsequent approval in the 25<sup>th</sup> AGM of the Bank held on 28 March 2017, the Annual Report is being transmitted to shareholders through CD/DVDs. However, the Bank will provide one hard copy free of cost to the requesting shareholder at their registered address within one week of the request.

Audited Financial Statements have also been emailed to those shareholders, who have provided their valid email IDs to the Bank. Those Shareholders who wish to receive Annual Audited Financial Statements and Notice of AGM through email are requested to fill the consent form given in the link mentioned below and return it to our Share Registrar.

<https://sonericms.cloudasset.com/wp-content/uploads/2023/08/Consent-for-soft-copy-of-Audited-Financial-Statements-Notice-of-AGM-and-submission-1.pdf>





# Soneri Bank

## 8. Deduction of Tax on Cash Dividend Income

The shareholders are hereby informed that pursuant to the amendments in Section 150 of the Income Tax Ordinance, 2001 through Finance Act, 2020, Income Tax will be deducted at source @15% for person appearing in the Active Tax Payers' List ("ATL") and @30% for person not appearing in the ATL [determined as per ATL available on Federal Board of Revenue's ("FBR") website] from the dividend amount, if any.

In case of a 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. In case no such notification is received by us, equal deduction of tax will be made where proportionate holding is not available with us.

Bank Name	Folio/CDS A/c No.	Total No. of Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

The CNIC number/NTN details are now mandatory and are required for checking the tax status as per the ATL issued by the FBR from time to time.

## 9. Payment of Cash Dividend through Electronic Mode (Mandatory)

In terms of Section 242 of the Act and Companies (Distribution of Dividends) Regulations, 2017, every listed company is required to pay dividend, if any, to their shareholders compulsorily through electronic mode by directly crediting the same in their Bank account.

In this respect, the Bank has previously communicated this requirement to the shareholders individually along with newspaper publications requesting to provide the International Bank Account Number ("IBAN"); however response from very few shareholders was received.

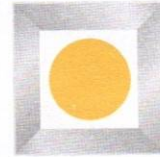
Shareholders are again requested to update their record. In this connection, CDC shareholders may submit their IBAN details to their investor account services or their brokers where shares are placed electronically. In case of physical holding, the shareholders are requested to submit their Bank mandate details to the Bank's Share Registrar. For providing the Bank Mandate details to CDC/Share Registrar, the requisite form may be downloaded from the Bank's website, direct link of which is:

<https://sonericms.cloudasset.com/wp-content/uploads/2023/08/Bank-Mandate-Form-1.pdf>

## 10. Unclaimed Dividends and Shares

Pursuant to Section 244 of the Act, any shares issued or dividends declared by the Bank, which remain unclaimed or unpaid for a period of three years from the date they became due and payable shall rest with the Federal Government after compliance of procedures prescribed under the Act. In this respect, we had already initiated the process and concerned shareholders were advised vide our letter dated 04 October 2017 followed by a reminder on 08 June 2021 and 17 January 2023, to claim their unclaimed dividends/shares. Post submission of this notice, every year shareholders have been continuously communicated requirements of Section 244 to claim their pending entitlements vide Notice of AGM, but only few shareholders have lodged their claims.





# Soneri Bank

In order to further this process, a "Final Notice of Unclaimed Shares and Dividends to vest with the Federal Government" was published in the daily Business Recorder and the Nawa-i-Waqt on 01 February 2021 and 18 April 2023 in their countrywide circulations. This notice was also posted to the PSX for information of all the stakeholders in addition to placement of the same on the website of the Bank.

As a reminder, the Bank also requesting shareholders to claim their pending entitlements as well as update their records. In case no reply is received, the Bank shall proceed ahead in terms of requirement of Section 244(2) (a) & (b) of the Act. Statement of such unclaimed dividends/shares is available on the Bank's website, which may be accessed by surfing the following link:

<https://www.soneriBank.com/about-us/investor-relations/shareholders-information/>

## 11. Deposit of Physical Shares into CDC Account

The SECP, through its letter No.CSD/ED/Misc/2016-639-640 dated 26 March 2021, has advised the listed companies to adhere with the provisions of the Section 72 of the Act, which requires all the existing companies to replace shares issued by them in Physical Form with shares to be issued in Book-Entry Form in a manner as may be specified and from the date notified by the SECP but not exceeding four years from the date of promulgation of the Act.

Shareholders were apprised about this requirement vide our letter dated 08 June 2021 followed by a reminder letter dated 20 January 2023. Further, we are also continuously informing our shareholders, since this requirement was first inserted in the Act, along with the benefits of maintaining their shares in scrip-less form vide AGM Notices, are hereby again 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 PSX and avoidance of formalities required for issuance of duplicate shares.

## 12. Video Conference Facility for Attending Annual General Meeting

The members who wish to attend AGM 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 seven (7) 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.

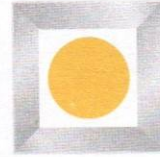
The Bank will intimate members regarding venue of video-link facility at least five (5) days before the date of the AGM along with complete information necessary to enable them to access such facility.

### Consent Form for Video Conference Facility

"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).

Signature of Member





# Soneri Bank

## 13. Voting through E-voting and Postal Ballot

Pursuant to Companies (Postal Ballot) Regulation, 2018 (“the Regulations”), the right to vote through electronic voting facility (“e-voting”) and voting by Post (“Postal Ballot”) shall be provided to members of the Bank for Special Business in the manner and subject to the conditions as specified in the said Regulations.

As the Agenda Item No.6 of the Annual General Meeting is a special business, facility of e-voting or Postal Ballot is arranged for the members through M/s. THK Associates (Private) Limited, Balloter and e-Voting Service Provider. The procedure for exercising e-Voting or Postal Ballot options, alternatively is provided hereunder:

### Procedure for E-Voting:

- a) Details of e-voting facility will be shared through e-mail with those members of the Bank who have their valid CNIC number, cell numbers and e-mail addresses available in the Register of Member of the Bank by the close of business on 29 February 2024.
- b) The web address, login details and password will be communicated to members via email and the security codes will be communicated to members through SMS from the web portal of e-Voting Service Provider.
- c) Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d) Members shall cast their vote for Agenda Item No.6 at any time from 05 March 2024, 09:00 a.m. to 07 March 2024 till 05:00 p.m.
- e) Once the vote on the special resolution is casted by a Member, he/she shall not be allowed to change it subsequently.

### Procedure for Voting through Postal Ballot:

- a) Members may alternatively opt for voting through postal ballot, which has been made available; (i) as attachment to this notice and (ii) on the Bank’s website i.e. <https://www.soneribank.com/about-us/investor-relations/shareholders-information/>
- b) For Agenda Item No. 6, the members shall ensure that the duly filled and signed ballot paper, along with a copy of legible Computerized National Identity Card (CNIC) and/or Board Resolution should reach the Chairman through post at the Bank’s registered office i.e. 2<sup>nd</sup> Floor, 307 - Upper Mall Scheme, Lahore, one day before the date of AGM i.e. 07 March 2024 during working hours.
- c) The members may also email the scanned copy of duly filled and signed ballot paper along with legible copy of CNIC and/or Board Resolution at designated email address i.e. [cs@soneribank.com](mailto:cs@soneribank.com) as per timeline given above.
- d) The signature on the Ballot Paper should match with signature on the CNIC.
- e) In case of foreign members and representatives of a body corporate, corporation and Federal Government, acceptability of other identification documents in lieu of CNIC should be approved by the Board of the Body Corporate/Company.
- f) Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot papers will be rejected.

Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

## 14. Placement of AGM Notice and Financial Statements on the Bank’s website

Notice of 32<sup>nd</sup> AGM along with Annual Report of the Bank for the year ended 31 December 2023 including financial statements and other mandatory reports, have also been made available on the Bank’s website [www.soneribank.com](http://www.soneribank.com), in addition to its dispatch to the shareholders through CD/DVDs in line with the regulatory requirements. AGM notice was also published in the newspapers in addition to its notification to the PSX.





# Soneri Bank

## **Statement under Section 134(3) of the Companies Act, 2017 read with S.R.O. 423(I)/2018 dated 03 April 2018**

This statement sets out the material facts concerning the special business to be transacted at Thirty Second (32<sup>nd</sup>) Annual General Meeting of Soneri Bank Limited to be held on 08 March 2024.

### **Agenda Item No. 6**

**To consider and approve the circulation/transmission of annual audited financial statements of the Bank together with Auditors', Chairman's and Directors' reports to the members through QR enabled code and weblink in accordance with S.R.O. 389 (I)/2023 dated 21 March 2023 issued by the Securities and Exchange Commission of Pakistan under Companies Act, 2017**

The Securities and Exchange Commission of Pakistan vide its S.R.O. 389(I)/2023 dated 21 March 2023 has allowed the Listed Companies to transmit annual audited financial statements etc. through QR enabled code and weblink.

In view of this relaxation, the Board of Directors in its 202<sup>nd</sup> meeting convened on 31 January 2024 has recommended to the members circulation/transmission of the Annual Balance Sheet, Profit or Loss Account, Auditors, Chairman's and Directors' Reports etc. (Audited Financial Statements) to its members through QR enabled code and weblink instead of transmitting the same through CD/DVD/USBs subject to the approval of shareholders in general Meeting.

This was allowed by the SECP considering technological advancements and old technology becoming obsolete, therefore post shareholders' approval, circulation of annual financial statements through CD/DVD/USBs will be discontinued.

However, the Bank will continue to transmit Annual Audited Financial Statements to the shareholders via email, where email IDs are available. Further, the Bank will also provide one hard copy free of cost to the requesting shareholder at their registered address within one week of the request in accordance with the requirement of S.R.O.389(I)/2023 dated 21 March 2023.

### **Inspection of Documents**

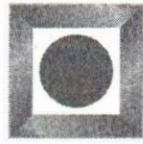
The copies of the latest annual audited financial statements and other documents/information have been kept at the registered office of the Bank, which may be inspected on any working day during business hours till the date of 32<sup>nd</sup> Annual General Meeting.

### **Interest of Directors**

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







# Soneri Bank

## Notice of 32nd Annual General Meeting

Notice is hereby given that the Thirty Second (32nd) Annual General Meeting ("AGM") of Soneri Bank Limited ("the Bank") will be held on Friday, 08 March 2024, at 09:00 a.m., at 2nd Floor, 307-Upper Mall Scheme, Lahore, as well as through video-link (Zoom facility) to transact the following business:

### Ordinary Business

- 1) To confirm the minutes of the 31st Annual General Meeting held on 27 March 2023.
- 2) To receive, consider, and adopt Annual Audited Accounts together with the Directors' and Auditors' Reports thereon for the year ended 31 December 2023.

In accordance with Section 223 of the Companies Act, 2017 and pursuant to S.R.O.389(I)/2023 dated 21 March 2023, the financial statements have been uploaded on website of the Bank, which can be downloaded from the following weblink and QR enabled code:

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- 3) To approve and declare the final cash dividend (D-15) of Rs. 3/ per share (i.e. 30%) for the financial year ended 31 December 2023, as recommended by the Board of Directors in its 202nd meeting held on 31 January 2024.
- 4) To appoint Auditors of the Bank for the year ending 31 December 2024 till the conclusion of next Annual General Meeting and fix their remuneration. The retiring auditors M/s. KPMG Taseer Hadi & Company, Chartered Accountants, have completed the period of five years; hence, are not eligible for re-appointment as provided in the Listed Companies (Code of Corporate Governance) Regulations, 2019. The Audit Committee has suggested the appointment of M/s. A.F. Ferguson & Company, Chartered Accountants, as auditors of the Bank. The Board of Directors, on the suggestion of Audit Committee, has recommended to the shareholders the appointment of M/s A.F. Ferguson & Company, Chartered Accountants, being eligible, have consented to act as statutory auditors of the Bank for the year ending 31 December 2024.
- 5) To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

### Special Business

- 6) To consider and approve the circulation/transmission of annual audited financial statements of the Bank together with Auditors', Chairman's and Directors' reports to the members through QR enabled code and weblink in accordance with S.R.O. 389 (I)/2023 dated 21 March 2023 issued by the Securities and Exchange Commission of Pakistan under Companies Act, 2017, and if deemed fit, to pass with or without modification(s) the following Resolution, as an Ordinary Resolution:

**"RESOLVED THAT** in pursuance of S.R.O No. 389(I)/2023 dated 21 March 2023, and under section 223(6) of the Companies Act, 2017 the circulation/transmission of Annual Audited Financial Statements together with Auditor's, Chairman's and Directors' reports etc. ("Annual Audited Financial Statements") to the members of the Bank through QR enabled code and weblink be and is hereby approved.

**FURTHER RESOLVED THAT** the Bank be and is hereby authorized to discontinue the circulation of Annual Audited Financial Statements through CD/DVD/USBs.

**FURTHER RESOLVED THAT** the Company Secretary of the Bank be and is hereby authorized to do all acts, deeds and things take or cause to be taken any or all necessary action for the purpose of implementing this Resolution."

Statement under Section 134(3) read with S.R.O. 423(I)/2018 dated 03 April 2018 in respect of the Special Business contained in Item No.6 has been dispatched to the shareholders through CD/DVDs along with the notice in addition to the placement of the same on the website of the Bank.

BY ORDER OF THE BOARD

Muhammad Altaf Butt  
Company Secretary

Lahore: 31 January 2024



### NOTES:

1. The Share Transfer Books of Soneri Bank Limited will remain closed from 01 March 2024 to 08 March 2024 (both days inclusive). Transfers received in order at the office of our Shares Registrar M/s. THK Associates (Pvt.) Ltd., Plot No. 32-C, Jami Commercial Street 2, DHA, Phase-7, Karachi - 75500, Pakistan, by the close of business on 29 February 2024, will be considered in time for the purpose of attending and voting in the Annual General Meeting as well as entitled to the payment of cash dividend.

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Post due verification of the information, the members who are registered with us shall be sent a video link by the Bank to their registered email address. The Login facility will remain open from the start of the meeting till its proceedings are concluded. The shareholders who wish to send their comments/ suggestions on the agenda of the AGM can email us at [cs@soneribank.com](mailto:cs@soneribank.com). The Bank shall ensure that comments/ suggestions of the shareholders will be read out at the meeting and the responses will be made part of the minutes of the meeting.

### 3. Members' Right to Appoint Proxy

A member of the Bank is entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. Proxies, in order to be effective, must be received at our email [cs@soneribank.com](mailto:cs@soneribank.com) or at the Registered Office of the Bank located at 2nd Floor, 307-Upper Mall Scheme, Lahore-54000 not less than 48 hours before the time of the meeting. Proxy form shall be duly signed and stamped and witnessed by two persons whose names, addresses, and CNIC numbers shall be mentioned on the form. Proxy form may be downloaded from the following:-

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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.

### 4. Members Identification

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### 5. Deduction of Tax on Cash Dividend Income

The shareholders are hereby informed that pursuant to the amendments in Section 150 of the Income Tax Ordinance, 2001 through Finance Act, 2020, Income Tax will be deducted at source @15% for person appearing in the Active Tax Payers' List ("ATL") and @30% for person not appearing in the ATL [determined as per ATL available on Federal Board of Revenue's ("FBR") website] from the dividend amount, if any.

In case of a 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. In case no such notification is received by us, equal deduction of tax will be made where proportionate holding is not available with us.

Bank Name	Folio/CDS A/c No.	Total No. of Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

The CNIC number/NTN details are now mandatory and are required for checking the tax status as per the ATL issued by the FBR from time to time.

### 6. Unclaimed Dividends and Shares

Pursuant to Section 244 of the Act, any shares issued or dividends declared by the Bank, which remain unclaimed or unpaid for a period of three years from the date they became due and payable shall rest with the Federal Government after compliance of procedures prescribed under the Act. In this respect, we had already initiated the process and concerned shareholders were advised vide our letter dated 04 October 2017 followed by a reminder on 08 June 2021 and 17 January 2023, to claim their unclaimed dividends/shares. Post submission of this notice, every year shareholders have been continuously communicated requirements of Section 244 to claim their pending entitlements vide Notice of AGM, but only few shareholders have lodged their claims.



In order to further this process, a "Final Notice of Unclaimed Shares and Dividends to vest with the Federal Government" was published in the daily Business Recorder and the Nawa-i-Waqt on 01 February 2021 and 18 April 2023 in their countrywide circulations. This notice was also posted to the PSX for information of all the stakeholders in addition to placement of the same on the website of the Bank.

As a reminder, the Bank also requesting shareholders to claim their pending entitlements as well as update their records. In case no reply is received, the Bank shall proceed ahead in terms of requirement of Section 244(2) (a) & (b) of the Act. Statement of such unclaimed dividends/shares is available on the Bank's website, which may be accessed by surfing the following link: <https://www.soneribank.com/about-us/investor-relations/shareholders-information/>

**7. Voting through E-voting and Postal Ballot**

Pursuant to Companies (Postal Ballot) Regulation, 2018 ("the Regulations"), the right to vote through electronic voting facility ("e-voting") and voting by Post ("Postal Ballot") shall be provided to members of the Bank for Special Business in the manner and subject to the conditions as specified in the said Regulations.

As the Agenda Item No.6 of the Annual General Meeting is a special business, facility of e-voting or Postal Ballot is arranged for the members through M/s. THK Associates (Private) Limited, Balloter and e-Voting Service Provider. The procedure for exercising e-Voting or Postal Ballot options, alternatively is provided hereunder:

**Procedure for E-Voting:**

- Members may alternatively opt for voting through postal ballot, which is being sent through this advertisement and also placed on the Bank's website i.e. <https://www.soneribank.com/about-us/investor-relations/shareholders-information/>
- For Agenda Item No. 6, the members shall ensure that the duly filled and signed ballot paper, along with a copy of legible Computerized National Identity Card (CNIC) and/or Board Resolution should reach the Chairman through post at the Bank's registered office i.e. 2nd Floor, 307 - Upper Mall Scheme, Lahore, one day before the date of AGM i.e. 07 March 2024 during working hours.
- The members may also email the scanned copy of duly filled and signed ballot paper along with legible copy of CNIC and/or Board Resolution at designated email address i.e. [cs@soneribank.com](mailto:cs@soneribank.com) as per timeline given above.
- The signature on the Ballot Paper should match with signature on the CNIC.
- In case of foreign members and representatives of a body corporate, corporation and Federal Government, acceptability of other identification documents in lieu of CNIC should be approved by the Board of the Body Corporate/Company.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot papers will be rejected.

**Procedure for Voting through Postal Ballot:**

- Members may alternatively opt for voting through postal ballot, which is being sent through this advertisement and also placed on the Bank's website i.e. <https://www.soneribank.com/about-us/investor-relations/shareholders-information/>
- For Agenda Item No. 6, the members shall ensure that the duly filled and signed ballot paper, along with a copy of legible Computerized National Identity Card (CNIC) and/or Board Resolution should reach the Chairman through post at the Bank's registered office i.e. 2nd Floor, 307 - Upper Mall Scheme, Lahore, one day before the date of AGM i.e. 07 March 2024 during working hours.
- The members may also email the scanned copy of duly filled and signed ballot paper along with legible copy of CNIC and/or Board Resolution at designated email address i.e. [cs@soneribank.com](mailto:cs@soneribank.com) as per timeline given above.
- The signature on the Ballot Paper should match with signature on the CNIC.
- In case of foreign members and representatives of a body corporate, corporation and Federal Government, acceptability of other identification documents in lieu of CNIC should be approved by the Board of the Body Corporate/Company.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot papers will be rejected.

Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

Notes relating to Change in address, CNIC, Circulation of Annual Audited Accounts via E-mail, Deposit of physical shares in CDC, Payment of cash dividend through electronic mode, Video conferencing facility for attending AGM, Placement of AGM notice and financial statements on the Bank's website and proxy form both in English and Urdu languages have been sent to the shareholders with the Notice of AGM along with Statement under Section 134(3) in respect of the Special Business contained in Agenda item No.6 through CD/DVDs. Further, the AGM Notice, the Annual Report and the Proxy Form have also been placed on the Bank's website [www.soneribank.com](http://www.soneribank.com) in compliance with the regulatory requirements.

Annexure I  
(Regulation 8)

**POSTAL BALLOT PAPER**

**For voting through post for Special Business at the, 32nd Annual General Meeting to be held at 09:00a.m. on Friday, 08 March 2024 at Registered Office: 2nd Floor, 307 – Upper Mall Scheme, Lahore. [www.soneribank.com](http://www.soneribank.com)**

Designated email address at which the duly filled in ballot paper may be sent: [cs@soneribank.com](mailto:cs@soneribank.com)

<b>Folio/CDS Account Number</b>	
<b>Name of shareholder / joint shareholders / Proxy Holder</b>	
<b>Registered Address</b>	
<b>Number of shares held</b>	
<b>CNIC/Passport Number (copy to be attached)</b>	

Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government):

<b>Name and CNIC of Authorized Signatory</b>	
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I/we hereby exercise my/our vote in respect of the following resolution through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate):

Sr. No.	Nature and Description of resolution	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
01	<p><b>Special Business:</b> <b>Resolution for Agenda Item No.6</b></p> <p>"RESOLVED THAT in pursuance of S.R.O No. 389(I)/2023 dated 21 March 2023, and under section 223(6) of the Companies Act, 2017 the circulation/transmission of Annual Audited Financial Statements together with auditor's, chairman's and directors' reports etc. ("Annual Audited Financial Statements") to the members of the Bank through QR enabled code and web link be and is hereby approved.</p> <p><b>FURTHER RESOLVED THAT</b> the Bank be and is hereby authorized to discontinue the circulation of Annual Audited Financial Statements through CD/DVD/USBs.</p> <p><b>FURTHER RESOLVED THAT</b> the Company Secretary of the Bank be and is hereby authorized to do all acts, deeds and things take or cause to be taken any or all necessary action for the purpose of implementing this Resolution."</p>			

In case of election of directors for listed company Calculation of votes for each category of election of directors

None

Signature of shareholder(s)  
Place: \_\_\_\_\_  
Date: \_\_\_\_\_

**NOTES:**

- Duly filled postal ballot should be sent to the Chairman, Soneri Bank Ltd, 2nd Floor, 307 – Upper Mall Scheme, Lahore or email at [cs@soneribank.com](mailto:cs@soneribank.com).
- Copy of CNIC / Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Postal ballot forms should reach Chairman of the meeting on or before 07 March 2024. Any postal ballot received after this date, will not be considered for voting.
- Signature on postal ballot should match with signature on CNIC / Passport (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- In case of corporate entity, corporation or Federal/Provincial Government, Ballot Paper Form must be accompanied by the Board of Directors' Resolution / Power of Attorney / Authorization Letter with specimen signature and copy of CNIC of the nominee etc. in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable. In case of foreign body corporate, all documents must be attested by the Embassy of Pakistan.
- Ballot Paper Form has also been placed on the Bank's website i.e. [www.soneribank.com](http://www.soneribank.com). Members may download Ballot Paper Form from the website or use the original / photocopy as published in newspapers.
- Ballot paper has been drafted whereby explicit information and terms and conditions is provided to ensure that no confusion arises for voters that may defeat the objective of voting.
- Results of voting shall be placed on the website of the Bank i.e. [www.soneribank.com](http://www.soneribank.com).

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