

Ref # ComSec/PSX/016/2024

March 6, 2024

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

**Subject: NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING ("AGM")**

Dear Sir,

Enclosed please find a Text advertisement in respect of Notice of Twenty-First Annual General Meeting ("AGM") schedule to be held on Thursday, March 28, 2024, for circulation amongst the TRE Certified Holders of the Exchange.

This advertisement will be published in the newspapers i.e. Business Recorder & Daily Dunya on March 7, 2024.

Sincerely yours,

Syed Zia-ul-Husnain Shamsi  
Company Secretary

cc:

**The Director/HOD Surveillance,  
Supervision and Enforcement Department  
Securities & Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue,  
Islamabad.**

**Samba Bank Limited**

Head Office : Arif Habib Centre Plot No. 23, Ground floor M. T Khan Road Karachi. Tel : +92-21-38136300, Fax : +92-21-35685442

# NOTICE OF THE 21<sup>ST</sup> (TWENTY-FIRST) ANNUAL GENERAL MEETING

Notice is hereby given that the 21st (Twenty-First) Annual General Meeting of Samba Bank Limited (the "Bank") will be held on Thursday, March 28, 2024, at 12:00 noon ("PST") in Serena Hotel, Islamabad - Pakistan to transact the following business:

## Ordinary Business

- To confirm the minutes of the 20<sup>th</sup> Annual General Meeting held on Wednesday, March 29, 2023.
- To receive, consider and adopt the Annual Audited Accounts of the Bank for the year ended December 31, 2023, together with the Reports of the Directors and Auditors thereon.
- To appoint Auditors and to fix their remuneration for the term ending at the conclusion of the next Annual General Meeting. The retiring Auditors, M/s KPMG & Taseer Hadi & Co., Chartered Accountants, being eligible, have offered themselves for reappointment.

## Special Business

- To consider and approve the circulation of the Annual Audited Financial Statements (including balance sheet, profit and loss account, Auditor's report and Directors' report and other reports contained therein) to the Members of the Bank through QR enabled code and weblink, as allowed by the Securities and Exchange Commission of Pakistan under S.R.O. 389(I)/2023 dated 21 March 2023.

A statement of Material Facts under section 134(3) of the Companies Act, 2017 pertaining to the special business to be considered at the AGM is annexed.

## Any Other Business

To consider any other business with the permission of the Chair.

March 7, 2024  
Karachi

By the Order of the Board  
**Zia-ul-Husnain Shamsi**  
Company Secretary

## NOTES:

- Share Transfer Books of the Bank will remain closed from 21-03-2024 to 28-03-2024 (both days inclusive). Transfer received in order at the Bank's Registrar, M/s. FAMCO Share Registration Services (Pvt.) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi, up to the close of business on 20-03-2024 will be considered in time and to be entitled to attend and vote.
- Copies of the minutes of the 20<sup>th</sup> Annual General Meeting dated March 29, 2023, are available for inspection by Members as required under section 152 of the Companies Act, 2017. Members who will join the meeting through a video link and are desirous of inspecting the minutes of the 20<sup>th</sup> AGM meeting may send his/her request via email at [zia.shamsi@samba.com.pk](mailto:zia.shamsi@samba.com.pk).

## A. UPDATION OF SHAREHOLDER ADDRESSES & OTHER PARTICULARS:

Members holding shares in physical form are requested to promptly notify Share Registrar of the Company of any change in their addresses or any other particulars. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service. Further, to comply with requirements of section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all CDC and non-CDC shareholders are requested to have their email address and cell phone numbers incorporated / updated in their physical folio or CDC account.

## B. REQUIREMENTS FOR ATTENDING THE ANNUAL GENERAL MEETING:

- In the case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited ("CDC") Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Annual General Meeting.
- In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the Annual General Meeting, unless it has been provided earlier, to the Bank, along with the proxy form.

## C. PARTICIPATION IN AGM THROUGH ELECTRONIC MEANS:

The Bank will be providing the facility to all shareholders to participate in Annual General Meeting via video link. Shareholders are encouraged to attend the AGM proceeding through the video link facility.

The entitled shareholders whose names appear in the Books of the Bank by the close of business on March 20, 2024, and who are interested to attend the AGM via video link are hereby requested to register themselves with the Company Secretary Office by providing the following information at the earliest but not later than 48 hours before the time of the AGM through Email [agm@samba.com.pk](mailto:agm@samba.com.pk) with the following particulars:

Name of Shareholder	CNIC number	CDC Account No./ Folio No.	Cell Number	Email Address

Bank will send the login details/password via email addresses of the members who are registered, after the necessary verification. On the AGM Day, shareholders will be able to log in and participate in the AGM proceedings through their smartphones/laptops/tablets or computer devices from any convenient location. The login facility will be opened 30 minutes before the meeting time to enable the participants to join the meeting. Please note that only those shareholders who have already registered themselves through the above process, will be able to participate in the meeting.

The members can also send their comments/suggestions related to the agenda of the Annual General Meeting (AGM) through email at [zia.shamsi@samba.com.pk](mailto:zia.shamsi@samba.com.pk) or WhatsApp at +92(307) 3278728.

## D. REQUIREMENTS FOR APPOINTING PROXIES:

- A member entitled to attend and vote at the Annual General Meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the meeting as are available to a member. A proxy must be a member of the Bank, provided that a corporation may appoint as its proxy a person who is not a member but is duly authorised by the corporation

- Form of proxy, to be valid must be properly filled-in/executed and received at the registered office of the Company not later than 48 hours before the time of the meeting excluding holidays.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Copies of CNIC or the valid passport of the beneficial owners and the proxy shall be furnished along with the proxy form.
- The proxy shall produce his original CNIC or original valid passport at the time of the Meeting.
- In case of a corporate entity, the Board of Directors' resolution / Power of Attorney with the specimen signature appointing a proxy shall be submitted.

## E. CIRCULATION OF ANNUAL AUDITED ACCOUNTS VIA EMAIL/CD:

Pursuant to the directions given by the Securities and Exchange Commission of Pakistan ("SECP") through its SRO 787(I)/2014, dated September 8, 2014, and SRO 470(I)/2016 dated May 31, 2016, have allowed the companies to circulate its Annual Audited Accounts along with requisite reports to its members through CD / DVD / USB / or any other Electronic Media at their registered Addresses. The Bank has accordingly dispatched its annual report to shareholders on CDs.

Shareholders who wish to receive the hardcopy of Financial Statements shall have to fill out the standard request form (also available on the company's website [www.samba.com.pk](http://www.samba.com.pk)) and send it to the Company address.

## F. PLACEMENT OF FINANCIAL ACCOUNTS IN WEBSITE:

The audited financial statements of the Bank for the year ended December 31, 2023 have been made available on the Bank's website [www.samba.com.pk](http://www.samba.com.pk).

## G. SUBMISSION OF CNIC (MANDATORY):

- Shareholders who have not yet submitted a copy of their valid CNIC or valid Passport to the Bank, are once again reminded to send the same latest by March 20, 2024. The CNIC number/NTN details are mandatory and are also required for checking the tax status as per the Active Taxpayers List (ATL) issued by the Federal Board of Revenue ("FBR") from time to time.
- Individual Shareholders (including all joint holders) holding physical share certificates of the Bank are therefore requested to submit a copy of their valid CNIC to the Bank or its Share Registrar if not already provided. The shareholders, while sending CNIC must quote their respective folio numbers.
- In cases of non-receipt of the copy of a valid CNIC, the Bank will be constrained under Section 243 (3) of the Companies Act, 2017 ("Companies Act") to withhold the dividend of such shareholders.

## H. PROVISION OF IBAN FOR THE PAYMENT OF CASH DIVIDEND ELECTRONICALLY (MANDATORY):

- In compliance with Section 242 of the Companies Act, 2017, it is mandatory for a public listed company to pay cash dividend to its shareholders through electronic mode ONLY, directly into the bank account designated by the eligible shareholder.
- Therefore, all shareholders, who have not provided their bank details are once again, through this notice, requested to update their accurate and complete 24 digits IBAN together with the bank's name, branch address, CNIC number and correct email address with respective Participants/Investors' Account Services of CDC, for electronic form of shares, and in case of physical shareholding with our Shares Registrar, M/s. FAMCO Share Registration Services (Pvt.) Limited, at the address given above. This will enable payment of past with-held dividend.
- Please note that as per Section 243(3) of the Companies Act, 2017, listed companies are entitled to withhold payment of dividend if the necessary information is not provided by shareholders.
- E-Dividend Mandate Form is available on the Bank's website for the convenience of shareholders.

## I. POSTAL BALLOT

Pursuant to the Companies (Postal Ballot) Regulations, 2018, Members will be allowed to exercise their right to vote through postal ballot that is voting by post or electronic mode, in accordance with the requirements and procedure contained in the aforesaid regulations.

Shareholders desirous of voting electronically (e-voting) are requested to have their updated and active email and cell number incorporated in their physical folio with the Share Registrar of the Company and with their Participant

or Broker / CDC Investor Account Services where their shares are digitally held.

## J. CONVERSION OF PHYSICAL SHARES INTO BOOK ENTRY FORM:

Section 72 of the Companies Act, 2017 (Act) requires every existing company to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act i.e. May 30, 2017. The period of four years is extendable by another two years. In this regard, SECP vide its letter dated March 26, 2021 has advised companies to comply with Section 72 of the Act and encourage shareholders to convert their shares in book entry form.

In light of above, the shareholders having physical shareholding are requested to open CDC sub-account with any of the brokers or Investor Account directly with CDC and convert their physical shares into scripless form at the earliest, which will facilitate them in many ways, including safe custody and sale of shares at any time, they want.

## K. REGISTRATION IN CCDR WEB PORTAL OF CDC:

Central Depository Company (CDC) has developed a Centralized Cash Dividend Registrar ("CCDR"), on its e-Service's web portal, which contains details pertaining to cash dividends paid, unpaid or withheld by listed companies. CCDR maintains recent history of dividends paid to shareholders by listed companies and access to such information is provided to the respective shareholders including details of Income Tax / Zakat deduction etc. (if any) and the net amount credited into their accounts.

Shareholders of the Bank are requested to registrar themselves on CDC's e-services Portal <https://eservices.cdaccess.com.pk> to access the above facility.

## L. UNCLAIMED DIVIDEND / SHARES U/S 244 OF THE COMPANIES ACT, 2017:

An updated list of unclaimed dividends/shares of the Bank, which have remained unclaimed or unpaid for a period of three years from the date these have become due and payable, is available on the Bank's website [www.samba.com.pk/samba/overviews/notices](http://www.samba.com.pk/samba/overviews/notices).

Claims can be lodged by shareholders on Claim Form as is available on the Bank's website. Claim Forms must be submitted to the Bank's Share Registrar for receipt of dividends/ shares.

## M. PROXY FORM

Proxy form is enclosed and also available on the Bank's website, [www.samba.com.pk](http://www.samba.com.pk)

## STATEMENT OF THE MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the Bank to be held on Thursday March 28, 2024.

## ITEM (4) OF THE AGENDA:

### Circulation of Annual Audited Financial Statements through QR enabled code and weblink:

The Securities and Exchange Commission of Pakistan under S.R.O 389(I)/2023 dated 21 March 2023 has allowed listed companies to circulate the annual balance sheet and profit and loss account, auditor's report and directors' report, etc. ("annual audited financial statements") to its members through QR enabled code and weblink. Considering technological advancements and old technology becoming obsolete, the circulation of annual financial statements through CD/DVD/USB may be discontinued.

The Company shall circulate the Annual Audited Financial Statements through email in case email address has been provided by the Member to the Company. Further, the Company shall supply the hard copies of the Annual Audited Financial Statements to the Members, on demand, free of cost upon receipt of the Standard Request Form, available on the website of the Company.

Accordingly, it is proposed to pass the following resolution as an ordinary resolution:

**RESOLVED THAT** under and pursuant to S.R.O 389(I)/2023 dated 21 March 2023 issued by the Securities and Exchange Commission of Pakistan, the circulation of annual audited financial statements (including annual balance sheet and profit and loss account, auditor's report and directors' report, and other reports contained therein) to members through QR enabled code and weblink, be and is hereby approved.

None of the Directors of the Bank have any direct or indirect interest, except to the extent of their respective shareholding/directorship, in the above said special business.

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