



Bank Alfalah

LDN/MEA/500
28th March 2017

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

Dear Sir,

Certified Copies of Resolutions passed in the 25th Annual General Meeting

We enclose certified copies of the following Resolutions passed by the shareholders in the 25th Annual General Meeting of Bank Alfalah Limited (“**the Bank**”) held on 28th March 2017 at Karachi.

1. Ordinary Resolution for confirmation of Minutes of the 24th Annual General Meeting held on 28th March 2016.
2. Ordinary Resolution for approval of audited Annual Accounts for the year ended 31st December 2016 including post-facto approval of remuneration paid to non-executive directors for attending Board and Board Committees Meetings.
3. Ordinary Resolution for appointment of Auditors for the year 2017.
4. Special Resolution for alterations in the Articles of Association of the Bank.
5. Ordinary Resolution for obtaining consent of shareholders for transmission of the annual report, including but not limited to, annual balance sheet, profit & loss account, auditor’s report, and directors’ report etc., through CD/DVD/USB.

This is for your information.

Yours truly,


MIAN EJAZ AHMAD
Company Secretary

Encls: as above



Bank Alfalah


Certified that the following Resolution was passed by the shareholders of Bank Alfalah Limited in the 25th Annual General Meeting held on 28th March 2017 at Karachi.

Quote

“RESOLVED that the Minutes of the 24th Annual General Meeting held on 28th March 2016 at Karachi, be and are hereby confirmed.”

Unquote

Karachi
28th March 2017


Mian Ejaz Ahmad
Company Secretary





Bank Alfalah

Certified that the following Resolution was passed by the shareholders of Bank Alfalah Limited in the 25th Annual General Meeting held on 28th March 2017 at Karachi.

Quote

“RESOLVED THAT as recommended by the Board of Directors of Bank Alfalah Limited (**“the Bank”**), the audited unconsolidated statement of financial position as at 31st December 2016, the audited unconsolidated profit & loss account, the audited unconsolidated statement of comprehensive income, audited unconsolidated cash flow statement and audited unconsolidated statement of changes in equity together with notes thereon for the year 1st January 2016 to 31st December 2016, the Directors' Report presented to this meeting and the Auditors' Report read before this meeting, be received and adopted.

RESOLVED FURTHER THAT as recommended by the Board of Directors of the Bank, the audited consolidated statement of financial position as at 31st December 2016, the audited consolidated profit & loss account, the audited consolidated statement of comprehensive income, the audited consolidated cash flow statement and audited consolidated statement of changes in equity together with notes thereon for the year 1st January 2016 to 31st December 2016 presented to this meeting and the Auditors' Report read before this meeting, be received and adopted.

RESOLVED FURTHER THAT the remuneration paid to the non-executive directors of the Bank for attending Board and Board Committees meetings reported at Notes 28 and 37 of the Annual Accounts, be and is hereby approved”

Unquote

Karachi
28th March 2017


Mian Ejaz Ahmad
Company Secretary





Bank Alfalah

Certified that the following Resolution was passed by the shareholders of Bank Alfalah Limited in the 25th Annual General Meeting held on 28th March 2017 at Karachi.

Quote

“RESOLVED THAT M/s. KPMG Taseer Hadi & Co., Chartered Accountants, be and are hereby re-appointed as Auditors of Bank Alfalah Limited for the year 2017 at the fee/remuneration of Rs. 8,550,000/- along with fee for other audit related services, if required, as mentioned in their letter No. KA-AQ-998 dated 15 February 2017.”

Unquote

Karachi
28th March 2017

Mian Ejaz Ahmad
Company Secretary





Bank Alfalah

Certified that the following Resolution was passed by the shareholders of Bank Alfalah Limited in the 25th Annual General Meeting held on 28th March 2017 at Karachi.

Quote

“RESOLVED THAT subject to obtaining regulatory approvals, the Articles of Association (**“the Articles”**) of Bank Alfalah Limited (**“the Bank”**), be and are hereby altered/amended as follows:

- (a) Following two new Clauses (under the new heading of “E-Voting”) be added in the Articles:

“E-Voting

46 (A). The Bank shall comply with the E-Voting requirements as may be prescribed by the Securities and Exchange Commission of Pakistan from time to time.

46 (B). In case of E-Voting, both members and non-members can be appointed as proxy.”

- (b) The text/contents of existing Article 57 be and is hereby replaced with the following text/contents:

“Proxy to be in writing

57. The instrument appointing a proxy shall be in writing, under the hand of the appointer or of his attorney, or if such appointer is an association (whether body corporate or not) under its common seal or stamp and shall be attested by two witnesses. No person shall be appointed as a proxy who is not a member of the Bank and qualified to vote, save that an association (whether body corporate or not) being a member of the Bank may appoint as its proxy one of its officers or any other person though not a member of the Bank”

- (c) Following new Clause 58(A) be added/inserted (under the new heading of “Instrument appointing proxy for E-Voting to be deposited”):

“Instrument appointing proxy for E-Voting to be deposited

58A. The instrument appointing proxy for e-voting under option 2 of the Form of proxy shall be deposited in writing at least ten days before holding of general meeting at the registered office of the Bank through courier/in-person, or through email at email address mentioned in the notice of general meeting.”

- (d) The text/contents of existing Article 60 be and are hereby replaced as follows:

“Form of proxy

60. Every instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances admit, be in the form or to the effect following:





Bank Alfalah

BANK ALFALAH LIMITED

Option 1: Appointing other person as Proxy

I/We, _____ of _____, being a member of Bank Alfalah Limited, holder of _____ Ordinary Share(s) as per Register Folio No./CDC Account No. _____ hereby appoint Mr. _____ Register Folio No. / CDC Account No. (if member) _____ of _____ or failing him Mr. _____ Register Folio No./CDC Account No. _____ (if member) of _____, as my/our proxy in my/our absence to attend and vote for me/us, on my/our behalf at the Annual General Meeting/Extra Ordinary General Meeting of the Bank to be held on _____ and at any adjournment thereof.

Signed under my/our hand this _____ day of _____ 20__.

Option 2: E-Voting as per the Companies (E-Voting) Regulations, 2016

I/We, _____ of _____, being a member of Bank Alfalah Limited, holder of _____ Ordinary Share(s) as per Register Folio No./CDC Account 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 other requirements through email.

Signed under my/our hand this _____ day of _____ 20__.

Signature of Member

Signed in the presence of:

Signature of Witness

Name: _____

CNIC/Passport No: _____

Address: _____

Signature of Witness

Name: _____

CNIC/Passport No. _____

Address: _____”

Unquote

Karachi
28th March 2017


Mian Ejaz Ahmad
Company Secretary





Bank Alfalah

Certified that the following Resolution was passed by the shareholders of Bank Alfalah Limited in the 25th Annual General Meeting held on 28th March 2017 at Karachi.


Quote

“RESOLVED THAT in terms of SRO 470(1)/2016 dated 31st May 2016 issued by the Securities & Exchange Commission of Pakistan, the shareholders of Bank Alfalah Limited (**“the Bank”**) do hereby consent and authorize the Bank for transmission of the annual report, including but not limited to, annual balance sheet, profit & loss account, auditor’s report, and directors’ report etc. (**“annual audited accounts”**), to its members through CD/DVD/USB at their registered addresses.

RESOLVED FURTHER THAT the Bank shall be bound to provide hard copies of all the future annual audited accounts to those members only, who request the Bank, in writing, to receive hard copies of the same.”

Unquote

Karachi
28th March 2017


Mian Ejaz Ahmad
Company Secretary

