



Soneri Bank

SBL/Secy/PSX/17/70
29 March 2017

The General Manager
Pakistan Stock Exchange Ltd.
Stock Exchange Building
Stock Exchange Road
Karachi
Fax No: (021) 111-573-329

Subject: **Certified copy of the Resolutions adopted by the Shareholders in their 25th Annual General Meeting**

Dear Sir,

In compliance of the Regulation No.5.6.4(b) of the KSE Rule Book, we are enclosing herewith certified copy of the Resolutions adopted by the Shareholders in their 25th Annual General Meeting convened on 28th March 2017 at Lahore.

Thanking you,

Yours Sincerely,

Muhammad Altaf Butt
Company Secretary

Encls: a.a

**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY
THE SHAREHOLDERS OF SONERI BANK LIMITED IN
THEIR 25th ANNUAL GENERAL MEETING HELD ON 28
MARCH 2017 AT 9:00 A.M. AT NISHAT HOTEL, LAHORE.**

Agenda item No.01

To confirm the minutes of last Annual General Meeting held on 25 March 2016.

Quote

RESOLVED THAT minutes of the 24TH Annual General Meeting of Soneri Bank Limited held on 25 March 2016 be and are hereby confirmed / approved.

Unquote

Agenda item No.02

To receive, consider and adopt Annual Audited Accounts together with the Directors' and Auditors' Reports thereon for the year ended 31 December 2016.

Quote

RESOLVED THAT the Audited Accounts of Soneri Bank Limited for the year ended 31 December 2016 together with directors and auditors' reports thereon to the members be and are hereby approved and adopted.

Unquote



Contd..P/02

Agenda item No.04

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.

Quote

RESOLVED THAT Mr. Alauddin J. Feerasta, Mr. Nooruddin B. Feerasta, Mr. Amin A. Feerasta, Mr. Muhammad Rashid Zahir, Syed Ali Zafar, Mr. Inam Elahi and Mr. Manzoor Ahmed be and are hereby elected as Directors of the Bank for a term of three years commencing from 28 March 2017.

FURTEHR RESOLVED THAT Mr. Mohammad Aftab Manzoor being Chief Executive Officer/President of the Bank shall be the 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.

FURTEHR RESOLVED THAT the Company Secretary be and is hereby authorized to fulfill the necessary statutory formalities in this regard.

Unquote

Agenda item No.05

To appoint Auditors of the Bank for the year ending 31 December 2017

Quote

RESOLVED THAT M/s. A.F. Ferguson & Co., Chartered Accountants be and are hereby re-appointed as auditors of the bank for the year 2017.

Unquote



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:**
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Quote

“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.



-:04:-

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

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.)

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.”

Unquote

- 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:**

Quote

“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.”

Unquote



Contd..P/05

-:05:-

- 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.**
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Quote

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 15th meeting held on 15 February 2017.

Unquote

Certified True Copy




Muhammad Altaf Butt
Company Secretary

29 March 2017
Karachi