

# Soneri Bank

SBL/Secy/PSX/25/35  
18 February 2025

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

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

Subject: **Notice of 33<sup>rd</sup> Annual General Meeting prior to Publication**

Dear Sir,

We are pleased to enclose herewith Notice of 33<sup>rd</sup> Annual General Meeting of Soneri Bank Limited scheduled to be held on Thursday, 13 March 2025 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 Wednesday, 19 February 2025. 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.


# NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting (“AGM”) of Soneri Bank Limited (“the Bank”) will be held on **Thursday, 13 March 2025, 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 32nd Annual General Meeting held on 08 March 2024.
- 2) To receive, consider, and adopt Annual Audited Accounts together with the Directors' and Auditors' Reports thereon for the year ended 31 December 2024.

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:

Weblink	QR code
<a href="https://www.soneribank.com/financials">https://www.soneribank.com/financials</a>	

- 3) To approve, as recommended by the Board of Directors in its 209th meeting held on 07 February 2025, the payment of Final Cash Dividend (D-17) of Rs.1.75 per share (i.e. 17.50%), in addition to Interim Cash Dividend of Rs.1.25/- per share (i.e.12.50%), already declared and paid, thus total 30% i.e. Rs. 3/- per share for the year ended 31 December 2024.
- 4) To appoint Auditors of the Bank for the year ending 31 December 2025 till the conclusion of next Annual General Meeting and fix their remuneration. The retiring auditors M/s. A.F. Ferguson & Company, Chartered Accountants, being eligible, have offered themselves for re-appointment.
- 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 amendments made in the existing Remuneration Policy for Non-Executive Directors in compliance of the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide BPRD Circular No. 05 dated 22 November 2021 and if deemed fit, to pass with or without modification(s) the following Resolution, as an Ordinary Resolution:

“**RESOLVED THAT** on the recommendation of the Board of Directors made in its 206th meeting convened on 23 August 2024, amendments made in the existing Remuneration Policy for the Non-Executive Directors be and are hereby reviewed and approved effective from 22 August 2024, in compliance of the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide BPRD Circular No. 05 dated 22 November 2021.”

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

Karachi: 07 February 2025

## NOTES:

1. The Share Transfer Books of Soneri Bank Limited will remain closed from **07 March 2025 to 13 March 2025** (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 **06 March 2025**, 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 2nd 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 **11 March 2025**.

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

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. Circulation of Annual Audited Financial Statements to Shareholders and Provision of Email Address and Mobile Number

SECP through its S.R.O. 389(I)/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. Accordingly, the Audited Financial Statements of the Bank for the financial year ended 31 December 2024 have been placed on the Bank's website, which can be downloaded from the following weblink and QR enabled code:

Weblink	QR code
<a href="https://www.soneribank.com/financials">https://www.soneribank.com/financials</a>	

Notwithstanding the above, the Bank will provide hard copy of the Annual Report to any member on his/her request at the link mentioned below at his/her registered address, within one (1) week of receiving such request.

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

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>

## 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 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.

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 to 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. 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 06 March 2025.
- 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 10 March 2025, 09:00 a.m. to 12 March 2025 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. 2nd Floor, 307 - Upper Mall Scheme, Lahore, one day before the date of AGM i.e. 12 March 2025 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.

#### 13. Placement of AGM Notice and Financial Statements on the Bank's website

Notice of 33rd AGM along with Annual Report of the Bank for the year ended 31 December 2024 including financial statements and other mandatory reports, have also been made available on the Bank's website [www.soneribank.com](http://www.soneribank.com). The Notice of 33rd AGM along with Proxy Form and Ballot Paper have also been dispatched to the shareholders in line with the regulatory requirements and compliance of SECP's S.R.O. 389(I)/2023 dated 21 March 2023. Furthermore, AGM notice was also published in the newspapers in addition to its notification to the PSX.

**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 Third (33rd) Annual General Meeting of Soneri Bank Limited to be held on 13 March 2025.

**Agenda Item No. 6 Approval of amendments made in existing Remuneration Policy for Non-Executive Directors**

In compliance with the requirements of BPRD Circular No. 3 dated 17 August 2019 (now superseded by Corporate Governance Regulatory Framework) issued by State Bank of Pakistan, the Bank had formed the "Remuneration Policy for Non – Executive Directors" which was approved by the Shareholders in their 28th AGM convened on 26 March 2020, which was later amended in 30th and 31st AGMs held on 25 March 2022 and 27 March 2023 respectively.

In the current Policy, Board in its 206th meeting convened on 23 August 2024 has recommended to amend clause 3.1 by upward revising the scale of remuneration for attending the Board and Board Committee Meetings considering the level of responsibility and expertise of the Directors and governance structure, risk profile, scope of operations and performance of the Bank. In this respect, Shareholders have also entrusted authority to the Board to determine, alter or revise the scale of remuneration approved by them by abiding the maximum thresholds prescribed by the State Bank of Pakistan in their 28th AGM convened on 26 March 2020. Following is the amendment being recommended by the Directors in clause 3.1 of the subject Policy:-

**Clause 3.1**

- a) Meeting Fee for Non-Executive Directors including Independent Directors other than the Chairman of the Bank and Committees' Chairmen.
  - From existing Rs.300,000/- to Rs.400,000/- per meeting (gross).
- b) Meeting Fee for Chairman of the Bank and Committees' Chairmen
  - 20% additional Meeting Fee i.e. (Rs.400,000 + Rs.80,000) Rs.480,000/- per meeting.

Considering devotion of valuable time in performing extra services and providing guidance and oversight of the conduct and management of business affairs of the Bank by the Management, an additional remuneration to the extent of 20% will be paid to the Chairman of the Bank (for Board and Committee Meetings) and Committee's Chairmen for chairing their respective Committees. This is in line with the G-14 of the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide its BPRD Circular No. 05 dated 22 November 2021.

- c) Effective from 22 August 2024.

The revised Policy is being presented before the Shareholders for their approval in compliance of the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide BPRD Circular No. 05 dated 22 November 2021.

We confirm that there is no other change being proposed in this Policy for approval of the Shareholders, that would require explicit disclosure.

**Inspection of Documents**

The copies of the latest Annual Audited Financial Statements and other documents/information including Remuneration Policy for Non – Executive Directors, 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 33rd 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.

**M/s. THK Associates (Pvt.) Ltd.**  
**Share Registrar and Transfer Agent – Soneri Bank Limited,**  
Plot No. 32-C, Jami Commercial Street 2,  
DHA, Phase-7, Karachi – 75500, Pakistan.

**UAN:** +92(21)111-000-322  
**Email:** [sfc@thk.com.pk](mailto:sfc@thk.com.pk)  
**Website:** [www.thk.com.pk](http://www.thk.com.pk)



**PROXY FORM**  
33<sup>rd</sup> Annual General Meeting

I/We \_\_\_\_\_ of \_\_\_\_\_ being member(s) of SONERI BANK LIMITED and holder of \_\_\_\_\_ ordinary shares.

Register Folio No.: \_\_\_\_\_

CDC Participant I.D. No.: \_\_\_\_\_

Sub-Account No.: \_\_\_\_\_

CNIC No.:

or Passport No.: \_\_\_\_\_

hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ who is/are also member(s) of LIMITED as my/our proxy to attend and vote for me/our behalf at the 33rd Annual General Meeting of the Bank to be held on 13 March 2025 or at any adjournment thereof.

Affix Rs. 50  
Revenue  
Stamp

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Signature of Shareholder \_\_\_\_\_

Signature of Proxy \_\_\_\_\_

**1. WITNESS**

**2. WITNESS**

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Address: \_\_\_\_\_

CNIC No.:

CNIC No.:

or Passport No.: \_\_\_\_\_

or Passport No.: \_\_\_\_\_

**IMPORTANT:**

1. This Proxy Form, duly completed and signed, must be received at the Registered Office of the Bank at SONERI BANK LIMITED, 2nd Floor, 307-Upper Mall Scheme Lahore-54000 not less than 48 hours before the time of holding the meeting.
2. No person shall act as Proxy unless he/she himself/herself is a member of the Company, except that a corporation may appoint a person who is not a member.
3. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
4. CDC Shareholders and their Proxies should attach an attested photocopy of their Computerized National Identity Card (CNIC) or Passport with the Proxy Form before submission to the Company. (Original CNIC/-Passport is required to be produced at the time of the meeting).
5. In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature of the nominee shall be submitted along with the Proxy Form to the Company.

Soneri Bank Limited

AFFIX  
CORRECT  
POSTAGE

The Company Secretary  
Soneri Bank Limited  
2nd Floor, 307 – Upper Mall Scheme  
Lahore-54000.



Soneri Bank

پراکسی فارم

تینتیسواں سالانہ عام اجلاس

میں مسمیٰ/مسماة.....  
 ضلع.....  
 بحیثیت ممبر سوئیری بینک لمیٹڈ اور حق ملکیت رکھتے ہوئے.....  
 عام حصص کی بہ اندراج:

رجسٹرڈ فولیو نمبر:.....  
 سی ڈی سی پارٹیشن نمبر:.....  
 شناختی کارڈ نمبر:.....  
 سب اکاؤنٹ نمبر:.....  
 پاسپورٹ نمبر:.....

مسمیٰ/مسماة..... ساکن..... یا ان کے نہ جانے پر، مسمیٰ/مسماة..... ساکن.....  
 جو خود بھی سوئیری بینک کا/کے رکن ہے/ہیں، کو پراکسی مقرر کرتا ہوں/کرتے ہیں تاکہ وہ میری/ہماری جگہ اور میری/ہماری طرف سے بینک کے تینتیسویں سالانہ عام اجلاس جو بتاریخ ۱۳ مارچ ۲۰۲۵ کو منعقد ہو رہا ہے، اس میں یا اس کے کسی ملتوی شدہ اجلاس میں شرکت کرے اور ووٹ ڈالے۔

(دستخط کا بینک میں رجسٹرڈ نمونے سے  
 مطابقت رکھنا ضروری ہے)

پچاس روپے کا  
 ریونیو اسٹیپ

تاریخ..... ۲۰۲۵.....  
 دستخط حصص داران.....  
 دستخط پراکسی.....  
 ۲۔ گواہی.....  
 دستخط:.....  
 نام:.....  
 پتہ:.....  
 شناختی کارڈ نمبر:.....  
 پاسپورٹ نمبر:.....

نوٹ:

- ۱۔ یہ مکمل پر کردہ اور دستخط شدہ پراکسی فارم، ہمارے رجسٹرڈ آفس سوئیری بینک لمیٹڈ، دوسری منزل، ۳۰۷ اے، پراکسی، لاہور ۵۴۰۰۰ پر اجلاس کے انعقاد سے ۲۸ گھنٹے قبل موصول ہونا لازمی ہے۔
- ۲۔ کوئی بھی شخص، کسی دوسرے شخص کی پراکسی کے طور پر نمائندگی نہیں کر سکتا جب تک خود بھی کمپنی کا ممبر نہ ہو سوائے کارپوریٹ ادارے کے جو کسی نان ممبر کو بھی پراکسی منتخب کر سکتے ہیں۔
- ۳۔ اگر ایک رکن ایک سے زائد پراکسی مقرر کرتا ہے اور کمپنی کے پاس رکن کی طرف سے پراکسی فارم کی ایک سے زائد دستاویزات جمع کروائی جاتی ہیں تو پراکسی کی ایسی تمام دستاویزات کا اہم تصور ہوں گی۔
- ۴۔ سی ڈی سی حصص داران اور ان کے نامزد اشخاص کیلئے ضروری ہوگا کہ وہ کمپنی کو اپنا پراکسی فارم جمع کروانے سے قبل اس کے ساتھ اپنے کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپی منسلک کریں۔ (تاہم نامزد شخص کو شناخت کی غرض سے اجلاس میں شرکت کے وقت اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ مہیا کرنا ہوگا)۔
- ۵۔ کارپوریٹ ادارہ ہونے کی صورت میں کمپنی کو پراکسی فارم کے ساتھ بورڈ آف ڈائریکٹرز کی قرارداد/مختار نامہ مع نامزد شخص کے نمونہ دستخط جمع کروانی/کروانا ہوگا۔

سونیری بینک لمیٹڈ

درست رقم کا  
ٹکٹ چسپاں کریں

کمپنی سیکریٹری  
سونیری بینک لمیٹڈ  
دوسری منزل، ۷۰۳۰ پر مال اسکیم  
لاہور۔ ۵۴۰۰۰



Annexure I  
(Regulation 8)

## **POSTAL BALLOT PAPER**

**For voting through post for Special Business at the  
33<sup>rd</sup> Annual General Meeting  
to be held at 09:00 a.m. on Thursday, 13 March 2025 at Registered Office:  
2<sup>nd</sup> 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>	

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><u>Special Business:</u></b></p> <p><b>Resolution for Agenda Item No.6</b></p> <p><i>“RESOLVED THAT on the recommendation of the Board of Directors made in its 206<sup>th</sup> meeting convened on 23 August 2024, amendments made in the existing Remuneration Policy for the Non-Executive Directors be and are hereby reviewed and approved effective from 22 August 2024, in compliance of the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide BPRD Circular No. 05 dated 22 November 2021.”</i></p>			

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

None
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\_\_\_\_\_  
Signature of shareholder(s)  
Place : \_\_\_\_\_  
Date : \_\_\_\_\_



# Soneri Bank

**NOTES:**

1. Dully filled postal ballot should be sent to the Chairman, Soneri Bank Ltd, 2<sup>nd</sup> Floor, 307 – Upper Mall Scheme, Lahore or email at [cs@soneribank.com](mailto:cs@soneribank.com).
2. Copy of CNIC / Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach Chairman of the meeting on or before 12 March 2025. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC / Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. 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.
7. 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.
8. 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.
9. Results of voting shall be placed on the website of the Bank i.e. [www.soneribank.com](http://www.soneribank.com).



## Notice of 33rd Annual General Meeting

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting ("AGM") of Soneri Bank Limited ("the Bank") will be held on **Thursday, 13 March 2025**, 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

- To confirm the minutes of the 32nd Annual General Meeting held on 08 March 2024.
- To receive, consider, and adopt Annual Audited Accounts together with the Directors' and Auditors' Reports thereon for the year ended 31 December 2024.

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>



- To approve, as recommended by the Board of Directors in its 209th meeting held on 07 February 2025, the payment of Final Cash Dividend (D-17) of Rs.1.75/- per share (i.e. 17.50%), in addition to Interim Cash Dividend of Rs.1.25/- per share (i.e.12.50%), already declared and paid, thus total 30% i.e. Rs.3/- per share for the year ended 31 December 2024.
- To appoint Auditors of the Bank for the year ending 31 December 2025 till the conclusion of next Annual General Meeting and fix their remuneration. The retiring auditors M/s. A.F. Ferguson & Company, Chartered Accountants, being eligible, have offered themselves for re-appointment.
- To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

### Special Business

- To consider and approve amendments made in the existing Remuneration Policy for Non-Executive Directors in compliance of the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide BPRD Circular No. 05 dated 22 November 2021 and if deemed fit, to pass with or without modification(s) the following Resolution, as an Ordinary Resolution:

**"RESOLVED THAT** on the recommendation of the Board of Directors made in its 206th meeting convened on 23 August 2024, amendments made in the existing Remuneration Policy for the Non-Executive Directors be and are hereby reviewed and approved effective from 22 August 2024, in compliance of the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide BPRD Circular No. 05 dated 22 November 2021."

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 along with the notice of AGM, proxy form and postal ballot paper in addition to the placement of the same on the website of the Bank.

### BY ORDER OF THE BOARD

**Muhammad Altaf Butt**  
Company Secretary

Karachi: 07 February 2025

### NOTES:

- The Share Transfer Books of Soneri Bank Limited will remain closed from **07 March 2025 to 13 March 2025** (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 **06 March 2025**, 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 2nd 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/aggm-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 **11 March 2025**.

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

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. 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:

- 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 06 March 2025.
- 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.
- Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- Members shall cast their vote for Agenda Item No.6 at any time from 10 March 2025, 09:00 a.m. to 12 March 2025 till 05:00 p.m.
- 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:

- 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/>
- 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. 12 March 2025 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, 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 Statements under Section 134(3) in respect of the Special Business contained in Agenda item No.6. 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, 33<sup>rd</sup> Annual General Meeting  
to be held at 09:00 a.m. on Thursday, 13 March 2025 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	<b>Special Business:</b> <b>Resolution for Agenda Item No.6</b> <i>"RESOLVED THAT on the recommendation of the Board of Directors made in its 206th meeting convened on 23 August 2024, amendments made in the existing Remuneration Policy for the Non-Executive Directors be and are hereby reviewed and approved effective from 22 August 2024, in compliance of the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide BPRD Circular No. 05 dated 22 November 2021."</i>			

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 12 March 2025. 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.
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