

# Notice of the Sixteenth Annual General Meeting

Notice is hereby given that the Sixteenth Annual General Meeting of Samba Bank limited ("the Bank") will be held at 10:00 a.m. on Wednesday, the March 27, 2019, at Hotel Serena, Islamabad, to transact the following business:

## Ordinary Business

1. To confirm the minutes of the 15<sup>th</sup> Annual General Meeting held on March 27, 2018.
2. To receive, consider and adopt the Audited Annual Accounts of the Bank for the year ended December 31, 2018, together with the Reports of the Directors and Auditors thereon.
3. To appoint Auditors' and to fix their remuneration. M/s A. F. Ferguson & Company, Chartered Accountants have offered themselves for a term ending at the conclusion of the next Annual General Meeting. The retiring Auditors, being eligible for reappointment.
4. To elect eight Directors of the Bank, as fixed by the Board under the provisions of section 159 of the Companies Act, 2017 for a period of 3 years commencing from March 27, 2019.

The names of the retiring Directors are:

- |                              |                              |
|------------------------------|------------------------------|
| I. Mr. Antoine Mojabber      | II. Mr. Arjumand Ahmed Minai |
| III. Mr. Beji Tak-Tak        | IV. Mr. Humayun Murad        |
| V. Mr. Nadeem Babar          | VI. Ms. Ranya Nashar         |
| VII. Mr. Shahbaz Haider Agha | VIII. Dr. Shujaat Nadeem     |

## Any Other Business

To transact any other business of the Bank with the approval of the Chair.

March 06, 2019  
Karachi

By Order of the Board

Zia-ul-Husnain Shamsi  
Company Secretary

## Notes:

1. Share Transfer Books of the Bank will remain closed from 21-03-2019 to 27-03-2019 (both days inclusive). Transfer received in order at Bank's Registrar, M/s. Famco Associates (Pvt.) Ltd., 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi, upto close of business on 20-03-2019 will be considered in time for the purpose of Annual General Meeting.
2. Copies of the minutes of the Annual General Meeting dated March 27, 2018 are available for inspection by Members as required under section 152 of the Companies Act, 2017.
3. Any member desirous to contest the Election of Directors shall file the following with the Company Secretary of the Bank not later than fourteen days before the day of the above said meeting;
- a) His/her intention to offer himself/herself for the election in terms of section 159 (3) of the Companies Act 2017, he/she should confirm that;
  - He/she is not ineligible to become a director of the Bank under any applicable laws and regulations (including Listing Regulations of Pakistan Stock Exchange).
  - Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
  - He/she is not serving as a director in more than five listed companies simultaneously. Provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
- b) Consent to act as director in Form 28 under Section 167 of the Companies Act 2017.
- c) Affidavits, Annexure and Questionnaire in terms of State Bank of Pakistan's BPRD Circular No. 04 dated April 23, 2007, BPRD Circular No. 05 dated March 12, 2015, and BPRD Circular No. 09 dated October 18, 2018.
5. CDC account holders will be required to follow the under mentioned guidelines as laid down in Circular No. 01 dated January 26, 2000, of the Securities and Exchange Commission of Pakistan for attending the meeting.
6. CDC shareholders, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall authenticate his/her identity by showing his/her original Computerised National Identity Card (CNIC) or original passport at the time of attending the Annual General Meeting.
7. In the 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.
8. Shareholders are requested to notify any change in their addresses to the Bank's Shares Registrar, M/s. Famco Associates (Pvt.) Ltd., 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi, immediately.

## Circulation of Annual Audited Accounts via Email/CD/USB/DVD or Any Other Media

Pursuant to the directions given by the Securities and Exchange Commission of Pakistan through its SRO 787(1)/2014 dated September 8, 2014 and SRO 470(1)/2016 dated May 31, 2016 that have allowed the companies to circulate its Annual Audited Accounts (i.e. Annual Balance Sheet and Profit and Loss Accounts, Statements of Comprehensive Income, Cash Flow Statement, Notes to the Financial, Statements Auditor's and Director's Report) to its members through CD / DVD / USB / or any other Electronic Media at their registered Addresses.

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

## Submission of CNIC (mandatory)

Pursuant to the directives of the SECP, CNIC/SNIC numbers of shareholder is MANDATORILY to be mentioned on dividend warrants. Shareholders are therefore, requested to submit a copy of their valid CNIC/SNIC (if not already provided) to the company's Share Registrar, M/s. Famco Associates (Pvt.) Ltd., 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi. In the absence of a member's valid CNIC/SNIC, the Company will be constrained to withhold dispatch of dividend warrant to such members.

A copy of the relevant documents may be downloaded from the websites of the Securities & Exchange Commission of Pakistan and State Bank of Pakistan or may be obtained from the office of the Company Secretary of the Bank.

4. A Member entitled to attend and vote at the Annual General Meeting may appoint another Member as his/her proxy to attend and vote for him/her provided that a corporation may appoint as its proxy a person who is not a Member but is duly authorized by the corporation. Proxies must be received at the Registered Office of the Bank not less than 48 hours before the time of the holding of the Annual General Meeting.