

# Silkbank Limited

## Notice of the 22<sup>nd</sup> Annual General Meeting

Notice is hereby given that the Twenty Second Annual General Meeting of Silkbank Limited will be held on Monday, March 28, 2016 at 11:00 am at Best Western Hotel, Islamabad, to transact the following business.

### Ordinary Business:

1. To confirm the minutes of Twenty First Annual General Meeting held on March 24, 2015.
2. To receive, consider and adopt the audited financial statements of the Bank for the year ended December 31, 2015 together with the Directors' and Auditors' reports thereon.
3. To appoint auditors to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration.

### Special Business:

To pass the following resolutions, as special resolution, with or without modifications, additions or deletions:

#### 1. Alteration in Articles of Association of the Bank.

To consider and if thought fit, the alteration in the Articles of Association of the Bank, as follows. The alteration in Articles of Association of the Bank is subject to the necessary approval from the State Bank of Pakistan and confirmation from the Securities and Exchange Commission of Pakistan.

#### (i) Article 109 of the Articles of Association of the Company be and is hereby substituted by the following Article:

##### 109) Dealing with Directors:

"Any dealing with the Directors shall be in accordance with the Companies Ordinance, 1984, as amended from time to time and the regulations/notifications issued by the State Bank of Pakistan and/or the Commission, from time to time."

#### (ii) Definition of "Code of Corporate Governance" as defined in the Definitions at Point No. 2 (vi) of Articles of Association of the Company be and is hereby substituted by the following Definition:

##### Code of Corporate Governance:

"Code of Corporate Governance means the Code of Corporate Governance introduced in 2012 by the Commission and any change made therein, from time to time."

#### (iii) Following para will be added in Article No. 85 of Articles of Association of the Company:

##### 85) Proxies:

"In case of E-voting, both members and non-members can be appointed as proxy in accordance with procedure for appointment as formulated by the Company in compliance of Companies (E-voting) Regulations, 2016, as amended from time to time."

#### 2. To approve the scale of fee payable to the Chairman and to Non-Executive and Independent Directors for attending Board and Committee meeting.

To consider and if thought fit, pass the following resolutions as an ordinary resolution:

"Resolved that the scale of fee as determined by the Directors, for attending Board and Committee meetings of the Directors, be and is hereby approved on post facto basis, as under:

- Board meeting: Pak Rs. 635,000/- for the Chairman and Pak Rs. 475,000/- for other members.
- Committee's meetings: Pak Rs. 475,000/- for the Chairmen as well as for the members."

### Any Other Business:

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

By the Order of the Board

**Uzman Naveed Chaudhary**

**Company Secretary/Head of Investor Relations and Legal Affairs**

Karachi, March 04, 2016

### Notes:

1. Statement under section 160 (1) (b) of Companies Ordinance, 1984, setting out material facts covering the special business to be transacted at the meeting is being sent to members with the Annual Report 2015.

#### 2. Closure of Share Transfer Books:

The Share Transfer Books of the Bank will remain closed from March 21, 2016 to March 28, 2016 (both days inclusive). Share Transfers received at M/s. Central Depository Company of Pakistan Limited (CDC), Share Registrar Department CDC House, 99 - B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal Karachi-74400 by the close of business hours (5:00 PM) on Friday, March 18, 2016, will be treated as being in time for the purpose of above entitlement to the transferees.

#### 3. Participation in the meeting:

All members of the Company are entitled to attend the meeting in-person or through Proxy. A Proxy duly appointed shall have such rights as respect to the speaking and voting at the meeting as are available to a member. The proxies shall produce their original valid CNIC or original passport at the time of the meeting.

#### 4. Proxy:

A member entitled to attend and vote at the AGM is entitled to appoint another member as a proxy to attend and vote on his/her behalf. A corporation being a member may appoint its proxy or any of its official or any other person whether a member of the Bank or not. In case of corporate entity, the Board of Directors/resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

In order to be effective, duly filled and signed Proxy Form must be received at the Registered Office of the Company i.e. 3<sup>rd</sup> Floor, 18 - C, Kaghan Road, F-8, Markaz, Islamabad, not less than forty eight (48) hours before the time for holding the Meeting.

5. Members who have deposited their shares into CDC will further have to follow the under-mentioned guidelines as laid down in circular 01 of 2000 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan.

#### For attending the Meeting:

- i. In case of individuals, the Account holder and/or Sub-account holder whose registration details are uploaded as per the CDC regulations, shall authenticate his/her identity by showing his/her original valid CNIC or original passport at the time of attending the meeting.
- ii. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

#### 6. Change of Address:

Members are requested to immediately notify the change, if any, in their registered address to the Share Registrar M/s. Central Depository Company of Pakistan Limited (CDC), Share Registrar Department CDC House, 99 - B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400.

**Call: 111-007-455**

**SILKBANK**   
Yes we can

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