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## **Notice of the 28<sup>th</sup> Annual General Meeting (AGM)**

Notice is hereby given that the Twenty-Eight Annual General Meeting of Silkbank Limited will be held at Best Western Premier Hotel, located at 6-Club Road Islamabad, in person as well as through electronic means / Video link, on December 06, 2024, at 11:00 a.m. to transact the following business:

### **Ordinary Business:**

1. To confirm the minutes of Twenty Seventh Annual General Meeting held on June 30, 2022.
2. To receive, consider and, if thought fit, adopt the Annual Audited Financial Statements, Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 of the Bank for the year ended December 31, 2021, together with the Directors' Report and Auditors' Reports thereon.
3. To consider and, if thought fit, appoint External Auditors to hold office from this AGM till the conclusion of the next AGM of the Bank and to fix their remuneration. The retiring External Auditors, namely, M/s. Grant Thornton Anjum Rahman (GTAR), Chartered Accountants, being eligible, have consented to be so appointed and the Board of Directors has recommended their appointment.

### **Special Business:**

- I. To consider and if thought fit, to pass resolution in pursuance of S.R.O. 389 (I)/2023 dated March 21, 2023, of the Securities and Exchange Commission of Pakistan ("the SECP") to authorize the Company to circulate the annual audited financial statements to its members through QR enabled code and weblink:

*“RESOLVED THAT pursuant to S.R.O. 389 (I)/2023 of the SECP, the Company be and is hereby authorized to circulate the annual audited financial statements to its members through QR-enabled code and weblink.”*

### **Any Other Business:**

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

**Karachi, November 15, 2024**

By Order of the Board

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**Faiz Ul Hasan Hashmi**  
Company Secretary

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**Statement of Material Facts under section 134(3) of the Companies Act, 2017,  
pertaining to Special business:**

**To Circulate the Annual Audited Financial Statements to Its Members Through  
QR Enabled Code and Weblink:**

The Securities and Exchange Commission of Pakistan (“the SECP”) vide its S.R.O. 389 (I)/2023 dated March 21, 2023, allowed the listed companies to circulate the annual balance sheet and profit and loss account, auditor's report, and directors report, etc. ("annual audited financial statements") to its members through QR enabled code and weblink.

In compliance with the SECP S.R.O, the members are requested to authorize the Company to circulate the annual audited financial statements to its members through QR-enabled code and weblink.

**Notes:**

**1. Closure of Share Transfer Books:**

The Share Transfer Book of the Bank will remain closed from **November 29, 2024**, to **December 06, 2024** (both days inclusive). Share Transfers received at our Registrar, M/s. CDC Share Registrar Services Limited, CDC House, 99–B, Block ‘B’, S.M.C.H.S., Main Shakra-e-Faisal Karachi-74400 by the close of business hours (5:00 PM) on **November 28, 2024**, will be treated as being in time for the purpose of above entitlement to the transferees.

**2. Participation in the meeting through Online Facility:**

The Annual General Meeting is being conducted as per guidelines circulated by SECP following arrangements have also been made by the Bank to facilitate the maximum participation of the shareholders in the AGM through video link facility, either in-person or through appointed proxies: The shareholders are encouraged to participate in the AGM through an electronic facility with Zoom Software organized by the Bank. In order to attend the AGM through the electronic facility, the shareholders are requested to get themselves registered with M/s CDC Share Registrar Services Limited at least 48 hours before the time of AGM at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com).

The shareholders will be able to login and participate in the AGM proceedings through their smartphones or computer devices from their homes or any convenient location after completing all the formalities required for the verification and identification of the shareholders.

The login facility will be opened at 10:30 a.m. on December 06, 2024, enabling the participants to join the proceedings which will start at 11:00 a.m. sharp.

The shareholders are requested to provide the information as per the below format. The details of the video link will be sent to the shareholders on the email address provided in the below table:

S. No.	Folio / CDC A/c. No.	Company’s Name	Name of Shareholder	CNIC Number	WhatsApp Number	Email Address
		SILK				

- Shareholders may send their comments and suggestions relating to the proposed agenda items of the AGM at least two working days before the AGM, at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com). or WhatsApp or SMS on **0321-8200864**. Shareholders are required to mention their full name, CNIC No. and Folio/CDS No. for this purpose.
- Shareholders will be encouraged to participate in the AGM to consolidate their attendance and participation through proxies.

**3. 3. Polling on Special Business**

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan (“SECP”), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting

facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Silkbank Limited (the “Bank”) will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Annual General Meeting to be held on Friday, December 06, 2024, at 11.00 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to this notice and the same is available on the Bank’s website at [https:// www.silkbank.com.pk](https://www.silkbank.com.pk)

**1. Procedure for E – Voting:**

(a) Details of the e-voting facility will be shared through an e-mail with those members of the Bank who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Bank by the close of business of November 28, 2024.

(b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the 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) E-Voting lines will start from December 01, 2024, 09:00 a.m. and shall close on December 05, 2024 at 5:00 p.m. Members can cast their votes any time in this period. Once a Member casts the vote on a resolution, he / she shall not be allowed to change it subsequently.

**2. Procedure for Voting Through Postal Ballot:**

(a) The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) one day before the Annual General Meeting should reach the Chairman of the meeting through post on the Bank’s registered address, Silkbank Limited, 13-L, F-7 Markaz, Islamabad by or before close of business hours on Thursday, December 05, 2024, or email at [companysecretary@silkbank.com.pk](mailto:companysecretary@silkbank.com.pk). The signature on the ballot paper shall match the signature on CNIC.

**3. For appointing Proxy**

- i. In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the requirements mentioned below.
- ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or the Passport of the beneficial owners and of the proxy shall be furnished with the proxy form.

- iv. The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
- v. In case of a legal entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

In order to be effective, duly filled and signed Proxy Form must be received at the Registered Office of the Bank i.e. 13-L, F-7 Markaz, Islamabad, not less than forty-eight (48) hours before the time for holding the Meeting.

#### **4. 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 the case of a 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.

#### **5. Change of Address:**

Individual members having physical shareholding are requested to immediately notify the change, if any, in their registered address to the Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400. In case shares are held in CDC, then the request to update their address must be submitted directly to the broker/participant/CDC Investor Account Services.

#### **6. Conversion of Physical Shares into Book Entry Form:**

Section 72(2) of the Companies Act, 2017 provides that every existing company shall be required to replace its physical shares with book-entry form within four (4) years from the date of the promulgation of the Act. Further, vide its letter dated March 26, 2021, the Securities and Exchange Commission of Pakistan has directed listed companies to pursue their shareholders holding securities in physical form to convert the same in the book entry form. In order to ensure compliance with the aforementioned provision and to be benefited of holding securities in book-entry form, all shareholders holding shares in physical form are therefore requested to convert their shares in the book-entry form.

#### **7. Transmission of Annual Audited Financial Statements Through CD:**

The Company has circulated Annual Financial statements to its members through CD at their registered address. A printed copy of the above same can be provided to the members upon request. The request Form is available on the website of the Company i.e. [www.silkbank.com.pk](http://www.silkbank.com.pk)

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**8. Transmission Of Annual Reports Through E-Mail:**

The SECP vide SRO 787 (1)/2014 dated September 08, 2014, has provided an option for the shareholders to receive audited financial statements along with notice of the annual general meeting electronically through email. Hence, members who are interested in receiving the annual reports and notice of the annual general meeting electronically in the future are requested to send their email addresses on the Consent Form placed on the Company's website [www.silkbank.com.pk](http://www.silkbank.com.pk), to the Company's Share Registrar. The Company shall, however, additionally provide hard copies of the annual report to such members, on request, free of cost.

**9. Availability Of Audited Financial Statements on the Company's Website:**

Annual Accounts for the year ended December 31, 2021, of the Bank, have been placed on the website of the Bank, [www.silkbank.com.pk](http://www.silkbank.com.pk)

**10. Submission of copy of CNIC:**

Individual members having physical shareholding and who have not yet submitted a photocopy of their valid CNIC are requested to send a notarized copy of their valid CNIC immediately to our Share Registrar, CDC Share Registrar Services Limited.

In case shares are held in CDC, then the request to update CNIC must be submitted directly to the broker/participant/CDC Investor Account Services.

**POSTAL BALLOT PAPER**

for voting through post for the Special Business at the Annual General Meeting to be held on Friday, December 06, 2024 at 11:00 AM at Best Western Premier Hotel, located at 6-Club Road Islamabad .

**Phone:** 021-111-007455      **Website:** <https://www.silkbank.com.pk>.

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

**Resolution For Agenda Item No. 4**

To consider and if thought fit, to pass resolution in pursuance of S.R.O. 389 (I)/2023 dated March 21, 2023, of the Securities and Exchange Commission of Pakistan (“the SECP”) to authorize the Company to circulate the annual audited financial statements to its members through QR enabled code and weblink:

***“RESOLVED THAT pursuant to S.R.O. 389 (I)/2023 of the SECP, the Company be and is hereby authorized to circulate the annual audited financial statements to its members through QR-enabled code and weblink.”***

**Instructions For Poll**

1. Please indicate your vote by ticking (√) the relevant box.

2. In case if both the boxes are marked as (√), you poll shall be treated as **“Rejected”**.

I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (√) mark in the appropriate box below;

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<b><u>Resolution For Agenda Item No. 3</u></b>		

**NOTES:**

- Dully filled ballot paper should be sent to the Chairman at 13-L, F-7 Markaz, Islamabad by close of business hours on Thursday, December 05, 2024 or email at. [companysecretary@silkbank.com.pk](mailto:companysecretary@silkbank.com.pk)
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before Thursday December 05, 2024. Any postal ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
- Ballot Paper form has also been placed on the website of the Company at: [www.silkbank.com.pk](http://www.silkbank.com.pk) Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

\_\_\_\_\_ Date \_\_\_\_\_

**Shareholder / Proxy holder Signature/Authorized Signatory**  
(In case of corporate entity, please affix company stamp)