

# NOTICE OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the shareholders of Askari Bank Limited (the Bank) will be held on Friday, March 31, 2017 at 10:00 am at Pearl Continental Hotel, Rawalpindi to transact the following business:

## Ordinary Business:

- To confirm the minutes of the 24th Annual General Meeting held on March 30, 2016.
- To receive, consider and adopt the financial statements of the Bank for the year ended December 31, 2016 together with the Directors' and Auditors' Reports thereon.
- To appoint statutory auditors of the Bank for the year ending December 31, 2017 and to fix their remuneration. The present auditors M/s A. F. Ferguson & Chartered Accountants, being eligible, have offered themselves for re-appointment.
- To approve, as recommended by the Board of Directors, payment of final cash dividend @ 15% i.e. Rs. 1.50 per share for the financial year ended December 31, 2016.
- To elect ten (10) Directors as fixed by the Board in accordance with the provisions of Section 178 of the Companies Ordinance 1984, for a period of three years in place of the following retiring directors:
 

1. Lt Gen Khalid Nawaz Khan, HI (M) (Retd)	2. Lt Gen Shafiqat Ahmad, HI (M) (Retd)
3. *Lt Gen Javed Iqbal, HI (M) (Retd)	4. Mr. Qaiser Javed
5. Dr. Nadeem Inayat	6. Mr. Manzoor Ahmed - Nominee NIT
7. Mr. Asif Reza Sana	8. Mr. Zaffar Ahmad Khan
9. Mr. Tariq Hafeez Malik	10. Mr. Muhammad Ghous

\*Appointed by the Board of Directors, subject to approval of the State Bank of Pakistan, to fill casual vacancy created by resignation of Lt Gen Muhammad Haroon Aslam, HI (M), S Bt (Retd).

## Special Business:

- To consider and, if thought fit, pass the following ordinary resolution with or without amendments for the transmission of the Annual Audited Accounts through CD/DVD/USB instead of hard copies thereof.
 

**"RESOLVED** that the transmission/circulation of Annual Statement of Financial Position, Profit & Loss Account, Auditor's Report and Directors Report, etc. (annual audited financial statements) of Askari Bank Limited to its members through CD/DVD/USB instead of hard copies thereof at their registered addresses, as per the requirements of SRO No. 470 (I)/2016 dated May 31, 2016, issued by the Securities and Exchange Commission of Pakistan (SECP), be and is hereby approved."
- Sale of 100% shares of Askari Investment Management Limited (AIML).
 

To consider and, if thought fit, pass the following as special resolutions for the sale of 33,500,000 (Thirty Three Million Five Hundred Thousand) ordinary shares of Askari Investment Management Limited ("AIML") (representing 100% of the issued and paid up share capital of AIML) held by Askari Bank Limited ("AKBL").

The special resolutions to be passed are as under:

**"RESOLVED** that pursuant to Section 208 of the Companies Ordinance, 1984 and subject to obtaining all requisite regulatory approvals, AKBL be and is hereby authorized to sell 33,500,000 (Thirty Three Million Five Hundred Thousand) ordinary shares of AIML (being 100% of the issued and paid up share capital of AIML) for an aggregate price of not less than PKR 551,000,000/- (Pak Rupees Five Hundred Fifty One Million). The transaction may be implemented as a direct sale and purchase transaction or as an acquisition and simultaneous merger as may be required in consultation with the Securities and Exchange Commission of Pakistan.

**FURTHER RESOLVED** that the President & CE of AKBL singly or any officer authorized by the President & CE, be and is hereby authorized and empowered to act on behalf of AKBL to implement the objective of this Special Resolution to all intents and purposes and do all acts, deeds and things necessary for the same, including but not limited to negotiate, finalize, execute and ensure delivery of all deeds and documents on behalf of AKBL."
- To consider any other business as may be placed before the meeting, with the permission of the Chair.
 

Statement of material facts under Section 160 (1) (b) & (c) of the Companies Ordinance, 1984 is being dispatched to all members alongwith printed copy of the Notice of the AGM.

By Order of the Board

Umar Shahzad  
Company Secretary

Rawalpindi  
March 02, 2017

## NOTES:

- The statement under section 160 (1) (b) & (c) of the Companies Ordinance, 1984 [the Ordinance] setting forth all material facts concerning the special business to be transacted at the meeting is annexed.
- The Share Transfer books of the Bank will remain closed from March 24, 2017 to March 31, 2017 (both days inclusive). Transfers received at the Bank's Share Registrar Department, Central Depository Company of Pakistan Limited, 2nd Floor, 307 - Upper Mall, Lahore, the Registrar and Share Transfer Office of the Bank at the close of the business hours on March 22, 2017 will be treated in time.
- Any person, who seeks to contest the election of the office of the directors, whether he/she is retiring director, or otherwise shall file the following documents with the Company Secretary of the Bank at its Registered Office, Company Secretary, Askari Bank Limited, 1st Floor, AWT Plaza, The Mall, P.O. Box No. 1084, Rawalpindi not later than fourteen days before the day of the above meeting to obtain clearance/approval in principle, from the State Bank of Pakistan (SBP):
  - Notice of his/her intention to offer himself/herself for election of Directors in terms of Section 178 (3) of the Ordinance together with (a) Consent to act as director in prescribed Form 28 (b) a declaration under clauses (ii) & (iv) of the Code of Corporate Governance, 2012 [the Code] to the effect that he/she is not a director of more than Seven (07) listed companies simultaneously; and to the effect that he/she is aware of duties and powers of Directors as mentioned in the Ordinance, the Memorandum and Articles of Association of the Bank and the Rule Book of the Stock Exchange and has read the relevant provisions contained therein respectively; (c) a declaration under the Code to the effect that he/she is a registered National Tax Payer (except where he/she is a non-resident), that he/she has not been convicted by a court of competent jurisdiction as defaulter in payment of any loan to a banking company, a development financial institution or a non-banking financial institution, (d) a declaration that he/she is not ineligible to become director of the Bank in terms of Section 187 of the Ordinance, and under any circulars/directives of SBP, (e) Detailed Profile and office address, as required under SECP's SRO 634(1)/2014 dated July 10, 2014; and (f) Declaration for independence (from independent Directors) as per SBP Circular No. 15 dated December 28, 2016.
  - Fit & Proper test proforma, Affidavit on Non-Judicial Stamp Paper, questionnaire duly completed with a copy of recent CV, CNIC/Passport, academic & professional certificates/degrees, employment certificates received from previous employers and photograph in terms of the requirements of SBP BPD Circular No. 04 dated April 23, 2007 and prudential regulations (G-1). A copy of the said circular with proforma, questionnaire and prescribed Affidavit may be obtained from the SBP website or the registered office of the Bank.

As per requirements under SBP BPRD Circular No. 04 dated April 23, 2007, and Prudential Regulation (G-1), the Directors could not assume charge of their respective offices until their appointments are approved in writing by SBP. All requests for seeking prior clearance of SBP for appointment as Directors shall be routed through the Bank.

In terms of the criteria prescribed by the SBP, association of the following persons as a director is undesirable and against public interest:

- A person who is/has been associated with any illegal activity, especially relating to the banking business; and
  - A person who in his individual capacity or a proprietary concern of any company or any listed public company (of which he has been a proprietor, partner, director or shareholder) has been in default of payment of any taxes.
- A person must be holding at least 500 shares of the Bank at the time of filing of his/her consent to act as director. Further, please note that as per SBP requirements a person is not permitted to be a director of more than one Bank/DFI.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for him/her. No person shall act as a proxy, who is not a member of the Bank except that Government of Pakistan (GoP) or SBP or corporate entity may appoint a person who is not a member.
  - The instrument appointing a proxy should be signed by the member or his/her attorney duly authorized in writing. If the member is a corporate entity (other than GoP and SBP), its common seal should be affixed on the instrument.
  - The instrument appointing a proxy, together with attested copy of Power of Attorney or Board Resolution, if any, under which it is signed or a notarially certified copy thereof, should be deposited, with the Company Secretary, Askari Bank Limited, 1st Floor, AWT Plaza, The Mall, P.O. Box No. 1084, Rawalpindi not less than 48 hours before the time of holding the meeting.
  - If a member appoints more than one proxy, and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
  - Copy of the CNIC or passport of the beneficial owners shall be furnished with the proxy form. The proxy shall produce his / her original CNIC or original passport at the time of attending the meeting.
  - In case of individual shareholder, Original Computerized National Identity Card (CNIC) or original passport while for the CDC 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, his / her authentication would be made by showing his / her Original CNIC or original passport along with participant(s) ID Number and their account numbers. In case of GoP / SBP / corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted along with proxy form to the Bank.
  - The Government of Pakistan through the Finance Act, 2016 has made certain amendments in terms of Section 150 of the Income Tax Ordinance, 2001 whereby the rates are enhanced for deduction of withholding tax on the amount of dividend paid by the companies/banks. These rates are as follows:
 

a) For filers of income tax returns	12.50%
b) For non-filers of income tax returns	20.00%

And to enable the Bank to make tax deductions on the amount of cash dividend @ 12.50% instead of 20.00% all shareholders, whose names are not entered into the Active Tax payers List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date of payment of the cash dividend, otherwise tax on their cash dividend (as and when declared) will be deducted @ 20.00% instead of 12.50%.

According to FBR, withholding tax will be determined separately on Filer/Non-Filer status of principal shareholder as well as Joint-shareholder(s) based on their shareholding proportions, in case of joint accounts, shareholders, who hold shares jointly, are requested to provide shareholding proportions of principal shareholder and joint holder(s) in respect of shares held by them to our Share Registrar M/s. Central Depository Company of Pakistan Limited, Lahore, in writing as follows:

Name of Principal Shareholder/Joint Holders	Shareholding (%age)	CNIC No.(copy attached)	Signature

The required information must reach our Share Registrar by March 22, 2017 otherwise it will be assumed that the shares are equally held.

## Special Notes to the Shareholders:

### 11. Submission of Copies of CNIC (Mandatory):

In compliance of instructions issued by the Securities & Exchange Commission of Pakistan (SECP) vide its SRO 779 (I)/2011 dated August 18, 2011, SRO 831 (I)/2012 dated July 5, 2012 and SRO 19 (I)/2014 dated January 10, 2014 which has made it mandatory that the dividend warrants should bear the Computerized National Identity Card Number (CNIC) of the registered member or authorized person, except in the case of minor(s) and corporate members. Therefore individual members or their authorized representatives holding shares in physical or through CDC Accounts, who have not yet provided an attested copy of their valid CNICs to the Shares Registrar / CDC participant respectively, are requested to provide the same at their earliest. The corporate entities holding shares in physical or through CDC account are requested to provide their National Tax Number (NTN) / NTN Certificates to Shares Registrar / CDC Participants respectively. Members while sending copies of CNICs / NTN / NTN Certificates must quote their respective folio numbers and / company name.

Please note that in case of non-availability of valid copy of CNIC of members, their dividend warrant(s) will be withheld. In this regard, a list of shareholders without CNIC in our record has been made available on the website of the Bank.

### 12. Payment of Cash Dividend Electronically (e-Dividend):

According to the SECP's circular No. 8(4) SM/CDC 2008 of April 05, 2013, shareholders are entitled to receive their cash dividend directly in their bank accounts instead of receiving the dividend warrants physically. The shareholders may, therefore, authorize the Bank to credit the dividend directly to their bank accounts for all future dividends declared by the Bank. To facilitate the shareholders, a Form for Dividend Mandate has been made available on website of the Bank. Accordingly, shareholders having physical holding and desiring to avail this option may submit the prescribed Dividend Mandate Form, duly filled in and signed, to the Bank's Share Registrar. Shareholders who hold shares with Participant/Central Depository Company of Pakistan Limited (CDC) may approach to submit the detail in prescribed Dividend Mandate Form, duly filled in and signed, to the concerned Stock Broker / CDC. The Bank encourages the shareholders to take dividend mandate option for instant credit of dividends eliminating the chances of dividend warrants getting lost in the post, remain undelivered or delivered at the wrong address, etc.

### 13. Transmission of Audited Financial Statements & Notices to Members through email (Optional):

In compliance of S.R.O. 787(I)/2014 of SECP dated September 8, 2014, which has allowed the circulation of soft copies of Audited Financial Statements along with Notice of Annual General Meeting through e-mail instead of sending the same through post to those members who desire to avail this facility. The members who wish to receive soft copies of Audited Financial Statements along with Notice of AGM through email are requested to provide their written consent on the Standard Request Form available on the Bank's website ([www.akbl.com.pk](http://www.akbl.com.pk)) to Bank's Share Registrar.

The Bank has placed the audited financial statements for the year ended December 31, 2016 along with Auditors and Directors' reports thereon on its website; [www.akbl.com.pk](http://www.akbl.com.pk).

### 14. Consent for Video Conference Facility:

In compliance of Circular No. 10 dated May 21, 2014 of SECP, shareholders of the Bank are informed that they can avail video conference facility in Karachi and Lahore. In this regard please fill the following form and submit the same with the Company Secretary, Askari Bank Limited, 1st Floor, AWT Plaza, The Mall, P.O. Box No. 1084, Rawalpindi at least ten (10) days before holding of general meeting. If the Bank receives consent from members holding in aggregate ten percent (10%) or more shareholding residing at a geographical location, to participate in the meeting through video conference at least ten (10) days prior to the date of meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city. The Bank will intimate members regarding venue of Video Conference Facility at least five (5) days before the date of general meeting along with complete information necessary to enable them to access such facility.

(We, \_\_\_\_\_ of \_\_\_\_\_ being a Member of Askari Bank Limited, holder of \_\_\_\_\_ Ordinary Share(s) as per Registered Folio No./CDC Sub-Account No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

Signature of Member

### 15. Change of Address / particulars:

Members are requested to immediately notify any change in their addresses to the Bank's Shares Registrar, M/s Central Depository Company of Pakistan Limited, 2nd Floor, 307-Upper Mall, Lahore. To facilitate the shareholders, a Form for Change of Particulars of Shareholders has been made available on the website of the Bank.

### 16. Zakat Declaration (CZ-50)

Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the share (Rs. 10/- each) and will be deposited within the prescribed period with the relevant authority. In case of claiming exemption, please submit your Zakat Declarations under Zakat and Ushr Ordinance, 1980 and Rule 4 of Zakat (Deduction and Refund) Rules, 1981 CZ-50 Form with our Share Registrar. Physical shareholders are requested to submit the said declaration to our Share Registrar in the proper manner. The shareholders must write Askari Bank's name and their respective CDC Account number or folio numbers on Zakat Declarations at relevant place.