

THE KARACHI STOCK EXCHANGE (GUARANTEE) LIMITED

KSE/N-248

N O T I C E

January 16, 2009

ATLAS ENGINEERING LIMITED

Source: "BUSINESS RECORDER" Dated: January 16, 2009

**Atlas Engineering Limited****NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given to all the Members of the Atlas Engineering Limited that an Extraordinary General Meeting of the Company will be held on February 6, 2009 at 10:30 a.m., at Corporate Office, 2nd Floor, Federation House, Shahrah-e-Firdousi, Clifton, Karachi to transact the following business:

Ordinary Business:

To confirm the minutes of the 46th Annual General Meeting held on October 7, 2008.

Special Business:

To consider and pass the following resolutions as special resolutions approving the Increase in Authorized Share Capital of the Company from Rs. 200,000,000/= (Rupees two hundred million) to Rs. 400,000,000/= (Rupees four hundred million).

RESOLVED "That the Authorized Share Capital of the Company be increased from Rs. 200,000,000/= (Rupees two hundred million) to Rs. 400,000,000/= (Rupees four hundred million) by creation of 20,000,000/= (twenty million) ordinary shares of Rs.10/= each".

FURTHER RESOLVED "That consequent upon the said increase in Authorized Share Capital of the Company, clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

V. The Capital of the Company is Rs. 400,000,000/= divided into 40,000,000 shares of Rs. 10/= each, with power to increase and reduce the capital and to divide the shares in Capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such right privilege and condition in such manner as may for the time being, be provided by the regulation of the Company."

FURTHER RESOLVED "That Article 4 of the Articles of Association of the Company be amended to read as follows:

4. The authorized capital of the Company is Rs. 400,000,000/= (Rupees four hundred million) divided into 40,000,000 (forty million) ordinary shares of Rs.10/= (Rupees ten) each.

FURTHER RESOLVED "That the above mentioned amendment to the Memorandum of Association of the Company is subject to approval of Securities and Exchange Commission of Pakistan (SECP) and any alteration proposed by them in this respect. The Chief Executive Officer or the Company Secretary of the Company be and is hereby authorized to procure the approval of SECP and implementation of the modification to the Memorandum of Association of the Company."

By Order of the Board

Fida Hussain Zahid
Company Secretary

Karachi: January 10, 2009

NOTES:

- i) The Share Transfer Books of the Company will remain closed from January 31, 2009 to February 6, 2009 (both days inclusive) the transfers received in order at the registered office of the Company by January 30, 2009 will be in time for the purpose of entitlement for payment of right shares.
- ii) A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. The instrument appointing a proxy must be received at the Company's Registered Office not less than 48 hours before the time of holding of the meeting.
- iii) No person shall act as proxy unless he is member of the Company.
- iv) Signature of shareholder on Proxy Application must agree with the specimen signature registered with the Company. Appropriate revenue stamp should be affixed on the Proxy Application.
- v) For the convenience of the shareholder a Proxy Application Form is attached with this report.
- vi) Shareholders are requested to immediately notify the Company of any change in their addresses.
- vii) Any Individual Beneficial Owner of the Central Depository Company, entitled to vote at this meeting must bring his/her Computerized National Identity Card (CNIC) with him/her to prove his/her identity and in case of proxy, must enclose an attested copy of his/her National Identity Card. Representative of corporate members should bring their usual documents required for each purpose.

STATEMENT UNDER SECTION 160(1) (B) OF THE COMPANIES ORDINANCE, 1984.**1. MEMORANDUM OF ASSOCIATION**

Increase in authorized capital of the Company.

Present authorized share capital of the company is Rs. 200,000,000/= (Rupees two hundred million). To accommodate the required increase in share capital resulting from the Rights Issue in proportion of 10 shares for every 10 shares held i.e. 100% of the present paid up capital of Rs. 12,336,695/= the authorized share capital of the Company needs to be increased.

A copy of the altered Memorandum of Association of the Company as on date and also indicating the proposed amendment is available for inspection at the registered office of the Company from 8:00 a.m. to 5:00 p.m. on all working days, except Friday and 8:00 a.m. to 12:30 p.m. on Friday.

2. ARTICLES OF ASSOCIATION

The Board of Directors has recommended that the Company's Articles of Association be amended/altered to comply with the provisions of Companies Ordinance, 1984 as amended from time to time and bring them in conformity with the provisions of the Companies Ordinance, 1984.

A copy of the altered Articles of Association of the Company as on date and also indicating the proposed amendment is available for inspection at the registered office of the Company from 8:00 a.m. to 5:00 p.m. on all working days, except Friday and from 8:00 a.m. to 12:30 p.m. on Friday.