

THE KARACHI STOCK EXCHANGE (GUARANTEE) LIMITED

KSE/N-6484

NOTICE

December 14, 2011

ATLAS ENGINEERING LIMITED

Source: "BUSINESS RECORDER"

Dated: December 14, 2011

**Atlas Engineering Limited**

15th Mile, National Highway, Landhi, Karachi

**TERMS, CONDITIONS AND PROCEDURES
FOR PURCHASE OF 1,042,262 SHARES
OF ATLAS ENGINEERING LIMITED
BY
THE SPONSORS**

This is to inform all the shareholders that the Sponsors of Atlas Engineering Limited (the Company) have decided to purchase 1,042,262 shares of the Company from all shareholders except shares held by Sponsors / majority shareholders. The shareholders of the Company have passed special resolutions for de-listing of the Company from the Karachi Stock Exchange and the Lahore Stock Exchange at the Extraordinary General Meeting held on December 9, 2011, a copy of which is being sent to the shareholders separately.

Below are the set terms, conditions and procedures for purchase of shares of the Company by the Sponsors:

1. The Sponsors are offering to buy shares of the Company at a price of Rs. 66.00 per share. This purchase price has also been approved by the Karachi Stock Exchange (Guarantee) Limited and the Lahore Stock Exchange (Guarantee) Limited in accordance with their Listing Regulations.
2. The share purchase offer will be valid from December 14, 2011 to February 11, 2012, both days inclusive. After this period, it is intended that the Company will be de-listed from the Karachi Stock Exchange (Guarantee) Limited and the Lahore Stock Exchange (Guarantee) Limited.
3. This offer is valid for all the shareholders of the Company (i.e. those shareholders holding physical share certificates and those shareholders whose shares are held as book-entry security in the Central Depository System of the Central Depository Company of Pakistan Limited (CDC)).
4. In order to avail the offer, shareholders need to send (by either Registered mail or courier service) or personally take the following documents to our authorized Purchase Agent, M/s. Summit Capital (Private) Limited, 6-209, 2nd Floor, Park Towers, Abdullah Shahi Ghazi Road, Clifton, Karachi (Phone: 021-111-226-100, Fax: 021-35378122).

A. Physical Shares

- i) For registered shareholders:
 - Shares' certificates with verified transfer deeds.
 - Copy of CNIC of shareholders.
- ii) For shareholders with open transfer deeds:
 - Shares' certificates with verified transfer deeds.
 - Copy of CNIC of the person who owns the shares.
 - Copy of purchase bill of the member of the respective stock exchanges duly attested by the official of the respective stock exchanges.
- iii) M/s. Summit Capital (Private) Limited will issue a receipt in exchange for above documents. Once the share certificates, transfer deeds and other documents have been verified by the Company's Shares Registrar, Hameed Majeed Associates (Private) Limited, Karachi Chambers, Haeral Mohani Road, Karachi (Phone: 021-32424626 & 32412754, Fax: 021-32424835), shareholders will be requested to collect payment for their shares at the rate of Rs. 66.00 per share, less the stock member's commission, from M/s. Summit Capital (Private) Limited.

5. Shares through the CDC:

The Purchase Agent will purchase shares of the Company either through the Karachi Automated Trading System (KATS) and Lahore Automated Trading System (ULTRA) or as per following procedure:

 - Shareholders should arrange to credit Summit Capital (Private) Limited Participant Account # 08700; Sub Account # 16732.
 - Narration should mention owner's name.
 - Copy of request letter to participant/broker for shares transfer to M/s. Summit Capital (Private) Limited.
6. Payment to sellers through KATS and ULTRA will be made as per clearing house schedule of the Karachi Stock Exchange (Guarantee) Limited and the Lahore Stock Exchange (Guarantee) Limited and to other shareholders within three weeks of the date of issuance of the receipt.

Sd/-

Karachi
Dated: December 14, 2011

(FIDA HUSSAIN ZAHID)
Company Secretary