



June 01, 2016

AHL/CS/94/2016

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi.

Dear Sir,

**Subject: Notice of Annual General Meeting**

Enclosed please find a copy of the Notice of Annual general meeting of the Company to be held on Thursday, June 23, 2016, for your information and record.

Thanking you,

For Atlas Honda Limited,

A handwritten signature in blue ink, appearing to read "Umair Mukhtar", is written over a circular blue stamp. The stamp contains the text "ATLAS HONDA LTD." around the perimeter and a stylized logo in the center.

Umair Mukhtar

**Company Secretary**

### **Atlas Honda Limited**

**Karachi Plant: F-36, Estate Avenue, S.I.T.E., Karachi. UAN: 111-111-245, Ph: (92-21) 32575561-5, 32555561-5 Fax: (92-21) 32563758**

**Sheikhupura Plant: 26/27 Km. LHR-SKP Road, Sheikhupura. Ph: (92-56) 3406501-6 Fax: (92-56) 3406009**

**Lahore Office: I-McLeod Road, Lahore-54000. Ph: (92-42) 37225015-17, 37233515-17 Fax: (92-42) 37351119**

**Faisalabad Office: 1st Floor, Meezan Executive Tower, 4-Liaqat Road Ph: (92-41) 2541011-6 Fax: (92-41) 25410117**

**Multan Office: Azmat Wasti Road, Multan. Ph: (92-61) 4571989, 4540054 Fax: (92-61) 4541690**

**Rawalpindi Office: 60 Bank Road, Saddar, Rawalpindi. Ph: (92-51) 5120494-96 Fax: (92-51) 5120497**

**Hyderabad Office: 391 Block "D" Unit No. 6, Latifabad, Hyderabad, Sindh. Ph: (92-22) 3864984-5, 3813036-38 Fax: (92-22) 3864983**

**Rahim Yar Khan Office: Atta Road, Near Girls College, Canal Bank. Ph: (92-68) 5883415-7 Fax: (92-68) 5883414**



## NOTICE OF 52<sup>nd</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty Second Annual General Meeting of the members of Atlas Honda Limited will be held on Thursday June 23, 2016, at 11:00 A.M., at the registered office of the Company at 1-Mcleod Road, Lahore, to transact the following business matters after recitation of the Holy Quran:

### ORDINARY BUSINESS

1. To confirm minutes of the Annual General Meeting held on June 16, 2015.
2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended March 31, 2016, together with the Directors' and Auditors' reports thereon.
3. To appoint auditors and fix their remuneration for the year ending March 31, 2017. The present auditors M/s ShineWing Hameed Chaudhri & Co., Chartered Accountants, retire and being eligible have offered themselves for reappointment.
4. To consider and approve the final cash dividend of Rs. 14.5 per share i.e. 145% for the year ended March 31, 2016 as recommended by the Board of Directors.
5. To transact any other business as may be placed before the meeting with permission of the Chair.

### SPECIAL BUSINESS

6. To consider, approve and adopt the addition of new Article 81A in the Articles of Association and, if thought fit, for this purpose to pass the following resolution as a special resolution, with or without modification:

**RESOLVED** that the Articles of Association of the Company be amended to add a new Article 81A as follows:

81A. The provisions and requirements for e-voting as prescribed by the SECP from time to time shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles of Association and notwithstanding anything contradictory therein.

7. To consider, approve and adopt the change in Article 90 of the Articles of Association and, if thought fit, for this purpose to pass the following resolution as special resolution, with or without modification:

**RESOLVED** that the Articles of Association of the Company be amended to include Article 90 of as under:

90. The qualification shares requirement of a Director shall be the holding of one ordinary share in the Company in his own name. A Director may act before acquiring his qualification shares, but shall in any case acquire the same within two months from his appointment.



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**In lieu of**

90. The qualification shares requirement of a Director shall be the holding of at least 500 ordinary shares in the Company in his own name relaxable in case of Directors representing interest holding of requisite value. A Director may act before acquiring his qualification shares, but shall in any case acquire the same within two months from his appointment.

A statement of material facts as required under section 160(1)(b) of the Companies Ordinance, 1984 in relation to this special business is annexed to this notice of meeting being sent to the members.

**Karachi: June 02, 2016**

By Order of the Board  
  
**Umair Mukhtar**  
Company Secretary

**NOTES:**

1. The share transfer books of the Company will remain closed from June 10, 2016 to June 23, 2016 (both days inclusive). The transfers received at Company's Share Registrar namely M/S Hameed Majeed Associates (Private) Limited, H.M House, 7-Bank Square, Shahrah-e-Quaid-e-Azam, Lahore, Pakistan by the close of business on June 09, 2016 will be considered in time for the purpose of payment of final dividend to the transferees.
2. A member entitled to attend, speak and vote at this Annual General Meeting shall be entitled to appoint another member, as a proxy to attend and vote on his / her behalf. The proxies in order to be effective must be received at the Registered Office or Share Registrar of the Company not less than 48 hours before the time of the meeting. For the convenience of the members a Proxy Application Form is attached at the end of the Annual Report 2016.
3. Any individual Beneficial Owner of CDC entitled to attend and vote at this Annual General Meeting must bring the CNIC or Passport along with his / her CDC account number to prove his / her identity and in case of Proxy, must enclose an attested copy of the CNIC or Passport. The representatives of Corporate members should bring the Board of Directors' / Trustees' 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.
4. The CDC Account holders will further have to follow the under mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the SECP.
  1. For attending the Meeting:
    - a. In case of individuals, the account holder or subaccount holder and / or the person, whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate identity by showing is / her original CNIC or original passport at the time of attending the Meeting.
    - b. Members registered on CDC are also requested to bring their particulars, I.D. Numbers and account numbers in CDS.

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- c. 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 Meeting.
- II. For appointing proxies:
- a. In case of individuals, the account holder or subaccount holder and / or the person whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.
- b. The proxy form shall be witnessed by the person whose name, address and CNIC number shall be mentioned on the form.
- c. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his / her original CNIC or original passport at the time of Meeting.
- e. In case of corporate 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.
5. In compliance with the SECP directives vide SRO 787(1)/ 2014 dated September 8, 2014, soft copies of the Annual Report 2015 are being emailed to the members having opted to receive such communication in electronic format. Other members, who wish to receive the Annual Report in electronic form, may file an application as per the format provided on the Company's website. The members who have provided the consent to receive Annual Report through email can subsequently request a hard copy which shall be provided free of cost within seven days. However, the Company shall continue to send hard copy to all other members as per current practice. The members are also requested to intimate any change in their email addresses on a timely manner, to ensure effective communication.
6. As per the directives by SECP vide its notice number 8(4) SM/CDC 2008 dated April 05, 2013, all shareholders and the Company are encouraged to put in place an effective arrangement for electronic payment of cash dividend. For this purpose, the members are requested to provide duly filled Dividend Mandate forms including Name, Bank Account Number, Bank and respective branch address at the registered address of the Company. The dividend mandate form is available the Company's website.
7. The SRO 831(2)/2012 dated July 5, 2012 read with SRO 19(1)/2014 dated January 10, 2014 issued by SECP, requires printing of CNIC on the dividend warrant, without which no dividend warrant shall be issued. Therefore the individual members who have not yet submitted photocopy of their valid CNICs, are once again reminded to send the same at the earliest directly to the Company's share registrar. The Corporate entities are requested to provide their NTN. Please give folio number with the copy of CNIC / NTN details.
8. Pursuant to the provisions of Finance Act, 2015, different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies, as under:

'Filer' of Income Tax Return	12.5%
'Non - filer' of Income Tax Return	17.5%

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The 'Filer' is defined as a taxpayer whose name appears in the Active Tax-payers List (ATL) issued by Federal Board of Revenue (FBR) from time to time. To enable the Company to withhold tax @ 12.5% for filers, all the shareholders are advised to ensure that their names appear in the latest available ATL on FBR website, otherwise tax on their cash dividend will be deducted @ 17.5% for non-filers.

9. All 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, in writing as follows:

Folio/ CDS	Total Shares	Principal Shareholder		Joint Shareholder	
		Name & CNIC No.	Shareholding proportion (no. of shares)	Name & CNIC No.	Shareholding proportion (no. of shares)

The required information must reach the shares registrar of the Company by the close of business on June 09, 2016 otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint shareholder(s).



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**PROXY FORM**

I/ We \_\_\_\_\_ of \_\_\_\_\_ being member(s) of Atlas Honda Limited and holder(s) of \_\_\_\_\_ Ordinary Shares as per Register Folio No. \_\_\_\_\_ and / or CDC Participant I.D. No. \_\_\_\_\_ and Sub Account No. \_\_\_\_\_ hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him / her \_\_\_\_\_ of \_\_\_\_\_ as my / our proxy to attend, act and vote for me / us and on my / our behalf at the 52<sup>nd</sup> Annual General Meeting of the Company to be held at the Registered Office of the Company at 1-McLeod Road, Lahore, on Thursday, June 23, 2016 at 11:00 A.M. and at every adjournment thereof.

As witness my/our hand on this \_\_\_\_\_ day of 2016 signed by the said \_\_\_\_\_ in the presence of

(Witness)

(Signature must agree with the specimen signature registered with the Company)

Affix Revenue Stamp
Signature

**Note:**

1. Proxies, in order to be effective, must be received at the Company's Registered Office or Share Registrar not less than 48 hours before the meeting and must be duly stamped, signed and witnessed.
2. CDC shareholders and their proxies are requested to attach an attested photocopy of their CNIC or Passport with this proxy form before submission to the Company.



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