



AHL/CS/1110/17

May 26, 2017

The General Manager
Pakistan Stock Exchange Ltd
Stock Exchange Building,
Stock Exchange Road
Karachi.

Subject: NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Enclosed please find a copy of the Notice of Annual general meeting of the company to be held on Monday, June 19, 2017 at 11:00 A.M, for your information and record.

Thanking you.

Yours truly,
For Atlas Honda Limited

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) 5120457

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) : 883414

NOTICE OF 53rd ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty Third Annual General Meeting of the members of Atlas Honda Limited will be held on Monday June 19, 2017, at 11:00 A.M., at Faletti's Hotel, 24 – Egerton Road, Lahore, to transact the following business:

ORDINARY BUSINESS

1. To confirm minutes of the Extraordinary General Meeting held on March 14, 2017.
2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended March 31, 2017, together with the Directors' and Auditors' reports thereon.
3. To appoint auditors and fix their remuneration for the year ending March 31, 2018. 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. 18.5 per share i.e. 185% for the year ended March 31, 2017 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, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that the Company may circulate the annual balance sheet and profit and loss account, auditor's report, directors report etc. to its members through CD/DVD/USB instead of in hardcopy at their registered addresses".

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: May 29, 2017

By Order of the Board



Umair Mukhtar
Company Secretary

NOTES:

1. The share transfer books of the Company will remain closed from June 6, 2017 to June 19, 2017 (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 5, 2017 will be considered in time for the purpose of payment of final dividend to the transferees.

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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 2017.
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. 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 Securities and Exchange Commission of Pakistan (SECP).
4. In compliance with the SECP directives vide SRO 787(1)/ 2014 dated September 8, 2014, soft copies of the Annual Report 2016 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.
5. As per the directives by SECP vide its notice number 8(4) SM/CDC 2003 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 on the Company's website.
6. 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.
7. Pursuant to the provisions of Finance Act, 2016, 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	20.0%

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

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that their names appear in the latest available ATL on FBR website, otherwise tax on their cash dividend will be deducted @ 20% for non-filers.

8. As per FBR's clarification, the valid exemption certificate under section 159 of the ordinance is mandatory to claim exemption of withholding tax under clause 47B of part IV of 2nd Schedule of the Income tax Ordinance, 2001. Those who fall in the category mentioned in the aforesaid clause must provide valid tax exemption certificate to our share registrar, otherwise tax will be deducted on dividend amount as per rates prescribed in Section 150 of the Income tax Ordinance, 2001.
9. In case of joint shareholder, each shareholder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each shareholder as may be notified by the shareholders, in writing as follows, to our share registrar, or if no such notification is received each shareholder shall be assumed to have an equal number of shares:

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 05, 2017 otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint shareholder(s).

STATEMENT UNDER SECTION 160 (1)(b) OF THE COMPANIES ORDINANCE, 1984

ITEM NO. 6 OF THE AGENDA

To give effect to the notification SRO 470(I)/2016 of the SECP, shareholder's approval is sought to allow the Company to circulate its Annual Report through CD/DVD/USB to all members. The company however, shall place on its website a standard request form to enable those members requiring a hardcopy of the Annual Report instead of through CD/DVD/USB, to intimate the Company of their requirement.



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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 53rd Annual General Meeting of the Company
to be held at Falleti's Hotel, 24 – Egerton Road, Lahore, on Monday, June 19, 2017 at
11:00 a.m. and at any adjournment thereof.

As witness my/our hand this _____ day of _____ 2017
signed by the said _____ in the presence of

(Witness)

Signature must agree with the
Specimen signature registered
With the Company

Affix Revenue Stamp
Signature

Notes:

- Proxies in order to be effective, must be received at the Company's Registered Office/Shares Registrar not less than 48 hours before the meeting and must be duly stamped, signed and witnessed.
- 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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