



February 19, 2020

AHL/CS/1531/2020

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

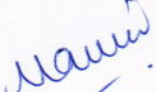
Dear Sir,

Subject: Notice of Extraordinary General Meeting

Enclosed please find a copy of the Notice of Extraordinary general meeting of the Company to be held on Friday, March 13, 2020, for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

For Atlas Honda Limited,


Marium Ahmed
Company Secretary



Atlas Honda Limited

Karachi Plant: F-36, Estate Avenue, S.I.T.E., Karachi. **UAN :** 111-111-245, **Ph:** (92-21) 32575561-65, 32555561-5 **Fax:** (92-21) 32563758

Sheikhupura Plant: 26-27 Km, Lahore-Sheikhupura Road, Sheikhupura. **Ph:** (92-56) 3406501-08, 3406007-8, 3406016 **Fax:** (92-56) 3406009

Lahore Office: 01 Mcleod Road Lahore-5400. **UAN:** (92-42)111-111-245, **Ph:** (92-42) 37225015-17, 37233515-17 **Fax:**(92-42) 37351119

Faisalabad Office: 1st Floor, Meezan Executive Tower, 4 - Liaquat Road, Faisalabad. **Ph:** (92-41) 2541011-15 **Fax:**(92-41) 2541017

Multan Office: Azmat Wasti Road, Multan. **UAN :** (92-61) 111-112-411 **Ph:** (92-61) 4571989, 4540054, 4570431-4 **Fax:** (92-61) 4541690

Islamabad Office: Islamabad Corporate Center Plot # 784/785 Gohlra Road Islamabad. **Ph:** (92-51)5495921-7 **Fax:** (92-51)5495928

Hyderabad Office: Dawood Center 2nd Floor Auto Bahan Road, Latifabad, Hyderabad. **Ph:** (92-22) 3411361-9 **Fax:**(92-22) 3411370

Rahimyar Khan Office: Makhdoom Altaf Road, West Sadiq Canal Bank, Near City School, Rahim Yar Khan. **Ph:** (068) 5883415-19, 5888418-20 **Fax:**(068) 5883414



Notice is hereby given that Extraordinary General Meeting of the members of **Atlas Honda Limited** ("the Company") will be held on Friday, March 13, 2020 at 11:00 a.m. at Avari Hotel, Mall Road, Lahore to transact the following businesses.

1. To confirm the minutes of the 55th Annual General Meeting held on June 21, 2019.
2. To elect 8 (Eight) Directors of the Company as fixed by the Board for next term of 3 (three) years commencing from March 14, 2020, in accordance with the provisions of the Section 159 of the Companies Act, 2017. The names of retiring Directors are as under and are eligible for re-election:
 - i. Mr. Aamir H. Shirazi
 - ii. Mr. Abid Naqvi
 - iii. Mr. Hirofumi Yada
 - iv. Mr. Hironobu Yoshimura
 - v. Mr. Jawaid Iqbal Ahmed
 - vi. Mr. Sanaullah Qureshi
 - vii. Mr. Yukitoshi Fujisaka
 - viii. Mr. Saquib H. Shirazi
3. To transact any other business with the permission of the Chair.

By Order of the Board

Marrum Ahmed
Marrum Ahmed
Company Secretary



Karachi: February 19, 2020

NOTES:

1. BOOK CLOSURE

The share transfer books of the Company will remain closed from March 6, 2020 to March 13, 2020 (both days inclusive). Transfers received in order by our 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 March 5, 2020 will be considered in time to attend and vote at the meeting.

2. ELECTION OF DIRECTORS

The term of the office of the present Board of the Company will expire on March 13, 2020. In terms of Section 159(1) of the Companies Act, 2017 the Board has fixed the number of Directors at 8 (eight) through a resolution passed in the meeting of the Board held on January 24, 2020, to be elected in the Extraordinary General Meeting of the Company for a period of next 3 (three) years. Any person who seeks to contest election to the office of Director shall, whether he/she is a retiring Director or otherwise, file with the Company following documents at the registered office of the Company / Shares Registrar, not later than (14) fourteen days before the date of the Extraordinary General Meeting:

- a. a notice of his/her intention to offer himself/herself for the election of Directors under section 159 (3) of the Companies Act, 2017;
- b. Consent to act as a Director in Form 28 under section 167 of the Companies Act, 2017;
- c. Detailed profile along with his/her office address;
- d. Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria, as set out in Section 153 of the Companies Act, 2017 to act as Director or an Independent Director of a listed company;
- e. Attested copy of valid CNIC and NTN;

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- f. Independent Director(s) shall meet the Criteria laid down in Section 166 of the Companies Act, 2017, and the Companies (Manner and Selection of Independent Directors) Regulation 2018; accordingly the following additional documents are to be submitted by the candidates intending to consent election of Directors as an Independent Director:
- Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019;
 - Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulation 2018.

The final list of contesting Directors will be circulated not later than 7 (seven) days before the date of the Extraordinary General Meeting, in terms of section 159(4). Further the website of the Company will also be updated with the required information.

3. APPOINTMENT OF PROXY

A member entitled to attend and vote at the Extraordinary 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 (forty eight) hours before the time of the meeting. The form of proxy is appended to the notice of Extraordinary General Meeting and being dispatched to the Members.

4. CDC ACCOUNT HOLDERS

Any individual Beneficial Owner of CDC entitled to attend and vote at this Extraordinary 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 guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the SECP.

5. POSTAL BALLOT

Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of directors, where in case number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right to vote through postal ballot, that is voting by post in accordance with the requirements and procedure contained in the aforesaid regulations.

6. VIDEO CONFERENCE FACILITY

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 (ten) days prior to date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that City. The Company will intimate members regarding venue of video conference facility at least 5 (five) days before the date of the Extraordinary General Meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a member of Atlas Honda Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt for video conference facility at _____.

Signature of Member

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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 Extraordinary General Meeting of the
 Company to be held at the Avari Hotel, Mall Road, Lahore, on Friday March 13, 2020 at
 11:00 a.m. and at every adjournment thereof.

As witness my/our hand this _____ day of _____ 2020
 signed by the said _____ in the presence of

(Witness)

Signature must agree with the
 Specimen signature registered
 With the Company

Affix Revenue Stamp Signature
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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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