Atlas Honda

June 4, 2014

AHL/CS/571/2014

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

The Secretary
Lahore Stock Exchange Limited
19- Khayaban-e-Aiwan-e-Iqbal
Lahore 54000.

Dear Sir,

<u>Subject: Notice of Annual General Meeting</u>

Enclosed please find a copy of the Notice of Annual general meeting of the Company to be held on June 26, 2014, for your information and record.

Thanking you,

For Atlas Honda Limited,

Syed Tanvir Hyder
Company Secretary

ATLAS HONDA LTD.

Atlas Honda Limited.
Karachi Plant: F-36, Estate Avenue, S.I.T.E., Ph: (92-21) 32575561-5 Fax: (92-21) 32563758

Sheikhupura Plant: 26-27 km LHR-SKP Road, Sheikhupura, Pakistan **Ph:** (056) 3406501-6, **Fax:** (056) 3406009.
Lahore Office: 1-McLeod Road, Lahore. **Phones:** (92-42) 37225015-17, 37233515-17. **Fax:** (92-42) 37351118.
Multan Office: Azmat Wasti Road. **Phones:** (92-61) 4571989, 4540054. **Fax:** (92-61) 4541690.
Rawalpindi Office: 60 Bank Road, Saddar, Rawalpindi. **Phone:** (92-51) 5120494-96. **Fax:** (92-51) 5120497.

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NOTICE OF 50th ANNUAL GENERAL MEETING

Notice is hereby given that the Fiftieth Annual General Meeting of the members of Atlas Honda Limited will be held on Thursday June 26, 2014, at 12:30 P.M., at the registered office, 1-Mcleod Road, Lahore, to transact the following businesses after recitation of the Holy Quran:

ORDINARY BUSINESS:-

1. To confirm the minutes of the Extra Ordinary General Meeting held on March 20, 2014.

2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended March 31, 2014, together with the Directors' and Auditors' reports thereon.

3. To appoint auditors and fix their remuneration for the year ending March 31, 2015. The present auditors M/s 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. 10 per share i.e. 100% for the year ended March 31, 2014 as recommended by the Board of Directors.

SPECIAL BUSINESS

5. To consider and approve change in Article 90 of the Articles of Association of the Company.

   To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

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

   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.

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In lieu of

90. The qualification of a Director shall be the holding of ordinary shares in the Company at least of the nominal value of Rs. 25,000 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 under section 160(1)(b) of the Companies Ordinance, 1984 pertaining to the Special Businesses referred to above is annexed to this Notice of Meeting.

OTHER BUSINESS

6. To transact any other business as may be placed before the meeting with the permission of the Chair.

By Order of the Board

Karachi: June 5, 2014

Syed Tanvir Hyder
Company Secretary

NOTES:

1. The share transfer books of the company will remain closed from June 17, 2014 to June 26, 2014 (both days inclusive).

2. A member entitled to attend 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. Proxies in order to be effective must be received at the Registered Office or the Share Registrar of the Company not less than 48 hours before the time of the meeting.

3. Any individual Beneficial Owner of Central Depository Company of Pakistan Limited (CDC), entitled to attend and vote at this Annual General Meeting must bring the Computerized National Identity Card (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. Representatives of corporate members should bring the usual documents required for such purpose.

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4. The members are requested to notify the Company immediately of the change in their addresses, if any.

5. Members are requested to provide by mail or fax, photocopy of their CNIC, and in case of foreigner, copy of Passport, unless it has already been provided and e-mail address to enable the Company to comply with the relevant laws.

6. For the convenience of the members a Proxy Application Form is attached at the end of this Notice.

7. As per the directions to all listed companies by SECP vide Letter No. 8(4) SM/CDC 2008 Dated: April 05, 2013 all shareholders and the Company are encouraged to put in place an effective arrangement for Payment of Cash Dividend Electronically (E-Dividend) through mutual co-operation. For this purpose, the members are requested to provide Dividend Mandates including Name, Bank Account Number, Bank and Respective branch address to the Company in order to adhere the envisaged guidelines.

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

This statement is annexed to the Notice of the Fiftieth Annual General Meeting of Atlas Honda Limited to be held on June 26, 2014 at which certain special businesses is to be transacted. The purpose of this statement is to set forth the material facts concerning such special businesses.

ITEM NO. 5 OF THE AGENDA

Presently, the qualification of the directors is holding of shareholding of nominal value of at least Rs. 25,000. In order to facilitate the representation of independent directors on the Board, it is proposed to rationalize the qualification shares requirement of directors.

ATLAS HONDA LTD.

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 ______________ behalf at the 50th Annual General Meeting of the Company to be held at the Registered Office of the Company at 1-Mcleod Road, Lahore, on Thursday, June 26, 2014 at 12:30 P.M. and at every adjournment thereof.

As witness my/our hand on this ______________ day of 2014 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 Computerised National Identity Card or Passport with this proxy form before submission to the Company.

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