Atlas Honda

AHL/CS/1247/18

June 06, 2018

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 Thursday, June 28, 2018 at 11:00 A.M, for your information and record.

Thanking you.

Yours truly,
For Atlas Honda Limited

ATLAS HONDA LTD.

Marrium 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 **Fax:** (92-56) 3406009
Lahore Office: 01 Mcleod Road Lahore-5400, **Ph:(92-42)** 37225015-17, 37233515-17 **Fax:** (92-42) 37351119
Faislabad Office: 1st Floor, Meezan Executive Tower, 4 - Liaquat Road, Faisalabad, **Ph:** (92-41) 2541011-17 **Fax:** (92-41) 2541017
Multan Office: Azmat Wasti Road, Multan, **UAN :** (92-61) 111-112-411 **Ph:** (92-61) 4571989, 4540054 **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 **Fax:** (068) 5883414

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NOTICE OF 54TH ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty Fourth Annual General Meeting of the members of Atlas Honda Limited will be held on Thursday June 28, 2018, at 11:00 A.M., at the Avari Hotel, Mall Road, Lahore, to transact the following business:

ORDINARY BUSINESS

1. To confirm minutes of the Annual General Meeting held on June 19, 2017.

2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended March 31, 2018, together with the Directors' and Auditors' reports thereon.

3. To appoint auditors and fix their remuneration for the year ending March 31, 2019. 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. 27 per share i.e. 270 % for the year ended March 31, 2018 as recommended by the Board of Directors.

SPECIAL BUSINESS

5. To consider, and if thought fit, to pass the following resolution as a Special Resolution with or without modification to amend the Articles of Association of the Company to bring the Articles in conformity :

   "RESOLVED *that the existing Articles of Association of the Company be and are hereby amended to bring them in conformity with the Companies Act 2017and for that purpose, the Revised Articles of Association of the Company, as initialed by the CEO for the purpose of identification, be and are hereby adopted as Articles of Association of the Company, in substitution of and to the exclusion of the existing Articles of Association.*

OTHER BUSINESS

6. To transact any other business with the permission of the Chair.

By Order of the Board

Karachi: June 6, 2018

Marrium Ahmed
Company Secretary

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NOTES:

i. The share transfer books of the Company will remain closed from June 14, 2018 to June 28, 2018 (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 13, 2018 will be considered in time for the purpose of payment of final dividend to the transferees.

ii. 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, instrument appointing Proxy 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 2018.

iii. Members holding physical shares are requested to notify any change in their addresses immediately to oUr Share Registrars, M/S Hameed Majeed Associates (Private) Limited, H.M House, 7-Bank Square, Shahrah-e-Quaid-e-Azam, Lahore, Pakistan.

iv. Any Individual Beneficial Owner of CDC, entitled to vote at this Meeting, must bring his / her original Computerized National Identity Card (CNIC) to prove identity, and in case of proxy, a copy of shareholder's attested CNIC must be attached with the proxy form. Representatives of corporate members should bring the usual documents required for such purpose.

CDC Account Holders will also have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

A. For Attending the Meeting:

(i) In case of individuals, the account holder or sub-account 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 his / her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.

(ii) Members registered on CDC are also requested to bring their particulars, I.D. Numbers and account numbers in CDS.

(iii) 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.

B. For Appointing Proxies:

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(i) In case of individuals, the account holder or sub-account 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.

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(ii) The proxy form shall be witnessed by the person whose name, address and CNIC number shall be mentioned on the form.

(iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

(iv) The proxy shall produce his / her original CNIC or original passport at the time of Meeting.

(v) 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.

v. Circulation of Annual Audited Accounts via Email / CD / USB / DVD or Any Other Media

SECP through its SRO 470(1)/2016, dated May 31, 2016, has allowed companies to circulate the annual balance sheet, profit and loss account, auditors' report and Directors' report etc ("annual audited accounts") to its members through CD/DVD/USB at their registered addresses. In view of the above, the Company has sent its Annual Report 2018 to its shareholders in the form of CD. Any member requiring printed copy of Annual Report 2018 may send a request using a Standard Request Form placed on Company website.

Members are hereby informed that pursuant to SECP SRO 787(1)/2014 dated September 8, 2014, and under Section 223(6) of the Companies Act 2017, circulation of Audited Financial Statements and Notice of Annual General Meeting has been allowed in electronic format through email.

Members can request a hard copy which shall be provided free of cost within seven days from receipt of requisition.

vi. 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 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 days before the date of the Annual 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 ______________________.

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____
Signature of Member

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vii. **Submission of CNIC / SNIC / NTN**

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 / SNIC or NTN (in case of corporate entities) 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 / SNICs, 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 / SNIC / NTN details.

viii. **Dividend Mandate**

Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders. In order to receive dividends directly into their bank account, shareholders are requested to fill in Electronic Credit Mandate Form available on Company's website i.e. http://www.atlashonda.com.pk and send it duly signed along with a copy of CNIC to the Registrar of the Company M/S Hameed Majeed Associates (Private) Limited, H.M House, 7-Bank Square, Shahrah-e-Quaid-e-Azam, Lahore, Pakistan in case of physical shares. In case shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/ participant/CDC account services.

ix. **Unclaimed Dividend**

Pursuant to Section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years form the date it become due payable shall vest with the Federal Government after compliance of procedures prescribed under the Company Act, 2017. Section 244(I)(a) of the ACT requires the Company to give a 90 days' notice to the members to file their claims with the Company. Further SECP vide Direction No. 16 of 2017 issued on July 07, 2017 directed all listed Companies issued such notice to the members and submit statement of unclaimed shares or dividend or any other instruments which remain unclaimed or unpaid for a period of three years from the date it is due and payable as of May 30, 2017.

x. **Withholding Tax on Dividend**

Pursuant to the provisions of Finance Act, 2017, 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	15.0%
'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.

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To enable the Company to withhold tax @ 15% 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 @ 20% for non-filers.

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 13, 2018 otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint shareholder(s).

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.

xi. E-Voting

Members can also exercise their right of E-voting subject to the requirements of S. 143 - 145 of the Companies Act 2017 and the applicable clauses of the Companies (Postal Ballot) Regulations 2018.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT 2017

Alteration in the articles of the Articles of Association of the Company is necessary in the light of the Companies Act, 2017. The proposed changes in the Articles of Association of the Company are being made to bring the articles in conformity with the Companies Act, 2017.

The Comparative statement of proposed amendments is being sent to the Members along with this Notice.

The Directors have no personal interest in the above business.

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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 54th Annual General Meeting of the Company to be held at Avari Lahore, Mall Road, Lahore, on Thursday, June 28, 2018 at 11:00 a.m. and at any adjournment thereof.

As witness my/our hand this__________day of____________________2018
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 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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