AHL/CS/1398/19

May 30, 2019

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 Friday, June 21, 2019 at 11:00 A.M, for your information and record.

Thanking you.

Yours truly,
For Atlas Honda Limited

Marrium Ahmed
Company Secretary

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Atlas Honda

NOTICE OF 55TH ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty Fifth Annual General Meeting of the members of Atlas Honda Limited will be held on Friday June 21, 2019, at 11:00 A.M., at the Avari Hotel, Mall Road, Lahore, to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting held on June 28, 2018.

2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended March 31, 2019, together with the Directors' and Auditors' reports thereon.

3. To appoint auditors and fix their remuneration for the year ending March 31, 2020. The retiring auditors M/s ShineWing Hameed Chaudhri & Co., Chartered Accountants, being eligible have offered themselves for reappointment.

4. To consider and approve the payment of final cash dividend for the year ended March 31, 2019 @ 100% i.e. Rs. 10 per share as recommended by the Board. This is in addition to Rs. 10 per share i.e. 100% interim cash dividend already paid.

SPECIAL BUSINESS

5. To consider and approve the bonus share issue @ 20% (one bonus shares for every five shares held) for the year ended March 31, 2019 as recommended by the Board of Directors.

   To consider, and if thought fit, to pass with or without modification, the following resolutions as Ordinary Resolutions:

   ***"RESOLVED** that a sum of Rs. 206,813,230 be capitalized out of the Company's profit available for appropriation for issuing 20,681,323 fully paid ordinary shares of Rs. 10/- each as bonus shares, to be allotted to those shareholders whose names appear in the register of members at the close of business June 06, 2019, in proportion of 1 (one) bonus share for every 5 (five) shares held by the member. The said shares shall rank pari passu with the existing shares of the Company in all respect except that they do not qualify for final cash dividend declared for the year ended March 31, 2019."*

   *"**FURTHER RESOLVED** that fractional shares of the members shall be consolidated into the whole shares and sold in the stock market and the sale proceeds shall be donated to any charitable institution."*

   *"**FURTHER RESOLVED** that the director be and are hereby authorized to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required for the issue, allotment and distribution of bonus shares."*

The Statement under Section 134(3) of the Companies Act, 2017, pertaining to the special business referred to above is being circulated to the members along with the Notice of the Meeting.

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OTHER BUSINESS

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

By Order of the Board

Karachi: May 31, 2019

Marrium Ahmed
Company Secretary

NOTES:

i. Closure of Share Transfer Books

The share transfer books of the Company will remain closed from June 07, 2019 to June 21, 2019 (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 06, 2019 will be considered in time for determination of entitlement of shareholders to cash dividend, bonus shares and to attend and vote at the meeting.

ii. Participation in Annual General Meeting

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 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 dispatched with the Annual Report 2019.

iii. Change of Address

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. Further Guidelines for CDC Account Holders

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.

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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:

(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.

(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 2019 to its shareholders in the form of CD. Any member requiring printed copy of Annual Report 2019 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.

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In compliance with the above requirements, soft copies of the Annual Report 2019 are being emailed to the members having opted to receive such communication in electronic format. Other members who wish to receive the Annual Report 2019 in electronic form may file an application as per the form at provided on the Company's website in compliance with the subject SRO. The members who have provided consent to receive Annual Report 2019 can subsequently request any other media including hard copy which shall be provided free of cost within seven days.

Members are also requested to intimate any change in their registered email addresses on a timely manner, to ensure effective communication by the Company.

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 ____________________.

____

Signature of Member

vii. 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 / NTN 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.

viii. 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

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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.

ix. Details of beneficial Ownership

Attention of corporate entities / legal persons is also invited towards SECP Circular No. 16 and 20 of 2018. Respective shareholders (corporate entities / legal persons) are advised to provide the information pertaining to ultimate beneficial owners and / or other information as prescribed in the subject SECP Circulars to the Share Registrar of the Company.

x. **Zakat Declaration (CZ-50)**

Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the share (Rs. 10 each) and will be deposited within the prescribed period with the relevant authority. In case of claiming exemption, please submit your Zakat Declaration under Zakat and Ushr Ordinance, 1980 and Rule 4 of Zakat (Deduction and Refund) Rules, 1981, CZ-50 Form with our Share Registrar. Physical shareholders are requested to submit the said declaration to our Share Registrar in the proper manner. The Shareholders must write Atlas Honda Limited's name and their respective CDS A/C # or Folio numbers on Zakat Declarations at relevant place.

xi. Withholding Tax on Dividend

Pursuant to the provisions of Finance Act, 2018, 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.

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)

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The required information must reach the shares registrar of the Company by the close of business on June 06, 2019 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.

xii. 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.

xiii. Placement of Financial Statements on Website:

The Financial Statements of the Company for the year ended March 31, 2019 along with reports have been placed on the website of the Company: https://www.atlashonda.com.pk/financial-reports/

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

The Statement sets out the material facts concerning the Special Business, given in agenda item no. 5 of the Notice that will be considered by the members.

The Board of Directors has recommended to the members of the Company to approve 20% fully paid bonus issue for the year ended March 31, 2019 and thereby capitalize a sum of Rs. 206,813 thousand. The Directors have also recommended that all the fractional bonus shares shall be consolidated and the Directors be authorized to consolidate and sell the fractional shares so combined in the stock market *and the sale proceeds shall be donated to any charitable institution.*

The directors are interested in the business only to the extent of their entitlement of dividends and bonus shares as ordinary shareholders.

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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 55th Annual General Meeting of the Company to be held at Avari Lahore, Mall Road, Lahore, on Friday, June 21, 2019 at 11:00 a.m. and at any adjournment thereof.

As witness my/our hand this__________day of____________________2019
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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