HONDA

Honda Atlas Cars (Pakistan) Ltd.
43-Km Multan Road,
Manga Mandi, Lahore. (Pakistan)
Tel : (042) 35384671-80
Fax : (042) 35384691-92
Web : www.honda.com.pk

May 20, 2014
Fax: 021-111-573-329

The General Manager,
Karachi Stock Exchange (Guarantee) Ltd.
I.I. Chundrigar Road,
Karachi.

Sub: **Notice of Annual General Meeting for the Year ended March 31, 2014**

Dear Sir,

Please find enclosed herewith a copy of the notice of 22nd Annual General Meeting of the company to be held on June 26, 2014 for your information and record.

Please circulate this information to members of the exchange accordingly.

Thanking you.

Yours truly,
For Honda Atlas Cars (Pakistan) Ltd.,

S. Ali K.
(Sardar Abid Ali Khan)
Vice President & Co. Secretary

Honda Atlas Cars (Pakistan) Limited
1-Mcleod Road, Lahore
Notice of Annual General Meeting 2014

Notice is hereby given that 22nd Annual General Meeting of shareholders of Honda Atlas Cars (Pakistan) Limited will be held on Thursday, June 26, 2014 at 10:30 a.m. at Faletti's Hotel, 24-Egerton Road, The Mall, Lahore to transact the following business:

1. To confirm the minutes of the Annual General Meeting held on Thursday June 27, 2013;
2. To approve and adopt the annual audited financial statements for the year ended March 31, 2014 together with the Directors' and Auditors' reports thereon;
3. To approve cash dividend @ 30% (Rs. 3.0 per share) for the year ended March 31, 2014 as recommended by the Board of Directors;
4. To appoint Auditors for the next financial year and fix their remuneration.

Special business:

5. To approve the additional remuneration of Chairman & Executive directors for the year 2013-14 and remuneration for the year 2014-15 and adopt the following special resolution:

   "Resolved that the additional remuneration of Chairman (Non-Executive) of Rs. 4.89 million, CEO for Rs 0.06 million and one full time working director amounting for Rs 1.21 million for the year ended March 31, 2014 be and is hereby approved."

   "Resolved that the remuneration of Chairman (Non-Executive) amounting to Rs. 26.0 million, President/CEO of Rs. 14.5 million and one full-time director amounting to Rs. 13.5 million, which includes allowances and other benefits, as per terms of their employment for the year ending March 31, 2015 be and is hereby approved."

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

S. Abid A.K.

By order of the Board

Lahore: June 05, 2014

(Sardar Abid Ali Khan)
Vice President & 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 the Annual General Meeting may appoint another member as a proxy to attend and vote on his/her behalf. The proxy forms must be received at Registered Office of the Company duly stamped, signed and witnessed; not later than 48 hours before the time of the meeting.

3. Any individual Beneficial Owner of Central Depository Company of Pakistan Ltd. (CDC), entitled to attend and vote at this meeting, must bring his/her CNIC or passport along with CDC account number to prove his/her identity and in case of proxy must enclose attested copy of his/her CNIC or passport. Representatives of corporate members should bring the usual documents required for such purpose.

4. Members are requested to immediately inform company's share registrar "M/s Hameed Majeed Associates, HM-House, 7-Bank Square, Lahore." of any change in their address.
5. Members are requested to provide copy of their CNIC or passport (in case of foreigner) unless it has been provided earlier enabling the company to comply with the relevant laws.

Statement under section 160(1)(b) of the Companies Ordinance 1984;

As per requirements of the new Code of Corporate Governance 2012 and Articles of Association of the Company, approval of Chairman's remuneration is required as 'non-executive director' from shareholders. Further remuneration of two executive directors is also required to be approved by Shareholders. The remuneration of Chairman and executive directors has already been approved by the board of directors in their meeting held on May 15, 2014.

There is no specific interest of the directors in this special resolution, except that mentioned therein.