

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting (EOGM) of the members of Atlas Honda Limited ("the Company") will be held on Monday, March 13, 2023 at 11:00 a.m. at Avari Hotel, Mall Road, Lahore to transact the following businesses.

- To confirm the minutes of the 58<sup>th</sup> Annual General Meeting held on June 24, 2022.
- To elect 8 (Eight) Directors of the Company as fixed by the Board for next term of 3 (three) years commencing from March 14, 2023, 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:
  - Mr. Aamir H. Shirazi
  - Mr. Abid Naqvi
  - Mr. Sanaullah Qureshi
  - Ms. Mashmooma Zehra Majeed
  - Mr. Masanori Kito
  - Mr. Kazushi Yamanaka
  - Mr. Shunsuke Miyazaki
  - Mr. Saquib H. Shirazi
- To transact any other business with the permission of the Chair.

By Order of the Board



Maheen Fatima  
Company Secretary

Karachi: February 20, 2023

### NOTES:

#### 1. BOOK CLOSURE

The share transfer books of the Company will remain closed from March 6, 2023 to March 13, 2023 (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, 2023 will be considered in time to attend and vote at the meeting.

#### 2. 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 EOGM 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

#### 3. POSTAL BALLOT

Pursuant to Companies (Postal Ballot) Regulations 2018, read with sections 143-145 of the Companies Act 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or electronic mode, in accordance with the requirement and procedure contained in the aforesaid sections.

#### 4. PARTICIPATION IN EXTRA ORDINARY GENERAL MEETING (EOGM)

All shareholders entitled to attend, speak and vote at this EOGM shall be entitled to appoint another shareholder, as a proxy to attend and vote on his / her behalf. A corporate entity, being shareholder, may appoint any person, regardless whether they are a shareholder or not, as its proxy. In case of corporate entities, a resolution of the board of directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company along with a completed proxy form.

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 shareholders, a Proxy Application Form is dispatched along with the Notice of EOGM.

CDC account holders will further have to follow the under mentioned guidelines as laid down by the SECP :

##### A. For Attending the Meeting:

- 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 his/her original valid CNIC or the original passport at the above mentioned email address at least 48 hours before the EOGM
- In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be shared on the above mentioned email address at least 48 hours before the EOGM (unless it has been provided earlier)

##### B. For Appointing Proxies:

- 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
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form
- The proxy shall produce original valid CNIC or original passport at the above mentioned email address at least 48 hours before the meeting
- In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted on the email address mentioned above at least 48 hours before the meeting (unless it has been provide earlier) along with proxy form to the Company
- Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form

#### 5. STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

##### ELECTION OF DIRECTORS

The term of the office of the present Board of the Company will expire on March 13, 2023. In terms of Section 153(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 25, 2023, to be elected in the EOGM 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 EOGM:

- a notice of his/her intention to offer himself/herself for the election of Directors under section 159(3) of the Companies Act, 2017;
- Consent to act as a Director in Form 28 under section 167 of the Companies Act, 2017;
- Signed declaration to the effect that he/she is aware of duties and powers of Directors under the Companies Act 2017, Memorandum and Articles of Association of the Company, Rule Book of Pakistan, Stock Exchange Limited, the Listed Companies (Code of Corporate Governance) Regulations 2019 and other relevant Laws and regulations;
- Signed declaration that he/she is compliant with requirements and eligibility / qualification criteria as set out in the Companies Act 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations for appointment as Director/Independent Director of a Listed Company;
- Detailed profile along with his/her office address for placement on the Company's website;
- Detail of directorship offices held;
- Copy of Valid CNIC (incase of Pakistan National) / Passport (incase of Foreign National) and NTN & Folio no./ CDC investor Account No./CDC Sub Account no. (applicable for person filling consent for the first time);
- Independent Director(s) shall meet the criteria laid down in Section 166(2) of the Companies Act, 2017, and the Companies (Manner and Selection of Independent Directors) Regulation 2018 and his/her name is included in the databank of Independent directors maintained by Pakistan Institute of Corporate Governance(PICG) duly authorized by the Securities & Exchange Commission of Pakistan, 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 EOGM, in terms of section 159(4). Further, the website of the Company will also be updated with the required information.