



Honda Atlas Cars (Pakistan) Limited Notice of Annual General Meeting 2019

Notice is hereby given that 27th Annual General Meeting of shareholders of Honda Atlas Cars (Pakistan) Limited will be held on Thursday, June 27, 2019 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 28, 2018;
2. To approve and adopt the annual audited financial statements for the year ended March 31, 2019 together with the Directors' and Auditors' reports thereon;
3. To approve cash dividend @121.5% (Rs. 12.15 per share) for the year ended March 31, 2019 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 remuneration of Chairman & Executive directors for the year 2019-20 and adopt the following resolution:
"The remuneration of Chairman (Non-executive Director) amounting to Rs. 45.5 million (2018-19: Rs. 39.4 million) which includes allowances and other benefits be and is hereby approved for the year ending March 31, 2020."
"The remuneration of President/CEO amounting to Rs. 14.2 million (2018-19: Rs. 9.2 million) and one full-time director for Rs. 15.5 million (2018-19: Rs. 12.4 million) which includes allowances and other benefits, be and is hereby approved for the year ending March 31, 2020"
6. To transact any other business with permission of the Chairman.

Lahore: June 2, 2019

By order of the Board
(Maqsood ur Rehman Rehmani)
Company Secretary & Vice President (Admin.)

NOTES:

1. The share transfer books of the company will remain closed from June 17, 2019 to June 27, 2019 (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 and 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.
5. The shareholders residing in a city and collectively holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the company at the address given hereinabove at least 7 days prior to the date of the meeting.

Statement under section 134(3) of the Companies Act 2017;

As per requirements of the Articles of Association of the Company, approval of the Chairman's remuneration as 'non-executive director' and remuneration of two executive directors is 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 20, 2019.

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