

# Honda Atlas Cars (Pakistan) Limited

## Notice of Annual General Meeting 2018

Notice is hereby given that 26th Annual General Meeting of shareholders of Honda Atlas Cars (Pakistan) Limited will be held on **Thursday, June 28, 2018 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 Extra Ordinary General Meeting held on April 26, 2018,
2. To approve and adopt the annual audited financial statements for the year ended March 31, 2018 together with the Directors' and Auditors' reports thereon,
3. To approve 41.8% (Rs 4.18 per share) cash dividend paid in July 2017 for the year ended March 31, 2017,
4. To approve cash dividend @ 227.5% (Rs 22.75 per share) for the year ended March 31, 2018,
5. To appoint Auditors for the next financial year and fix their remuneration.

### Special business:

6. To approve remuneration of Chairman & Executive Directors for the year 2018-19 and adopt the following resolution:  
 "The remuneration of Chairman (Non-executive Director) amounting to Rs. 40.6 million (2017-18: Rs. 33.55 million) which includes allowances and other benefits be and is hereby approved for the year ending March 31, 2019."  
 "The remuneration of President/CEO amounting to Rs. 14.4 million (2017-18: Rs. 14.4 million) and one full-time director for Rs. 14.1 million (2017-18: Rs. 15.1 million) which includes allowances and other benefits, be and is hereby approved for the year ending March 31, 2019"
7. To consider and approve the transactions carried out with related parties in the normal course of business and approve the following resolutions:  
 "RESOLVED that the transactions carried out in normal course of business with associated companies as disclosed in respective notes to the audited financial statements for the year ended March 31, 2018 be and are hereby ratified and approved."  
  
 "FURTHER RESOLVED that the Chief Executive Officer of the Company be and is hereby authorized to approve all the transactions to be carried out in normal course of business with associated companies during the ensuing year ending March 31, 2019 and in this connection the Chief Executive Officer be and is hereby also authorized to take any and all necessary actions and sign/execute any and all such documents indentures as may be required in this regard on behalf of the Company."
8. To transact any other business with permission of the Chairman.

Lahore: June 06, 2018

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

### NOTES:

1. The share transfer books of the company will remain closed from June 18, 2018 to June 28, 2018 (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;

#### Remuneration of Directors

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 15, 2018.

#### Transactions with Related Party

Item 7 of the Agenda, authorization in being sought for the transactions carried out and to be carried out with related parties during the ensuing year ending March 31, 2019 in the ordinary course of business. The transactions with holding company & its subsidiary companies were carried out during the year, therefore, these transactions have been placed before the members of the Company for their approval.

The Company shall continue to carry out transactions with the related parties in its ordinary course of business till next annual general meeting. Therefore, such transactions with related party have to be approved by the shareholders. The shareholders may authorize the Chief Executive to approve such transactions till the next annual general meeting when the same shall be placed before the shareholders for their approval/ratification.

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