



**Honda Atlas Cars (Pakistan) Ltd.**

43-Km Multan Road,  
Manga Mandi, Lahore. (Pakistan)

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Web : www.honda.com.pk

April 04, 2024

The General Manager,  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
Karachi.

**Notice of Extra Ordinary General Meeting (EOGM)**

Dear Sir,

Please find enclosed the Notice of EOGM to be held on April 25, 2024, for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,  
For Honda Atlas Cars (Pakistan) Limited,

Maqsood ur Rehman Rehmani  
Vice President & Company Secretary

CC: Director / HOD  
Surveillance Supervision and Enforcement Department  
Securities and Exchange Commission of Pakistan  
NIC Building, 63 Jinnah Avenue, Blue Area,  
Islamabad.

**Honda Atlas Cars (Pakistan) Limited**  
1-Mcleod Road, Lahore.  
**Notice of Extra Ordinary General Meeting**

Notice is hereby given that an Extra Ordinary General Meeting of shareholders of Honda Atlas Cars (Pakistan) Limited will be held on Thursday, April 25, 2024 at 11:00 a.m. at Faletti's Hotel, 24-Egerton Road, Lahore to transact the following business:

- I. To confirm the minutes of the last Annual General Meeting held on Friday, June 23, 2023.
- II. To elect nine Directors, as fixed by the Board of Directors in their meeting dated 24th January 2024, for a period of three years commencing from May 02, 2024 in accordance with the provisions of section 159(1) of the Companies Act, 2017. The following present directors are retiring:
  1. Mr. Aamir H. Shirazi
  2. Mr. Takafumi Koike
  3. Mr. Saquib H. Shirazi
  4. Mr. Shinobu Nakamura
  5. Mr. Hidenori Ashikawa
  6. Mr. Gaku Nakanishi
  7. Mr. Ariful Islam
  8. Mr. Muhammad Naeem Khan
  9. Ms. Rie Mihara
- III. To transact any other business with the permission of the Chairman.

All retiring directors shall be eligible to offer themselves for re-election.

**By order of the Board**



**(Maqsood ur Rehman Rehmani)**  
Company Secretary & Vice President

Lahore: April 04, 2024

**NOTES:**

1. The share transfer book of the Company will remain closed from April 19, 2024, to April 25, 2024 (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, Lahore, Pakistan by the close of business on April 18, 2024, will be considered in time to attend and vote at the meeting.
2. Any member entitled to attend and vote at the EOGM may appoint another member, as a proxy to attend and vote on his/her behalf. Proxies to be effective, must be received at the Registered Office of the Company duly stamped, signed, and witnessed; not later than 48 hours before the time of the meeting. Any individual Beneficial Owner of Central Depository Company of Pakistan Ltd. (CDC), entitled to attend and vote at this meeting, must bring his/her original CNIC or passport along with the CDC account number to prove his/her identity. In case of a proxy, he/she must enclose an attested copy of his/her CNIC or passport with a duly filled Proxy Form. The representative of the corporate member should bring the board of directors'/trustees' resolution/power of attorney with the specimen signature of the nominee (unless it has been provided earlier) at the time of the meeting. The CDC account holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the SECP.
3. If the Company receives request from members having 10% or more shareholding residing outside Lahore to participate in the meeting through video conference at least 10 (ten) days prior to the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. The Company will inform members regarding the venue of the 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.
4. Pursuant to the Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors where the number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right to vote through postal ballot or electronic voting in accordance with the requirements and procedure contained in the aforesaid regulations.
5. If the member(s) who offer themselves to be elected in a category are not more than the number of Directors to be elected in such category, such persons will be elected unopposed without the voting process.

6. Any member who seeks to contest the election of Director shall, whether he/she is a retiring Director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the above said meeting:

- a) Notice of his/her intention to offer himself/herself for the election as a Director in term of section 159(3) of the Companies Act, 2017, selecting any one category in which he/she intends to contest, in accordance with Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019. The categories of Directors and number of Directors to be elected in each category are as follows:

Category	Numbers of Directors to be Elected
Female Director	1
Independent Directors	3
Other Directors	5

- b) Consent to act as a Director as prescribed under section 167 of the Companies Act 2017.
- c) Detailed Profile including other Directorships/Offices held, if any, along with his/her address to be placed on the website of the Company.
- d) An attested copy of Computerized National Identity Card (CNIC)/Passport (in case of foreigner) and Taxpayer Registration Certificate.
- e) A declaration that:
- He/She is not ineligible to become a director of the Company under the Companies Act, 2017 and/or other applicable laws/rules/regulations.
  - He/She is not serving as a director including as an alternate director of more than seven listed companies including this Company (when elected/appointed as Director). Provided that this limit shall not include the directorships in the listed subsidiaries.
  - He/She is not engaged in the business of brokerage, or is not a spouse of such person or is not a sponsor, director or officer of a corporate brokerage house.
  - He/She has not been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution.
  - He/She is aware of the duties and powers of a Director under the applicable laws/rules/regulations, etc.
- f) Person contesting as Independent Director shall also submit:
- A declaration that he/she qualifies the criteria of independence under the Companies Act, 2017 and rules/regulations issued thereunder and that his/her name is listed on the data bank of independent directors maintained by an institute/organization duly notified by the Securities and Exchange Commission of Pakistan.
  - An 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) Regulations, 2018 along with relevant information supporting the undertaking.

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.

7. Members are requested to notify any change in their address to the Company's share registrar.

**Statements under section 166(3) of the Companies Act, 2017**

In compliance of Section 166(3) of the Companies Act, 2017, for an independent director, consent papers will be accepted from those persons who meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and after observing relevant requirements of rules/regulations issued thereunder including availability of their names on the data bank of independent directors maintained by an institute/organization duly notified by the Securities and Exchange Commission of Pakistan. Further, the company while selecting independent directors shall exercise its own due diligence and shall also assess respective competencies, diversity, skill, knowledge and experience of candidates. The Company shall ensure that independent directors are elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017.

No Director has direct or indirect interest in the above mentioned business except as shareholder and that he/she can contest for election of Directors.