

Note: These notices have been published in Business Recorder & Nawa-e-Waqt on dated September 05, 2019 in Karachi, Lahore & Islamabad.

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6 BUSINESS RECORDER KARACHI THURSDAY 5 SEPTEMBER 2019



Atlas Battery NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of the Company will be held at 9:30 a.m. on Friday, September 27, 2019 at 2nd Floor, Federation House, Sharaf Firdousi, Clifton, Karachi, to transact the following business:

Ordinary Business:

1. To confirm Minutes of Extraordinary General Meeting held on December 19, 2018.
2. To receive, consider and adopt the Audited Annual Financial Statements of the Company for the year ended June 30, 2019 together with the Chairman's Review, Directors' and Auditors' Reports, thereon.
3. To appoint auditors and fix their remuneration for the year ending June 30, 2020. The present auditors M/s. ShineWing Hameed Chaudhri & Co., Chartered Accountants, retire and being eligible, offer themselves for reappointment.

Special Business:

4. To consider and approve the sale of generator and its accessories to M/s. Atlas Engineering (Private) Limited, an associated company, for an amount of Rs.21.88 million as recommended by the Board of Directors.
To consider and, if thought fit, pass with or without modification the following resolutions as Special Resolutions:
 - 4.1 RESOLVED "that Atlas Battery Limited ("the Company") be and is hereby authorized to sell generator and its accessories to M/s. Atlas Engineering (Private) Limited, an associated company, for an amount of Rs.21.88 million."
 - 4.2 FURTHER RESOLVED "that the Directors are empowered to authorize any officer of the Company or any one of the directors to take all necessary actions to give effect to the above sale of generator."
5. To consider and approve the change in Article 81A of the Articles of Association of the Company.
To consider and, if thought fit, pass with or without modification the following resolutions as Special Resolutions:
 - 5.1 RESOLVED "that the Article 81A of the Articles of Association of the Company be amended to include as under:
 - 81A. The provisions and requirements for voting as prescribed by the SECP from time to time shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles of Association and notwithstanding anything contradictory therein.
In lieu of;
 - 81A. The provisions and requirements for e-voting as prescribed by the SECP from time to time shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles of Association and notwithstanding anything contradictory therein."
 - 5.2 FURTHER RESOLVED "that the Secretary of the Company or any one of the Director be and is hereby authorized to take all necessary actions for the purpose to give effect to the above resolution for alteration in the Articles of Association of the Company and make necessary filings and complete legal formalities as may be required to implement the aforesaid resolution."

A statement under section 134(3) of the Companies Act, 2017 pertaining to the Special Business referred to above is annexed to this Notice of Meeting.

Other Business:

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

BY ORDER OF THE BOARD


Company Secretary

Karachi: September 05, 2019

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from September 13, 2019 to September 27, 2019 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. Hameed Majeed Associates (Private) Limited, Karachi Chambers, Hasrat Mohani Road, Karachi before the close of business on September 12, 2019 will be considered in time.

2. Participation In General Meeting

A member entitled to attend and vote at the General Meeting is entitled to appoint another member as a proxy to attend and vote on his / her behalf. Proxies in order to be effective must be received at the Registered Office of the Company or at the office of our Share Registrar M/s. Hameed Majeed Associates (Private) Limited not less than 48 hours before the time of the meeting. A proxy form is attached in the last portion of this report.

3. Guidelines to the General Meeting for CDC Account Holders

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

4. Change of Address

Members are requested to immediately inform the Company's Share Registrar of any change in their mailing address.

5. Submission of CNIC or Passport

Members are requested to provide by mail or fax, photocopy of their CNIC or passport (in case of foreigner), unless it has been provided earlier, enabling the Company to comply with relevant laws.

6. Video Conference Facility

As per Section 132(2) of the Companies Act, 2017, the Company will provide the video link facility to those member(s) who hold minimum 10% shareholding of the total paid-up capital and resident of city other than Karachi where Company's Annual General Meeting is to be placed, upon request. Such member(s) should submit request in writing to the Company at least seven days before the date of the meeting.

7. E-Dividend (Mandatory)

As per Section 242 of Companies Act, 2017, it is mandatory for the public listed companies to pay cash dividend to its shareholders only through electronic mode, directly into bank account designated by the entitled shareholders. Therefore, all shareholders are requested to provide their valid bank account details (if it is not provided earlier) in the "Dividend Mandate Form", attached in the last portion of this report at the earliest. Shareholders maintaining shareholding under Central Depository System (CDS) are advised to submit their bank mandate information directly to the relevant participant / CDC Investor Account Service.

8. Unclaimed Dividend

As per provisions of Section 244 of the Companies Act, 2017, any dividend and / or share certificate which are remained unclaimed or unpaid for a period of three years from the date these have become due and payable, the Company shall be liable to deposit those unclaimed / unpaid amounts with the Federal Government as per the directives to be issued by SECP from time to time.

9. Annual Audited Accounts through E-mail / CD / DVD / USB

Pursuant to the SECP Notification vide SRO 470(1)/2016 dated May 31, 2016, the Company in the Extra Ordinary General Meeting held on May 19, 2017, obtained the approval of the shareholders to circulate the annual audited accounts through electronic medium, i.e. through CD / DVD / USB at their registered address instead of transmitting hard copies. Accordingly, the Company has sent its Annual Report 2019 in the form of CD. Financial statements have also been placed on Company's website.

Shareholders may request the Company Secretary or share registrar of the Company for transmitting the hard copy of annual audited accounts by filing a 'Standard Request Form' available on Company's website and the same will be provided at his / her registered address, free of cost, within one week of receipt of request.

Members are hereby informed that pursuant to SECP Notification vide SRO 787(1)/2014 dated September 8, 2014, and under Section 223(6) of the Companies Act 2017, circulation of Audited Financial Statements and Notice of Annual General Meeting has been allowed in electronic format through email.

In compliance with the above requirements, soft copies of the Annual Report 2019 are being emailed to those members who opted to receive such communication via email. Other members who wish to receive the Annual Report 2019 via email may file an application as per the form provided on the Company's website in compliance with the subject SRO.

10. E-Voting

Members can exercise their right to poll subject to meeting of requirement of Section 143 to 145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.

11. Deposit of Physical Shares in CDC Accounts

As per section 72 of the Companies Act, 2017 every existing Company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Securities and Exchange Commission of Pakistan, within a period not exceeding four years from the commencement of the Companies Act, 2017.

The shareholders having physical shareholding may please be open CDC sub-account with any of the brokers or investors account directly with CDC to place their physical shares into scrip less form.

For any query / information, the investors may contact the Company and / or the Share Registrar at the following:

Company's Registered Office
D-181, Central Avenue, S.I.T.E., Karachi-75730
Tel: (021) 32567990-4, Fax: (021) 32564703

Share Registrar
M/s. Hameed Majeed Associates (Private) Limited,
Karachi Chambers, Hasrat Mohani Road, Karachi.
Tel: (021) 32424826 & 32412754, Fax: (021) 32424835

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017:

This statement is annexed to the Notice of the Annual General Meeting of Atlas Battery Limited to be held on September 27, 2019 at which certain special business is to be transacted. The purpose of this statement is to set forth the material facts concerning such special business.

ITEM NO. 4 OF THE AGENDA

Presently, one of the generators is not in use of the Company due to decline in production of batteries. The management is of the view that it can manage its production without said generator. The sale proceeds of Rs.21.88 million will help in improving liquidity and reduction in financial charges.

Mr. Yusuf H. Shirazi (Chairman), Mr. Ali H. Shirazi (President / Chief Executive Officer), Mr. Bashir Makki (Director) and Mr. Frahim Ali Khan (Director) of Atlas Battery Limited are also directors of M/s. Atlas Engineering (Private) Limited. No other director has any interest in M/s. Atlas Engineering (Private) Limited.

ITEM NO. 5 OF THE AGENDA

In the light of the Companies (Postal Ballot) Regulations, 2018, the changes are being proposed in the Articles of Association of the Company to bring them in conformity with the Companies (Postal Ballot) Regulations, 2018.

The Directors are not interested in this business except as shareholders of the Company.