



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of the shareholders of Atlas Battery Limited ("the Company") will be held on Friday, May 19, 2023 at 10:00 a.m. at 2nd Floor, Federation House, Sharaf Firdousi, Clifton, Karachi, and / or online through Zoom to transact the following Businesses:

Ordinary Business:

- To confirm the minutes of Annual General Meeting held on September 29, 2022.
- To elect seven (7) Directors as fixed by the Board of Directors, for a term of three years commencing from May 21, 2023 in accordance with the provision of Section 159 (1) of the Companies Act, 2017.

The names of retiring Directors are as follows

- Mr. Aamir H. Shirazi
- Mr. Ali H. Shirazi
- Mr. Azam Faruque
- Mr. Bashir Makki
- Mr. Fahd K. Chinoy
- Ms. Mehreen Amin
- Mr. Toru Furuya

Other Business

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

BY ORDER OF THE BOARD

Faizan Raza Nayani
Company Secretary

Karachi: April 28, 2023

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from May 12, 2023 to May 19, 2023 (both days inclusive). Transfers received in order at either of the addresses given below before the close of business on May 11, 2023 will be considered in time to attend and vote at the meeting.

Company Secretary

Atlas Battery Limited,
4-C, Khayaban-e-Tanzeem,
Tauheed Commercial, Phase V, DHA,
Karachi. Tel: (021) 35877911-15,
Fax: (021) 35877916

Share Registrar

M/s. Hameed Majeed Associates
(Private) Limited,
Karachi Chambers, Hasrat Mohani Road,
Karachi. Tel: (021) 32424826 & 32469573,
Fax: (021) 32424835

2. Election of Directors

Any person who seeks to contest election to the office of Director, whether he / she is a retiring Director or otherwise, shall file the following with the Registered Office of the Company / Share Registrar or through email at abl@abl.atlas.pk, not later than fourteen days before the date of the meeting:

- 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;
- Detailed profile along with his / her office address for placement on Company's website;
- Signed declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria, as set out in Section 153 of the Companies Act, 2017 to act as Director of a listed company;
- Signed declaration by Independent Director under Clause 6 (3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
- Signed undertaking by Independent Director 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;
- Attested copy of valid CNIC / Passport and NTN; and
- His / her Folio number / CDC Account number.

3. Participation in the 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. In case of a corporate entity, being a member, may appoint as its proxy any of its officials or any other person, through Board Resolution / Power of Attorney.

The instrument appointing proxy must be received at the Registered Office of the Company or at the office of our Share Registrar or through email at investor.relations@abl.atlas.pk not less than 48 hours before the time of the meeting. A proxy form is also enclosed with this notice.

4. Guidelines to the General Meeting for CDC Account Holders

CDC Account Holders will have to follow the guidelines below as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan:

For Attending the Meeting

- In case of individual, the account holder or sub-account holder whose securities and their registration details are up-loaded as per the CDC Regulations, shall authenticate his / her identity by showing his / her original Computerized National Identity Card ("CNIC") or original passport at the time of attending the EOGM.
- In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature and attested copy of valid CNIC of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

For Appointing Proxies

- In case of individual, the account holder or sub-account holder whose securities and their registration details are up-loaded as per the CDC Regulations, shall submit the proxy form as per above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- 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 his / her original CNIC or original passport at the time of the EOGM.
- In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature and an attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.

5. Change of Address

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

6. Submission of CNIC or Passport

The shareholders are informed that as per Sub Clause 9 (i) of Regulation 4 of Companies (Distribution of Dividends) Regulations, 2017 the identification of the registered shareholder or its authorized person should be made available with the Company. Therefore, it is requested that shareholders must provide a valid copy of their Computerized National Identity Card (CNIC) (in case of individual) or National Tax Number (in case of other than individual) or Passport (in case of foreign individual) by mail or email to the Company Secretary or Share Registrar, unless it has been provided earlier.

7. Voting

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

8. Participation through video conferencing facility

The shareholders, can now participate in the EOGM proceedings via video link also. Those members who are willing to attend and participate in the EOGM via video link are requested to register themselves by sending an email along with following particulars and valid copy of both sides of Computerized National Identity Card (CNIC) at investor.relations@abl.atlas.pk with subject of 'Registration for EOGM' not less than 48 hours before the time of the meeting:

Name of Shareholder	CNIC No.	Folio No. / CDC Account No.	Cell No.	Email Address

Members who will be registered, after necessary verification as per the above requirement, will be provided a password protected video link by the Company via email. The said link will remain open from 9:50 a.m. on the date of EOGM till the end of the meeting.

STATEMENT UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017

Section 166 of the Companies Act, 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee as independent director. The Company will ensure that the independent directors are elected in accordance with the Companies Act, 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Any person who is eligible to be appointed as Independent Director shall file the following with the Registered Office of the Company / Share Registrar, not later than fourteen days before the date of the meeting:

- Signed declaration under Clause 6 (3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 confirming compliance with criteria of independence as notified under the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2019;
- Signed 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.

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

