

DEWAN FAROOQUE MOTORS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of **Dewan Farooque Motors Limited** ("**DFML**" or "**the Company**") will be held on **Thursday, October 29, 2015, at 11:00 a.m.** at Dewan Cement Limited Factory Site, at Deh Dhando, Dhabeji, District Malir, Karachi, Pakistan; to transact the following businesses upon recitation from Holy Qur'aan and other religious recitals:

Ordinary Business:

1. To confirm the minutes of the preceding Annual General Meeting of the Company held on Thursday, October 30, 2014;
2. To receive, consider, approve and adopt the annual audited financial statements of the Company for the year ended June 30, 2015, together with the Directors' and Auditors' Reports thereon;
3. To appoint the Statutory Auditors' of the Company for the ensuing year, and to fix their remuneration;
4. To consider any other business with the permission of the Chair.

Special Business:

1. To consider and approve short term loans/ advances to certain associated companies in compliance with the provisions of Section 208 of the Companies Ordinance, 1984.

By order of the Board

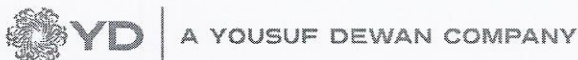

Muhammad Na'eemuddin Malik
Company Secretary

Karachi: October 1, 2015

"Statement under Section 160(1)(b) of the Companies Ordinance, 1984, concerning the Special Business, is attached alongwith the Notice circulated to the members of the Company, and is deemed an integral part hereof"

NOTES:

1. The Share Transfer Books of the Company will remain closed for the period from October 22, 2015 to October 29, 2015 (both days inclusive).
2. Members are requested to immediately notify change in their addresses, if any, at our Shares Registrar Transfer Agent BMF Consultants Pakistan (Private) Limited, located at Anum Estate Building, Room No. 310 & 311, 3rd Floor, 49, Darul Aman Society, Main Shahrah-e-Faisal, adjacent to Baloch Colony Bridge, Karachi, Pakistan.



DEWAN FAROOQUE MOTORS LIMITED

Registered & Corporate Office: 7th Floor, Block 'A', Finance & Trade Centre, Shahrah-e-Faisal, Karachi-75350 Pakistan
Fax +92 21 35630860, 35630830 | UAN +92 21 111 364 111

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3. A member of the Company entitled to attend and vote at this meeting, may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received by the Company at the abovesaid address, not less than 48 hours before the meeting.
4. CDC Account holders will further have to observe the following guidelines, as laid down in Circular 01 dated January 20, 2000, issued by the Securities and Exchange Commission of Pakistan:
 - a) **For Attending Meeting:**
 - i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original National Identity Card (CNIC), or original passport at the time of attending the meeting.
 - ii) In case of corporate entity, the Board of Directors' resolution/power of attorney, alongwith the specimen signature of the nominee, shall be produced (unless it has been provided earlier) at the time of meeting.
 - b) **For Appointing Proxies:**
 - i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirements.
 - ii) Two persons, whose names, addresses, and CNIC numbers shall be mentioned on the form, shall witness the proxy.
 - iii) Attested copies of CNIC or passport of the beneficial owners and proxy shall be furnished alongwith the proxy form.
 - iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney, alongwith the specimen signature of the nominee, shall be produced (unless it has been provided earlier) along with the proxy form to the Company.



YD | A YOUSUF DEWAN COMPANY

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Statement Under Clause (B) of Sub-section (1) of Section 160 of the Companies Ordinance, 1984

This statement is annexed as an integral part of the Notice of the Seventeenth Annual General Meeting of Dewan Farooque Motors Limited ("the Company" or "DFML") to be held on Thursday, October 29, 2015 at Dewan Cement Factory Site, at Deh Dhand, Dhabeji, District Malir, Karachi, Pakistan; and sets out the material facts concerning the Special Business to be transacted at the meeting.

SPECIAL BUSINESS

To consider and approve renewal of the sanctioned limits of short term loans/advances to certain associated companies in compliance with the provisions of Section 208 of the Companies Ordinance, 1984.

SR.#	DESCRIPTION	LOAN AND ADVANCES	
		Dewan Motors (Private) Limited	Dewan Automotive Engineering Limited
a)	Total Investment approved	Rs. 59.659 million	Rs. 679.325 million
b)	Amount of investment made to-date	Rs. 59.659 million	Rs. 679.325 million
c)	Reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and	N/A	N/A
d)	Material change in the financial statements of associated companies since date of the resolution passed for approval of investment in such Company:	June 2014	June 2012
e)	Earnings/(Loss) per share	-7.80	-9.01
f)	Shareholders equity	163.807	-1,767.261
g)	Total Assets	926.551	803.178
h)	Break-up Value	16.38	-82.58
RENEWAL IN PREVIOUS LIMITS REQUESTED I.E:		Sanctioned Rs. 59.659 million	Sanctioned Rs. 679.325 million

In this regard, the following resolution is proposed to be passed, with or without modification, as a "SPECIAL RESOLUTION":

"RESOLVED THAT, the company, in accordance with the provisions of Section 208 of the Companies Ordinance, 1984, Clause 111 (X) of the Memorandum of Association and the terms and conditions hereby approved in the Sixteenth Annual General Meeting of the Company, be and is hereby authorized and empowered to renew the sanctioned limits for short term loans and advances sought for approval in the previous general meeting in respect of following associated companies:



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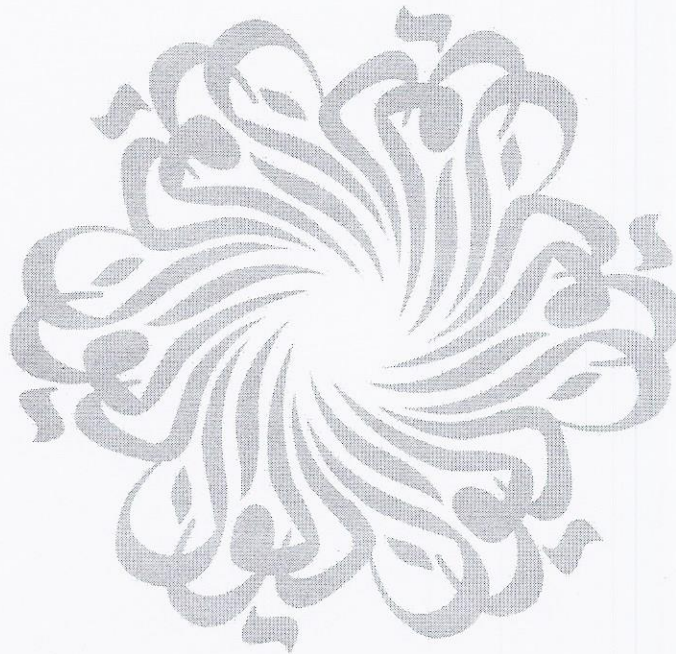
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LOANS /ADVANCES

Borrowing Companies:	(Rupees in Million)
Dewan Motors (Private) Limited	59.659
Dewan Automotive Engineering Limited	679.325

The renewal of the limits shall be for a period of one year and shall be renewable in the next general meeting for further period of one year."



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