

DEWAN FAROOQUE MOTORS LIMITED

FORM-4

October 06, 2016

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi, Pakistan Fax No. (+92 21) 111-573-329

Subject: **Notice of Annual General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on Thursday, October 27, 2016 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours faithfully


Muhammad Hanif German
G.M. Group Corporate Affairs


Haroon Iqbal
Director

Enclosures: (As above)



DEWAN FAROOQUE MOTORS LIMITED

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

DEWAN FAROOQUE MOTORS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of **Dewan Farooque Motors Limited** ("**DFML**" or "**the Company**") will be held on **Thursday, October 27, 2016, at 02:30 p.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 Extra Ordinary General Meeting of the Company held on Thursday, May 19, 2016;
2. To receive, consider, approve and adopt the annual audited financial statements of the Company for the year ended June 30, 2016, 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 Naeemuddin Malik
Company Secretary

Karachi: October 1, 2016

"Statement under Section 160(1)(b) of the Companies Ordinance, 1984, concerning the Special Business, is attached along with 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 20, 2016 to October 27, 2016 (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.



A YOUSUF DEWAN COMPANY

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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 above said 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, along with 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 along with 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, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) along with the proxy form to the 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 Eighteenth Annual General Meeting of Dewan Farooque Motors Limited ("the Company" or "DFML") to be held on Thursday, October 27, 2016 at Dewan Cement Factory Site, at Deh Dhando, 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 Automotive Engineering Limited
a)	Total Investment approved	Rs. 679.325 million
b)	Amount of investment made to-date	Rs. 154.878 million
c)	Reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and	Loan Adjusted
d)	Material change in the financial statements of associated companies since date of the resolution passed for approval of investment in such Company:	June 2012
e)	Earnings/(Loss) per share	-9.01
f)	Shareholders equity	-1,767.261
g)	Total Assets	803.178
h)	Break-up Value	-82.58
RENEWAL IN PREVIOUS LIMITS REQUESTED I.E:		Sanctioned
		To be reduced to Rs. 154.878 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 Seventeenth Annual General Meeting of the Company, be and is hereby authorized and empowered to renew the adjusted sanctioned limits for short term loans and advances sought for approval in the previous general meeting in respect of following associated companies:

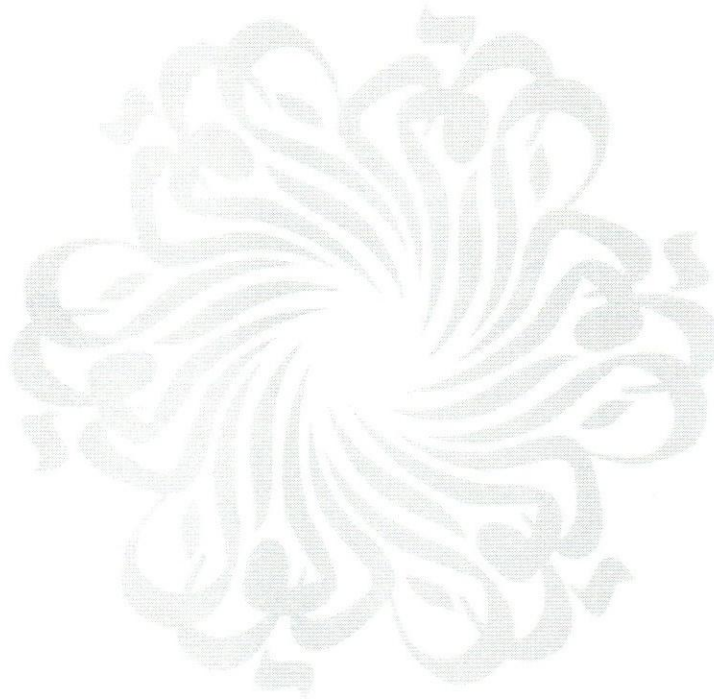
DEWAN FAROOQUE MOTORS LIMITED

LOANS /ADVANCES

Borrowing Companies:
Dewan Automotive Engineering Limited

(Rupees in Million)
154.878

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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By order of the Board
Muhammad Naeemuddin Malik
Company Secretary

Karachi: October 1, 2016

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A YOUSUF DEWAN COMPANY
DEWAN FAROOQUE MOTORS LIMITED

THURSDAY

MUHARRAM 4, 1438
THURSDAY,
OCTOBER 6, 2016

FORWORD



مسئلسل اشاعت کے 76 سال

NAWAIWAQT.COM.PK

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Local

THURSDAY NOVEMBER 6, 2016

DAILY
NAWA-I-WAQT
KARACHI

روزنامہ نوائے وقت

کراچی اور راولپنڈی / اسلام آباد اور ملتان سیک وقت شائع ہوتا ہے

جلد 37 فون نمبر 80-32241978-80 ٹیکس نمبر 2-32242971 قیمت 12 روپے صفحات 14 نمبر 24-14

روزنامہ نوائے وقت کراچی (5) 16 اکتوبر 2016ء

دیوان فاروق موٹرز لمیٹڈ

سالانہ اجلاس عام

- مطلع کیا جاتا ہے کہ دیوان فاروق موٹرز لمیٹڈ (ڈی ایف ایم ایل یا جی) کا انٹرمیڈیٹ سالانہ اجلاس عام جمعرات 27 اکتوبر 2016ء کو دن کے 2:30 بجے دیوان سینٹ لمیٹڈ - ٹیکسٹری سائٹ واقع دیرہ ذھنڈو - رحمانی - ضلع کراچی پاکستان میں منعقد ہوگا۔ ذیل امور کی انجام دہی کیلئے منظور کیا جائیگا۔ اجلاس کا آغاز تلاوت کلام پاک سے ہوگا۔
- (1) جی کے تیسرے معمولی اجلاس عام منعقد ہر روز جمعرات 19 مئی 2016ء کی کارروائی کی توثیق۔
- (2) 30 جون 2016ء کو مکمل ہونے والے سال کے لئے جی سالانہ آڈٹ شدہ مالی گوشواروں مع ڈائریکٹرز اور آڈیٹرز کی رپورٹس کی وصولی وغرض امور منظور کی۔
- (3) آئندہ سال کے لئے جی کے آڈیٹرز کی تقرری اور ان کے معاوضہ کا تعین۔
- (4) چیئرمین کی اجازت سے دیگر امور کی انجام دہی۔

خصوصی امور:

- (1) گنیز آرڈینیشن مجریہ 1984ء کی دفعہ 208 کے تحت کئی ایسوی لیڈ کمپنیوں کو قبل المدتی قرضوں / پیکیجوں پر غور و خوض اور منظوری۔

بحکم بورڈ

محمد نعیم الدین ملٹ

کراچی یکم اکتوبر 2016ء

- نوٹ: کئی کی منتقلی حصص کی سب 20 اکتوبر 2016ء 27 اکتوبر 2016ء (دو دن شامل) بند رہے گی۔
- (1) گنیز آرڈینیشن سے درخواست ہے کہ جی کے اسم کی تبدیلی سے فوری طور پر ہمارے سیکرٹریز زرچسٹرا آفسٹریٹ پی ایف ایم ایف ٹیکسٹریٹس پاکستان (پرائیویٹ) لمیٹڈ افسر انچارج بلنگنگ کمرہ نمبر 310 اور 311 قمر ذھنڈو 49-دارالامان سوسائٹی میں شاہراہ فیصل متصل بلوچ کالونی میں۔ کراچی پاکستان کو مطلع کریں۔
- (2) اجلاس ہذا میں شرکت اور رائے دہی کا اہل ممبر اپنی جانب سے شرکت اور رائے دہی کے لئے دوسرے ممبر کو اپنا پروسٹی مقرر کر سکتا ہے۔ تاہم پروسٹی کی تقرری کی دستاویز اجلاس ہذا کے انعقاد سے کم از کم اڑھائی گھنٹے قبل جی کے صدر کو ہاتھ پہنچانا ضروری ہے۔
- (3) سی ڈی سی اکاؤنٹ ہولڈرز کو مزید برآں سیکرٹریز اینڈ ایگزیکٹو کمیشن آف پاکستان کے جاری کردہ سرگرمی مورخہ 20 جنوری 2000ء میں درج مندرجہ ذیل ہدایات پر عمل کرنا ہوگا۔

الف - مواقع اجلاس میں شرکت

- (i) انفرادی اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور / یا اس فرود جس کی سیکرٹریز گروپ اکاؤنٹ میں ہو اور ان کی رجسٹریشن تفصیلات قواعد کے مطابق اپ لوڈ ہوں اس کو اجلاس میں شرکت کے موقع پر اپنی شناخت کے موقع پر اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ (سی این آئی سی) یا اصل پاسپورٹ پیش کرنا ہوگا۔
- (ii) کارپوریٹ اسٹیبلشمنٹ کی صورت میں اجلاس کے موقع پر بورڈ آف ڈائریکٹرز کی قرارداد / پار آف انارٹی مع نامزد فرود کے دستخط کا نمونہ پیش کرنا ہوگا۔

ب - نوائے پروکسی کی تقرری:

- (i) انفرادی اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور / یا جس فرود کی سیکرٹریز گروپ اکاؤنٹ اور میں ہو اور ان کی رجسٹریشن تفصیلات قواعد کے مطابق اپ لوڈ ہوں اس کو پروسٹی فارم حسب بالا منج کرنا ہوگا۔
- (ii) پروسٹی فارم پر دو افراد کی نامی ہونی چاہئے جن کے نام پروسٹی فارم میں درج ہوں۔
- (iii) سی این آئی سی یا پاسپورٹ کی تصدیق شدہ کاپیاں پروسٹی فارم کے ہمراہ منسلک ہونی چاہئے۔
- (iv) پروسٹی کو اجلاس کے موقع پر اصل سی این آئی سی یا اصل پاسپورٹ پیش کرنا ہوگا۔
- (v) کارپوریٹ اسٹیبلشمنٹ کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد / پار آف انارٹی مع نامزد شخص کے دستخط کا نمونہ پروسٹی فارم کے ہمراہ پیش کرنا ہوگا۔

YD A YOUSUF DEWAN COMPANY
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