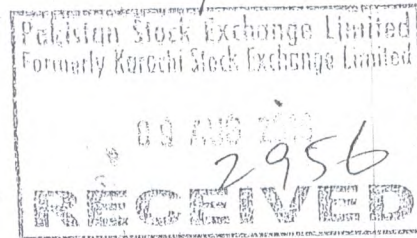


DEWAN FAROOQUE MOTORS LIMITED

August 8, 2016

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



INCREASE IN PAID-UP CAPITAL

Dear Sirs,

Pursuant to a special resolution approved by the shareholders of the Company in an extraordinary general meeting held on May 19, 2016, and necessary approval thereon by the Securities and Exchange Commission of Pakistan under First Proviso to Section 86(1) of the Companies Ordinance, 1984; a sum of Rs. 300,000,000 (Rupees Three Hundred Million Only) has been capitalized against issuance of 30,000,000 ordinary shares at a par value of Rs. 10/- per share each.

In this connection, we are pleased to communicate the following information:

Paid-up Capital before further issue	:	108,735,242
Further Issue under First Proviso to Section 86(1) of the Companies Ordinance, 1984	:	30,000,000
Existing Paid-up Capital after Issue	:	138,735,242

The following documents are herewith attached for your records.

1. A copy of Special Resolution passed by the Shareholders of the Company.
2. A copy of approval letter issued by Securities & Exchange Commission of Pakistan under Section 86(1) of the Companies Ordinance, 1984.
3. A copy of Form-3 along-with acknowledgement of its filing with the Companies Registration Office.
4. A copy of Auditor's Certificate.
5. A copy of Form-7 along-with acknowledgement of its filing with the Companies Registration Office.
6. Enclosed please find cheque No. 00012142394, dated August 02, 2016, of Rs. 276,000/- (Rupees: Two Hundred Seventy Six Thousand Only, net of 8% income tax), payment on account of Additional Listing Fee at the rate of one percent due upon on increase in the paid-up capital of the Company under Pakistan Stock Exchange Regulations No. 5.18.1 (b).



A YOUSUF DEWAN COMPANY

DEWAN FAROOQUE MOTORS LIMITED

Registered & Corporate Office: 7th Floor, Block 'A', Finance & Trade Centre, Shahrah-e-Faisal, Karachi-75350 Pakistan

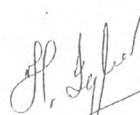
DEWAN FAROOQUE MOTORS LIMITED

Kindly do let us know should you feel the need for any further information, clarification, or explanation in relation to the subject.

Yours truly,



Muhammad Nageemuddin Malik
Company Secretary



Haroon Iqbal
Director

Enclosures: (As above)



A YOUSUF DEWAN COMPANY

DEWAN FAROOQUE MOTORS LIMITED

Registered & Corporate Office: 7th Floor, Block 'A', Finance & Trade Centre, Shahrah-e-Faisal, Karachi-75359 Pakistan
Fax +92-21 35630860, 35630830 |UAN +92 21 111 364 111



SAY NO TO CORRUPTION

No. EMD/233/626/2002 - 2333

Through Courier

June 23, 2016

The Company Secretary
Dewan Farooque Motors Limited
7th Floor, Block 'A'
Finance & Trade Centre
Off Shahr-e-Faisal
Karachi

Sub: Application for approval under first Proviso to Section 86(1) of the Companies Ordinance, 1984

Dear Sir,

Please refer to the subject application dated June 13, 2016 and subsequent correspondence by Dewan Farooque Motors Limited (the "Company") regarding the subjected noted above.

2. In connection with this, I am directed to inform you that the competent authority on the basis of special resolution passed by the shareholders of the Company in the Extra Ordinary General Meeting (EOGM) held on May 19, 2016, information provided to the Commission and circumstances of the case has allowed the Company to issue 30,000,000 ordinary shares at par i.e. Rs. 10 per share by way of otherwise than right to Mr. Dewan Muhammad Yousuf Farooqui against conversion of his loan amounting to Rs. 300,000,000 under the first proviso to Sub-section (1) of Section 86 of the Companies Ordinance, 1984.
3. The aforesaid approval is however, subject to the following conditions:
 - a) The aforesaid shares being issued by Company to Mr. Dewan Muhammad Yousuf Farooqui shall not be sold to any third party for a period of one year from the date of issuance of such shares.
 - b) These shares shall be issued within 60 days of the date of this letter under intimation to this office;
 - c) The Company shall inform the Commission within 07 days of the issuance of shares;
 - d) The aforesaid approval for issuance of shares is being given based on the documents/ information provided, relevant laws and regulations and hence the Commission bears no responsibility whatsoever for the (express or implied) agreements between the lenders and the Company.
4. It may be noted that the aforesaid is issued without prejudice to the compliance with relevant requirements of the Securities Act, 2015, if applicable.
5. Please acknowledge receipt.

Syed Ali Adnan
Joint Director
Corporate Supervision Department



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
ACKNOWLEDGEMENT OF FILING
[See-regulation-13 (1)]

No. JR-I/0039756

Dated: 01/08/2016

30559

In the matter of DEWAN FAROOQUE MOTORS LIMITED -
FINANCE AND TRADE CENTRE, 7TH FLOOR, BLOCK-A, SHAHRA-E-
FAISAL, KARACHI.,

The Receipt of the under mentioned document(s) filed, registered and recorded pursuant to the provisions of the Companies Ordinance, 1984 (XLVII of 1984), is hereby acknowledged.

1. Form 3 dated 26-07-2016.

B

(Saghir Ahmed Hashmi)
Joint Registrar

4th Floor, SLIC Building No. 2, Karachi

Fee Rs. 600/-

Process ID: 2248018

July 26, 2016

The Board of Directors
Dewan Farooque Motors Limited
Karachi.

Dear Sir,

AUDITORS' CERTIFICATE ON INCREASE IN PAID-UP-CAPITAL

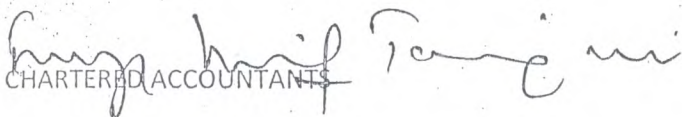
We in the capacity of statutory auditors of M/s. Dewan Farooque Motors Limited (the Company) certify that Issued, Subscribed and Paid-up Capital of the Company has been increased by Rs. 300,000,000/- divided into 30,000,000 ordinary shares of Rs. 10/- each against issue of shares to Dewan Muhammad Yousuf Farooqui under first proviso of Sub-Section (1) of Section 86 of the Companies Ordinance, 1984 by conversion of his outstanding loan. Accordingly the Issued, Subscribed and Paid-up Capital of the Company has been increased from Rs. 1,087,352,420/- (Rupees One Billion Eighty Seven Million Three Hundred Fifty Two Thousand Four Hundred Twenty Only) divided into 108,735,242 ordinary shares of Rs. 10/- each to Rs. 1,387,352,420/- (Rupees One Billion Three Eighty Seven Million Three Hundred Fifty Two Thousand Four Hundred Twenty Only) divided into 138,735,242 ordinary shares of Rs. 10/- each.

The outstanding loan has been converted into equity on the basis of special resolution passed by members in Extra Ordinary General Meeting of the Company held on May 19, 2016 and approval for the same has been granted under first proviso of Sub-Section (1) of the Section 86 of the Companies Ordinance, 1984 by Securities and Exchange Commission of Pakistan vide its letter no. EMD/233/626/2002-2333 dated June 23, 2016.

Based upon our independent verification of the related documents and records; this certificate is issued without prejudice, and on your specific request, for onward submission to Central Depository Company of Pakistan Limited and Stock Exchanges in Pakistan and is not to be used for any other purpose or to be distributed to any other parties.

Thanking you

Yours truly


CHARTERED ACCOUNTANTS