

**INDUS MOTOR COMPANY LTD.**

2 September 2015

The General Manager,  
Karachi Stock Exchange Limited  
Stock Exchange Building,  
Stock Exchange Road  
Karachi.  
UAN Fax No. 111-573-329

The General Manager,  
Lahore Stock Exchange Limited  
19-Khyaban-e-Aiwan-e-Iqbal,  
Lahore-54000.  
Fax: (042) 111-441-441

The General Manager,  
Islamabad Stock Exchange Limited  
55-B, ISE Tower,  
Jinnah Avenue,  
Islamabad  
Tel: 051-111-473-473

**Amendments to the Memorandum and Articles of Association of  
Indus Motor Company Limited**

---

Dear Sirs,

The Board of Directors of Indus Motor Company Limited have proposed at their meeting late last week, that the provisions in the Company's Memorandum and Articles of Association relating to authorised share capital be amended, such that the authorised share capital appearing in Article 4 of the Articles of Association and clause V of the Memorandum of Association of the Company be changed as follows:

- (1) Article 4 of the Articles of Association of the Company be and is hereby substituted by the following new Article 4, namely:

**"4. The authorised capital of the Company is Rs. 5,000,000,000 (Rupees Five Billion) divided into 500,000,000 (Five Hundred Million) ordinary shares of Rs. 10 (Rupees ten) each".**

## INDUS MOTOR COMPANY LTD.

- (2) Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V, namely:

***“V. The Capital of the Company is Rs. 5,000,000,000 (Rupees Five Billion) divided into 500,000,000 (Five Hundred Million) ordinary shares of Rs.10/- each of the classifications and with the rights and privileges attaching thereto, as are or may be provided by the Regulations of the Company for the time being. The Company shall have power to issue redeemable capital including participatory redeemable capital or to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such special rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company and to vary the classifications and to modify or abrogate any such rights, privileges or conditions, in such manner as may for the time being be provided by the Regulations of the Company and to consolidate or sub-divide the shares and issue shares of higher or lower denomination, provided however, that the rights as between various classes of ordinary shares as to profits, votes and other benefits shall be strictly proportionate to the paid up value of shares .”***

This change has been considered in view of the decision of the Board of Directors to increase the authorised shares capital of the Company. This matter will be placed before the Members at the forthcoming Annual General Meeting convened for 6 October 2015.

We would appreciate if your approval to the proposed amendment in the Articles of Association of the Company is granted as early as possible.

Thanking you,  
Yours faithfully,  
for and on behalf of INDUS MOTOR COMPANY LIMITED



**Anam Fatima Khan**  
Company Secretary