

DEWAN FAROOQUE MOTORS LIMITED

October 22, 2025

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



INCREASE IN PAID-UP CAPITAL

Dear Sirs,

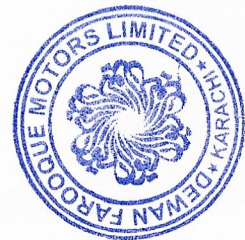
Pursuant to a special resolution approved by the shareholders of the Company in an extraordinary general meeting held on August 27, 2024, and necessary approval thereon by the Securities and Exchange Commission of Pakistan under First Proviso to Section 83(1) of the Companies Act, 2017; **a sum of Rs. 1,612,564,440 (Rupees One Billion Six Hundred Twelve Million Five Hundred Sixty Four Thousand Four Hundred Forty Only)** has been capitalized against issuance of 161,256,444 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	:	138,735,242
Further Issue under Section 83(1) of the Companies Act, 2017	:	161,256,444
Existing Paid-up Capital after Issue	:	299,991,686

The following documents are herewith attached for your records.

1. A copy of Special Resolution passed by the Shareholders of the Company.
2. Copies of approval letters issued by Securities & Exchange Commission of Pakistan under Section 83(1) of the Companies Act, 2017.
3. Copies of Form-3 along-with acknowledgement of its filing with the Companies Registration Office.
4. Copies of Auditor's Certificate.
5. A copy of Form-7 along-with acknowledgement of its filing with the Companies Registration Office.



A YOUSUF DEWAN COMPANY

DEWAN FAROOQUE MOTORS LIMITED

Registered Office: Dewan Centre, 3-A, Lalazar Beach Hotel, Road, Karachi - 74000 Pakistan
Fax +92 21 35630860 | UAN +92 21 111 364 111

WWW.YOUSUFDEWAN.COM

DEWAN FAROOQUE MOTORS LIMITED

In view of the above, we kindly request you to update the paid-up capital of the Company in your records and issue the PSX and SECP supervisory fee invoices for the increase in paid-up capital under PSX Regulation 5.19.

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 Hanif German
Director & Company Secretary




Mehmood-ul-Hassan Asghar
Director

Enclosures: (As above)



YD

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THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Section 150 and Regulation 30]

SPECIAL RESOLUTION

PART I*(Please complete in bold capital letters)*

1.1. CUIN (Registration Number)

0	0	3	9	7	5	6
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1.2. Name of the Company

DEWAN FAROOQUE MOTORS LIMITED

1.3. Fee Payment Details 1.3.1. Challan No

24122042

1.3.2. Amount
(Rs.)

1100

PART II

2.1. Date of Dispatch of notice

dd		mm		yyyy			
0	6	0	8	2	0	2	4

2.2. Specify the intention to propose the resolution as special resolution

Allotment of shares

2.3. Date of passing of Special Resolution

dd		mm		yyyy			
2	7	0	8	2	0	2	4

2.4. Held at (please mention name of the city)

Karachi

2.5. Total Number of Members

Representing	# of shares	each of (Rs.)
7326	138735242	10

2.6. Members present in person or through proxy in the meeting or voted through postal ballot

23	77603263	10
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2.7. Members voted for

23	77603263	10
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2.8. Members voted against

0	0	10
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2.9. Text of special resolution

(attach copy, if space is insufficient to reproduce it)

Resolved that, Attached as Annexure 'A'

PART III

3.1. Declaration

I do hereby solemnly, and sincerely declare that the information provided in the form is:

- i. true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and
- ii. hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

3.2. Name of Director/Company Secretary

Muhammad Hanif German

3.3. Signatures

This is an electronically generated document and doesn't require a physical signature.

3.4. Registration No of Authorized Intermediary, if applicable

3.5. Date

Day

Month

Year

0

2

0

9

2

0

2

4

Text of Special Resolution

IT IS HEREBY RESOLVED:

1. That the Company, subject to the approval of the Securities and Exchange Commission of Pakistan ("SECP" or the "Commission"), be and is hereby authorized to issue 161,256,444 further ordinary shares of Rs. 10/- (Rupees ten) each (that is of Rs. 1,612,564,440/-), as fully paid-up and without the offer and/or issue of other than right shares, to Dewan Muhammad Yousuf Farooqui the Sponsor ("Sponsor") and Dewan Motors (Private) Limited ("Associated Company") of the Company, in lieu of their outstanding loan towards the Company, under the first proviso to Section 83 of the Companies Act, 2017 ("the Act");
2. That the above shares shall be issued against the amount of loans extended by the Sponsor & Associated Company that they have already consented for the same;
3. That the new shares shall rank *pari passu*, in all respects, with the existing shares of the Company;
4. That Mr. Muhammad Hanif German, Director & Company Secretary of the Company be and is hereby authorized to complete all necessary legal and corporate formalities with regard to the above Resolutions, and to take such actions as they may consider necessary or expedient to complete the process of raising further capital without the offer and / or issue of other than right shares; and
5. That in case any error, omission, or mistake is pointed out in the aforesaid Resolutions by the Commission and/or any other competent authority, Mr. Muhammad Hanif German, Director & Company Secretary of the Company, be and is hereby authorized to make necessary amendments therein as permitted by the law.



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SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Securities Market Division
Primary Market Approvals and Development Department

No. SMD/PMADD/DFML/CI/MISC/26/2024 /321

September 30, 2025

Mr. Muhammad Hanif German
Company Secretary,
Dewan Farooque Motors Limited,
Dewan Centre, 3-A, Lalazar Beach Hotel Road, Karachi

Subject: Application for further issue of shares by way of other than right offer under Section 83(1)(b) of the Companies Act, 2017 read with regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020

Dear Sir,

The subject letter is being issued in supersession of this office earlier letter dated September 30, 2025.

2. This is with reference to the application of Dewan Farooque Motors Limited (the Company) dated September 09, 2024 and further correspondence resting with the email dated September 19, 2025 regarding the captioned subject.

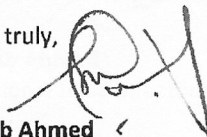
3. In this regard, I am directed to inform that the competent authority – Commissioner (SMD), on the basis of special resolution passed by the shareholders of the Company in the Extraordinary General Meeting held on August 27, 2024 and the information/documents submitted to the Securities & Exchange Commission of Pakistan (the Commission) thereafter, has allowed the Company to issue 101,779,478 ordinary shares to Dewan Motors (Private) Limited at par value of Rs. 10/- per share amounting to Rs. 1,017,794,780 by way of other than right against its outstanding loan towards the Company under Section 83(1)(b) of the Companies Act, 2017 read with regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020 (the Regulations).

4. This approval is subject to following conditions:

- i. The shares shall be issued only in the book entry form within 60 days from the date of approval by the Commission;
- ii. The Company shall intimate the Commission and the securities exchange about issuance of the shares within seven days of the issuance;
- iii. Dewan Motors (Private) Ltd. shall retain its shareholding arising as a result of subject issuance for a period two years from the date of such issuance;
- iv. The Company shall submit report to the Commission concerning the shares held in blocked status within the CDC account immediately after the issuance of said shares; and
- v. This approval is being given based on the documents/information submitted to this office and hence the Commission bears no responsibility whatsoever for the, express or implied, agreement(s) executed between the issuer and the person(s) to whom shares are proposed to be issued.

5. In case the aforementioned issuance of shares by way of other than right triggers any provisions of the Securities Act, 2015 read with Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017, the Company and the Acquirer shall ensure full compliance with all the regulatory requirements in this respect.

Yours truly,


Shuaib Ahmed
Additional Joint Director

CC:

- i. Chief Executive Officer, PSX, Stock Exchange Building, Stock Exchange Road, Karachi.
- ii. Chief Operating Officer, Central Depository Company, CDC House, Karachi



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Securities Market Division
Primary Market Approvals and Development Department

No. SMD/PMADD/DFML/CI/Misc/26/317

August 29, 2025

Mr. Muhammad Hanif German
Company Secretary,
Dewan Farooque Motors Limited,
Dewan Centre, 3-A, Lalazar Beach Hotel Road
Karachi.

Subject: Application for further issue of shares by way of other than right offer under Section 83(1)(b) of the Companies Act, 2017 read with regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020

Dear Sir,

This is with reference to the application of Dewan Farooque Motors Limited (the Company) dated September 9, 2024 and further correspondence resting with the email dated August 22, 2025 regarding the captioned subject.

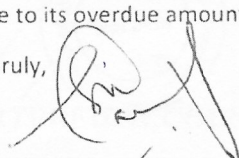
2. In this regard, I am directed to inform that the competent authority – Commissioner (SMD), on the basis of special resolution passed by the shareholders of the Company in the Extraordinary General Meeting held on August 27, 2024 and the information/documents submitted to the Securities & Exchange Commission of Pakistan (the Commission) thereafter, has allowed the Company to issue **59,476,966** ordinary shares to Mr. Dewan Muhammad Yousuf Farooqui at par value of Rs. 10/- per share amounting to Rs. **594,769,660** by way of other than right offer against his outstanding loan towards the Company under Section 83(1)(b) of the Companies Act, 2017 read with regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020 (the Regulations).

3. This approval is subject to following conditions:

- i. The shares shall be issued only in the book entry form within 60 days from the date of approval by the Commission;
- ii. The Company shall intimate the Commission and the securities exchange about issuance of the shares within seven days of the issuance;
- iii. Mr. Dewan Mohammad Yousuf Farooqui shall retain his shareholding arising as a result of subject issuance for a period two years from the date of such issuance;
- iv. The Company shall submit report to the Commission concerning the shares held in blocked status within the CDC account immediately after the issuance of said shares;
- v. This approval is being given based on the documents/information submitted to this office and hence the Commission bears no responsibility whatsoever for the, express or implied, agreement(s) executed between the issuer and the person(s) to whom shares are proposed to be issued.

4. Moreover, the Commission has not granted permission to issue shares to Dewan Motors (Private) Limited due to its overdue amount appearing in CIB report in terms of regulation 5(1)(x) of the Regulations.

Yours truly,


Shuaib Ahmed
Additional Joint Director

CC:

- i. Managing Director, PSX, Stock Exchange Building, Stock Exchange Road, Karachi.
- ii. Chief Operating Officer, Central Depository Company, CDC House, Karachi

5 September 2025

The Board of Directors
Dewan Farooque Motors Limited
Dewan Centre, 3-A, Lalazar, Beach Hotel Road,
Karachi.

Dear Sir,

AUDITORS' CERTIFICATE ON INCREASE IN PAID-UP-CAPITAL

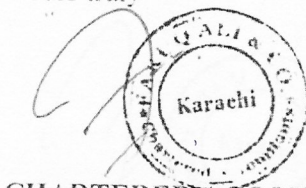
We in the capacity of auditors of M/s. Dewan Farooque Motors Limited (the Company) certify that Issued, Subscribed and Paid-up Capital of the Company has been increased by Rs. 594,769,660/- divided into 59,476,966 ordinary shares of Rs. 10/- each against issue of shares to Dewan M. Yousuf Farooqui under Section 83 (1) (b) of the Companies Act, 2017 ("the Act") by conversion of his outstanding loan. Accordingly, the Issued, Subscribed and Paid-up Capital of the Company has been increased from Rs. 1,387,352,420/- (Rupees One Billion Three Hundred Eighty-Seven Million Three Hundred Fifty-Two Thousand Four Hundred Twenty) divided into 138,735,242 ordinary shares of Rs. 10/- each to Rs. 1,982,122,080/- (Rupees One Billion Nine Hundred Eighty-Two Million One Hundred Twenty-Two Thousand Eighty) divided into 198,212,208 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 August 27, 2024 and approval for the same has been granted under Section 83 (1)(b) of the Companies Act, 2017 by Securities and Exchange Commission of Pakistan vide its letter no. SMD/PMADD/DFML/CI/Misc/26/317 dated August 29, 2025.

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

6 October 2025

The Board of Directors
Dewan Farooque Motors Limited
Dewan Centre, 3-A, Lalazar, Beach Hotel Road,
Karachi.

Dear Sir,

AUDITORS' CERTIFICATE ON INCREASE IN PAID-UP-CAPITAL

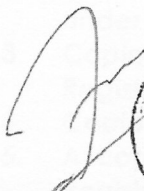

We in the capacity of auditors of M/s. Dewan Farooque Motors Limited (the Company) certify that Issued, Subscribed and Paid-up Capital of the Company has been increased by Rs.1,017,794,780/- divided into 101,779,478 ordinary shares of Rs. 10/- each against issue of shares to M/s. Dewan Motors (Private) limited under Section 83 (1) (b) of the Companies Act, 2017 ("the Act") by conversion of outstanding loan. Accordingly, the Issued, Subscribed and Paid-up Capital of the Company has been increased from Rs. 1,982,122,080/- (Rupees One Billion Nine Hundred Eighty-Two Million One Hundred Twenty-Two Thousand Eighty) divided into 198,212,208 ordinary shares of Rs. 10/- each to Rs. 2,999,916,860/- (Rupees Two Billion Nine Hundred Ninety-Nine Million Nine Hundred Sixteen Thousand Eight Hundred Sixty) divided into 299,991,686 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 August 27, 2024 and approval for the same has been granted under Section 83 (1)(b) of the Companies Act, 2017 by Securities and Exchange Commission of Pakistan vide its letter no. SMD/PMADD/DFML/CI/Misc/26/2024/321 dated September 30, 2025.

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