October 6, 2022

FORM-4

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, 2022 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours faithfully

Muhammad Hanif German Company Secretary

Enclosures: (As above)

Waseem-ul-Haque Ansari

CEO & Director

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Forth Annual General Meeting of Dewan Farooque Motors Limited ("DFML" or "the Company") will be held on Thursday, October 27, 2022 at 2:00 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 General Meeting of the Company held on Wednesday,
- 2. To receive, consider, approve and adopt the annual audited financial statements of the Company for the year ended June 30, 2022, together with the Directors' and Auditors' Reports thereon;
- 3. To confirm the appointment of the Statutory Auditors of the Company for the year ended June 30, 2023, 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 an associated company in compliance with the provisions of Section 199 of the Companies Act, 2017.

By order of the Board

Muhammad Hanif German Company Secretary

Karachi: September 28, 2022

"Statement under Section 134(3) of the Companies Act. 2017, 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, 2022 to October 27, 2022 (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.
- 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



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

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.

5. Notice to Shareholders who have not provided CNIC:

CNIC of the shareholders is mandatory in terms of directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(1)/2012 dated July 05, 2012 for the issuance of future dividend warrants etc. and in the absence of such information, payment of dividend may be withheld in term of SECP's above mentioned directive. Therefore, the shareholders who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs directly to our Shares Registrar without any further delay.

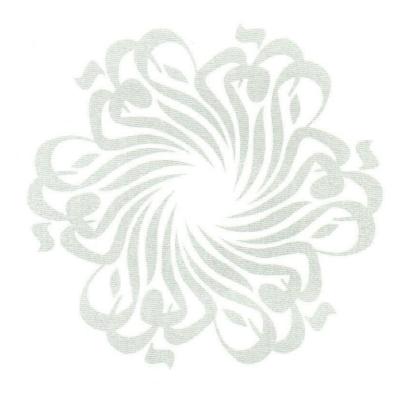
6. Mandate for E-DIVIDENDS for shareholders:

In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged where shareholders can get amount of dividend credited into their respective bank accounts electronically without any delay. In this way, dividends may be instantly credited to respective bank accounts and there are no changes of dividend warrants getting lost in the post, undelivered or delivered to the wrong address, etc. The Securities and Exchange Commission of Pakistan (SECP) through Notice No. 8(4) SM/CDC 2008 dated April 5, 2013 had advised all Listed Companies to adopt e-dividend mechanism due to the benefits it entails for shareholders. In view of the above, you are hereby encouraged to provide a dividend mandate in favor of e-dividend by providing dividend mandate form duly filled in and signed.



7. <u>Electronic Transmission of Financial Statements Etc.:</u>

SECP through its notification No. SRO 787(1)/2014 dated September 8, 2014 has allowed companies to circulate Annual Audited Financial Statements along with Notice of Annual General Meeting through email instead of sending the same through post, to those members who desires to avail this facility? The members who desire to opt to receive aforesaid statements and notice of AGM through e-mail are requested to provide their written consent on the Standard Request Form available on the Company's website: http://www.yousufdewan.com/DFML/index.html



STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT. 2017

This statement is annexed as an integral part of the Notice of the Twenty Forth Annual General Meeting of Dewan Farooque Motors Limited ("the Company" or "DFML") to be held on Thursday, October 27, 2022 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 loan to an associated company in compliance with the provisions of Section 199 of the Companies Act. 2017.

SR.#	DESCRIPTION	Reference
a)	Name of the Associated Company Criteria of associated relationship	Dewan Automotive Engineering Limited Common Directorship
b)	Amount of loans and advances	Rs. 154.879 million
C)	In Case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof.	Pc 15/ 970 million
d)	Earnings/(Loss) per share for the last three years.	-2.08 -2.78 -3.93
e)	Financial position, including main items of balance sheet and profit and loss	Earnings / (loss) per share -2.08 Shareholders' equity -1,320,807 Total Assets 240,923 Break-up value -61.72
f)	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Interbank offered rate at the relevant period	As the Company has approached its lenders for restructuring and no mark-up is payable as per the proposal. Therefore, as per regulation 5(4) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017
g)	Rate of interest, mark-up, profit, fees or commission etc., to be charged	three months KIBOR rate is applicable. Rate of interest to be charged will be 1% above three months KIBOR rate. Three months KIBOR as of September 24, 2021 is 7.45% per annum.
1)	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any:	Borrowing is unsecured.
)	Repayment schedules and terms of oans or advances to be given to the nvestee company.	Renewal for one year.



	J)	Salient feature of all the agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment.	The tenure of loan may be extended by the lender, subject to the approval of shareholders.
			As per the terms of the agreement with the borrower the Company may recover the amount of loan by way of swap with
	k)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration.	assets/investments owned by the borrower. The following are interested directors to the extent of their respective shareholding in the investee company which are as follows: a) Mr. Abdul Basit 500 (0.0023%) b) Mr. Waseem-ul-Haque Ansari 1,000 (0.0047%) c) Mr. Aziz-ul-Haque 500 (0.0023%) d) Mr. Imran Ahmed Javed (Nominee Director)
		Any other important details necessary for the members to understand the transaction.	None.

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 199 of the Companies Act. 2017, Clause 111 (X) of the Memorandum of Association and the terms and conditions hereby approved in the Twenty Third Annual General Meeting of the Company, be and is hereby authorized and empowered to renew the sanctioned limit for short term loan sought for approval in the previous general meeting in respect of following associated company:

LOAN

Borrowing Company: Dewan Automotive Engineering Limited

(Rupees in Million) 154.879

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



DEWAN FAROOQUE MOTORS LIMITED NOTICE OF ANNUAL GENERAL MEET

NOTICE IS HEREBY GIVEN that the Twenty Forth Annual General Meeting of Dewan Farroque Motors Limited ("DFML" or "the Company") will be held on Thursday, October 27, 2022 at 2:00 p.m. at Dewan Cement Limited Factory Site, at DehDhando, Dhabeji, District Malit, Karachi, Pakistan; to transact the following businesses upon recitation from Holy Qur'aan and other religious

- To confirm the minutes of the preceding General Meeting of the Company held on Wed October 27, 2021;
- Couper 27, 2021;

 2. To receive, consider, approve and adopt the annual audited financial statements of the Company for the year ended June 30, 2022, together with the Directors' and Auditors' Reports thereon;

 3. To confirm the appointment of the Statutory Auditors of the Company for the year ended June 30, 2023, and to fix their renumeration;

 4. To consider any other business with the permission of the Chair.

 SPECIAL BUSINESS:

To consider and approve short term loans/advances to an associated company in compliance with the provisions of Section 199 of the Companies Act, 2017.

By order of the Board Muhammad Hanif German Company Secretary

Karachi: September 28, 2022 "Statement under Section 134(3) of the Companies Act. 2017, concerning the Special Business, is attached along with the Notice circulated to the members of the Company, and is deemed an integral part hereo?"

- The Share Transfer Books of the Company will remain closed for the period from October 20, 2022 to October 27, 2022 (both days inclusive).

 Members are requested to immediately notify change in their addresses, if any, at our Shares Registrar Transfer Agent BMF Consultants Paketan (Private) Limited, located at Anum Estate Building, Room No. 310. 8.311, 3rd Floor, 49, Darul Aman Society, Main Shahrah-e-Fansal, adjoent to Baloch Colony Bridge, Karaschi, Pakistan

 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. Provies, in order to be effective, must be received by the Company at the abovesaid address, not less than 48 hours before the meeting.

 CDC Account holders will further have to observe the following guidelines, as laid down in Circular old ated January 20, 2000; issued by the Securities and Exchange Commission of Pakistan:

- For Attending Meeting: 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 ariginal assessment at the time of attending the meeting.
- original passport at the time of attending the meeting.

 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 if has been provided earlier) at the time of meeting.

- time of meeting.

 For Appointing Proxies:

 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 por the regulations, shall submit the proxy form as per the above requirements.

 Two persons, whose names, addresses, and CNIC numbers shall be mentioned on the form, shall witness the proxy.

 Attested copies of CNIC or passport of the beneficial owners and proxy shall be furnished along with the proxy form.

 The proxy shall produce his her original CNIC or original passport at the time of the meeting, in case of corporate entity, the Board of Directors resolution/power of atterney, 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.

Notice to Shareholders who have not provided CNIC:

CNIC of the shareholders who have not provided CNIC:

CNIC of the shareholders is mandatory in terms of directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(1)/2012 dated July 05, 2012 for the issuance of finite dividend warrants etc., and in the absence of such information, payment of dividend may be withheld in term of SECP's above meationed directive. Therefore, the shareholders who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs directly to our Shares Registrar without any further delay.

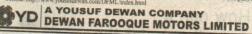
are once again advised to provide the attested copies of their CNICs directly to our Shares Registrar without any further delay.

Mandate for E-DVIDE NDS for sharsholders:

In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged where shareholders can get amount of dividend credited into their respective bank accounts so there shareholders can get amount of dividend credited into their respective bank accounts and there are no changes of dividend warmins getting ion in the post, undelivered or delivered to the wrong address, etc. The Securities and Exchange Commission of Pakistan (SECP) through Notice No. 8(4) SMCDC 2008 dated April 5, 2013 had advised all Listed Companies to adopt e-dividend mechanism due to the benefits it entails for shareholders. In view of the above, you are hereby encouraged to provide a dividend mandate in favor of e-dividend by providing dividend mandate form, duly filled in and signed.

Electronic Transmission of Financial Statements Etc.

SECP firough its notification No. SRO 787(1)/2014 dated September 8, 2014 has allowed companies to circulate Annual Andired Financial Statements along with Notice of Annual General Meeting through email instead of sending the same through post, to those members who desires to avail this facility? The members who desire to opt to receive aforesaid statements and notice of AGM through e-mail are equested to provide their written consent on the Standard Request Form available on the Company's website: http://www.yousufdewan.com/DFML/index.html



lytimes.com.pk Your Right to Know f Vo /DailyTimesPa Rabi ul Awwal 9, 1444

Rs 30.00 Vol XIX No 258 16 Pages

Founded by Shaheed Salmaan Tase er

October 6, 2022 THURSDAY, Karachi Edition



A YOUSUF DEWAN COMPANY
DEWAN FAROOQUE MOTORS LIMITED ایل آن کی بید ریت در این بیدرگی آرد 102 (۱۹۵۶ تا در ۱۵۵۶ تیم ۱۵۵ کیلی کرداند آز میدود کا کیتوده کا کیتواده کار را از جادی کسانور آواکسی جائید فرد کیل کردان کوران کوران کرد کردان کورک بید در این بیده آن میکندن سدانشاده میل کردید میسی جای میکنده با گوفار سداد را از در این کردان و در دیدای کار مول کردند کیفون بیشورگیران سیده کامیسه 4 1/18 - 18 13 12 1 http://www.yousufdewan.com/DFWL/index.html=14-15 15 15 15 15 يا سان (دلس ال على في المساقر المواقع ا معالا إن المواقع ا ار المارات المواقعة من المواقعة الم りならいからだっちゃきとのからかっているいでいるといっているとしているというというというというと مردورید کا سائل این این به جدرت کانسدن شده باوان بداری این این میشند کنامان می این این این این این می این این به کانا جدد می میزاند کان داری این این این این این این به جدرت تین این این میداد. کان به سیدن کان کانسویست بازد کانسود کانر ادران با چدایات این این میزاند در است های موجد این که بازد ام در شیا عاديد الإدارة المارة والله المادي المادة عدالمد والسرواد والمراول معروت على أن في المواجة أدوب المادة ف عدالد والدواق في وعراق فعيدات افرادی افادت بولدرا سیدهای مند بولدراند بداراندگر سرات می این تا تیکی این کرد میده او منده می بداراند او این ا تصدار مندان با سیدهای سیده از این این منده سید کے اس آرانی میانی کار داری آن کاری آیا کس از جدت اجال می ئون المارس المارس في المارس المارس المارس المارس المارس المارس المارس المارس في المارس في مارس في المارس ور سار من المرود الم かれているのではいんというないといるからいいのからいいいいいいいいろんという كمينوار كالمناع والمادة عن (1343 من موسى الدرية في وهوار من كالميرون والمرادية المنام ووادى ترويد مناطق بالإوار بار کارکار ترایک رحاد در اجلال کے افتاد سے آواز اور حاشر کا ایک کارکار مندر بدالا یہ جائے جائے چاہے۔ کارکارکاری کار اندر مندر زکار کار بدار کارکار کارکار کارکار کارکار کارکار کارکار کر اور در 20 فارکار 2000 مک 2000 ميدويان يحد المود فيكول ما تعدد الى ديدة مقددوها يكل فيراي واكتان يم حدود في احد كا المراد الي 0 كينزا كمدة بر 201 كار في وفد 199 كمانت إلى البرق الإن الدوّة من البينيين كان بالمواجئ او علول 30 جن 2022 في من الماريك ر كوفال كاباع بي رويان قارس ورواليدا (قرابي المراكز إلى كالحروب الروي المارية بالإرام المراكز الموري والموال のながら ديوان فاروق موشرز لميثة 一つれたいのでいるからいでいまってというといういろいろいろいろいろいろいろいろ 上しいこうからはあるいかれらからっているでっていまりましまとあい 30: يون 2023 ويون ما من المستان المستا へらい はいいいし いまないかのが上からかららでいるした といれたというないはまったいるいったいか - SAC CONCORL CHIN UME 大きないりかいいまかん - あっししいいろういからであいかしおとしい らいらいいかんここうりいのはかる (4 - Beer Of action to process スノインシャンとうかい リングのからなく ار اوران افازند ما -2022 × 28GV -• 0 6 (5 0