DEWAN FAROQUE MOTORS LIMITED

FORM-4

October 5, 2023

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 26, 2023 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours faithfully

Muhammad Hanif German Director & Company Secretary Mehmood-ul-Hassan Asghar Director

Enclosures: (As above)



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting of **Dewan Farooque Motors Limited** ("**DFML**" or "**the Company**") will be held on **Thursday**, **October 26**, **2023 at 3:00 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:

- To confirm the minutes of the preceding Extra Ordinary General Meeting of the Company held on Monday, December 19, 2022;
- 2. To receive, consider, approve and adopt the annual audited financial statements of the Company for the year ended June 30, 2023, 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, 2024, 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 Hanit German Director & Company Secretary

Karachi: September 28, 2023

"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:

- The Share Transfer Books of the Company will remain closed for the period from October 19, 2023 to October 26, 2023 (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 meeting.



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DEWAN FAROOQUE MOTORS LIMITED

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

DEWAN FAROQUE MOTORS LIMITED

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.

i) 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:

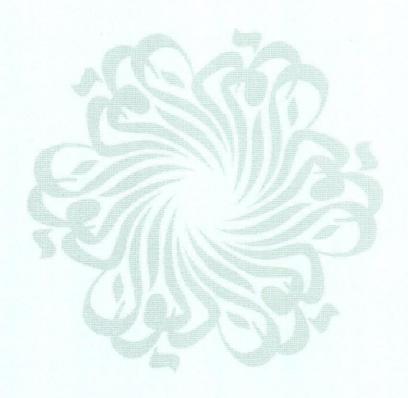
In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged where shareholders can get amount of dividend credited into their respective bank accounts electronically without any delay. In this way, dividends may be instantly credited to respective bank 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.



DEWAN FAROQUE MOTORS LIMITED

7. Electronic Transmission of Financial Statements Etc.:

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 Fifth 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

1. 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.	Rs. 154,879 million
d)	Earnings/(Loss) per share for the last three years.	2022 2021 2020 -2.37 -2.08 -2.78
e)	Financial position, including main items of balance sheet and profit and loss	Earnings / (loss) per share -2.37 Shareholders' equity -1,371,612 Total Assets 235,963 Break-up value -64.09
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, three months KIBOR rate is applicable.
g)	Rate of interest, mark-up, profit, fees or commission etc., to be charged	Rate of interest to be charged will be 1% above three months KIBOR rate. Three months KIBOR as of September 01, 2023 is 23.33% per annum.
h)	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any:	Borrowing is unsecured.
i)	Repayment schedules and terms of loans or advances to be given to the investee company.	Renewal for one year.



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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 assets/investments owned by the borrower.
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.	The following are interested directors to the extent of their respective shareholding in the investee company which are as follows: a) Mr. Waseem-ul-Haque Ansari 1,000 (0.0047%) b) Mr. Aziz-ul-Haque 500 (0.0023%) c) Mr. Abdul Basit (Nominee Director) d) Mr. Mehmood-ul-Hassan Asghar (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 Fourth 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."



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NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting of Dewan Farosque Motors Limited ("DFML" or "the Company") will be held on Thursday, October 26, 2023 at 32:00 pm, at Dewan Cement Limited Factory Site, at Deb Dhando, Dhabeji, Destrict Malin, Karachil, Pakistan, to s upon recitation from Holy Qur'aan and other religio ORDINARY BUSINESS:

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 To confirm the appointment of the Statutory Auditors of the Company for the year ended June 30, 2024, and/or fix their remuneration:
 To consider any other business with the permission of the Chair.

SPECIAL BUSINESS:

To consider and approve short term loans/advances to provisions of Section 199 of the Companies Act, 2017.

By order of the Board
Muhammad Hanif German
Director & Company Secretary
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.

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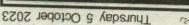
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الله 18 رق الازل 1445 هـ 5 اكتر 2023 م 121 م 2080 ب اصفي 10 الحجمة عند 10

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ديوان فاروق موٹر بالانداجلا ية أوطلة كياجات بكدويان فاروق موز الميند (وي الف الجالي إليني) كالمجيوان (25) مالا شاجلات عام جعرات 26 أكور 2023 وأون ئے 03:00 مجدد میان بعث لیفٹر فی اسامت واقع دیرہ احدود حاج بیاض فیر کرائی، پاکتان عمد محدود فی امور کی انجام دی کیلیسنط 一ちゃとしないできいからでしていいととしな هدومي اهور 1) معملي كارشية فيرسعول اجلال عام منعقده ير وا دمبر 2022 وكارروال كالوثش-

30 جان 2023 ، يُولِم بون والرسال كيك كون وشده مال كوشارون معدة ويزاور دائر يكرز كى ريورث كى وصولى فوروق في (2 30 جون 2024 كي كمل مون والسال سليم كمين عدة ويفرز كي تقرر ك اوران كم مشامر و كالقين -0

いからいんかんところりんなから (4 خصوصی امور

ت العلق كمينزا يك غربه 2017 وكا دفعه 199 كرفت ايك البوق لعائد كيني وهمل المدنى قرضوراً بيشكين كا تراه برفوروثوم اورعظورك جميم يدن الم منف 20

وْالرِّ يَكْمُرُ اور كَهِنْي سَكِر يمْرى

کیٹرا کمت بھرے 2017 می دفعہ (3) 134 کے تصویحی امور پڑی گوشوار دیکٹی کے مران کوفٹر کیا اے مراد اور کی بڑو کے طور پرارسال کیا جاریا

سکین مقطوصم کات 19 اکتوبر 2023 و 202 (وفون ان شال) بغد دیں گی است است است کا انداز میں گیا۔ مجران سے بدشک کام کی تبدیلی سے فودی طور پر امار میشینز فر هزا در آستر ایک الیاسی تستنسس یا کتان (پرائیف) لمیش واقع افر استید باشک کرد نیر 130 اور 111 تفرد تفکر و 18 مراد ادارالا مان میں شاہراد فیصل شعل او فاکا لوئی ایک آرائی یا کتان کا (1 مطلع کرنے کی ورخواست کی جاتی ہے۔

ا جار البندائين عرف اوروائ وي كالل مورائي جانب عرفرك اوروائي وي كيليد دومر مي موادانيا و كي مقرر كومك بـ عاجم يروك كوافر دك وحاديدا جارس كما القدار في مواد أو الرحاض 48 محفظ كي تكوك مدود والابية بي لم جال جائية كوافي كا اكان مدافرة والموجد بي مدال مكور المراجع المستقال المستقال المواد و 200 و ووي 2000 و مي (3

(4 ورق مندود في بدايت بال كرة موا-

الف) برائے اجلال شرکت

افرادی افاؤٹ بولاریا ب افاؤٹ بولار اور یا افرادی مورٹ بی یا بی یکی سکی رفیز کردیا افاؤٹ بی بول اوران کی درخر مین افسان کی درخر مین افسان میں ا

كار يوريد اللي كي صورت على بيرة آف والركيرز كي قرارواط ياورة ف اعراف مدم ورقرد كد والفاكا لمور (الربيط فرايم ندك というけんでんしいいしいのと

ب پوکی گرن

انغراوی اکاؤنٹ جونڈریا سب جولڈراوریا افرادی صورت میں جن کی سکیو رثیز کروپ اکاؤنٹ میں جوں اوران کی رجشر پیشن تفصیلات

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کار پیدید اس کا کاسورے شک اور آ احد دائر کیٹرزی آراداد) بار آن احد فی سے موفرد کے اعظام در (اگر پیلے فراہم نے ک بیوں کی در مہر او میکل کوش کے بیوں کے۔

تاعال كاين آئى كرايم ذكرف والمشرز بولدرد كوش (5 مان این کار کار این این کار این اور این کار این اور ۱۹۱۱) 2012 مرد و ۶ والاً 2012 میں درق ذکی جوالی شیرز میلار آواج باغیر دارش و قبر و این این این این این این به مسلم موجد دکی میں اورخ دکی اوا میکن ایس ای کار کی کی معدد بالا مدایت سرحالی در دکی جانز کے لید و من افتال میا حال این و آن و فراد مردم میں کی میں ان اورک کیا جائے مات كى جال يرك إلى ألى كالعديق شدوكاني باتا فيريادوات الدي فيمرر جو الدكوا المركوي

فيتر مولدرزك لياى وي يدهم معددت (6 ر موروں میں مار میں مار میں ہوئی ہوئی ہے۔ لقد منا فی حصر کی ادا میں کو بر بر بعالے کے لیے ان اوج نے شریکون جوارف کرایا گیا ہم سے تحت صعبی افغان او کا فی فوری طور پر ایسے محللہ بیک اواؤٹ میں اکٹرونک خور پر معمل کرسکت ایس اس طریقہ سے اوچ غیران کے بیگ اواؤٹ میں مقتل بیوبائے گاور فرزیعے واک کشریک بھر معمل اور لفظ ہے پر معمولی وقروک خدالت میں بول کے بتیورٹر ایڈ کیجھے کیسٹی آف يا كتان (الى اى كى ل) كاؤش قبر 4(4) الى الى الى الى 2008 مودة 5 ايريل 2013 م كاوريد قيام لعظ كمينيون وطلعى ولذرز كمفاديس اى ويد فاسكوم واحتيارك في والمات جارى كائن إين وحدوجه بالا كم وثر اطراب ووجويد في عيد نيت فارم يراود

وهذا كر مراه مع كراكرا و يُده ميتنا عد أنهم كيا مارا ب-مال كمشارول وغيره كي الكيشرة فلي مثل ائن اي ي في في البين العلامية فيرائس أراد 2014/1/787 مورى 8 عبر 2014 كينيون كوسالاند أف شده الى كوشوارول ت سالا ناجان کے فرش ڈاک کی بھائے یہ رمیدای کمل ان میران کوارسال کرنے کی اجازت دی ہے جو اس کیوان سے استفادہ حاصل کرنے کے صفحی بین کہ زود بالا کوشوارے اور سالا ناجان جام کے فرش پذراجدای کمل وصول کرنے کے فواجھ نوٹر میران سے در ہجاست ے کو و مین المدار المد

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