

INDUS MOTOR COMPANY LTD.

October 9, 2025

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

Subject: **TRUE COPY OF THE RESOLUTION(S) PASSED AND
ADOPTED AT THE ANNUAL GENERAL MEETING**

Dear Sir,

In accordance with the Clause 5.6.9(b) of the PSX Rule Book, we are pleased to enclose a certified true copy of the resolution(s) passed and adopted by the shareholders in the 36th Annual General Meeting of Indus Motor Company Ltd held on 9th October 2025 at 9 a.m. at the Institute of Chartered Accountants of Pakistan (ICAP), Clifton, Karachi and via video link facility.

Thanking you,

Yours Sincerely,
for **INDUS MOTOR COMPANY LIMITED**


Muhammad Arif Anzer
Company Secretary

Encl. As stated above

CC: Director / HOD
Surveillance, Supervision and Enforcement Department
Securities & Exchange Commission of Pakistan
7th Floor, NIC Building, 63 Jinnah Avenue, Blue Area,
Islamabad

INDUS MOTOR COMPANY LTD.

EXTRACT / CERTIFIED TRUE COPY

**OF THE MINUTES OF THE 36th ANNUAL GENERAL MEETING HELD ON
OCTOBER 9, 2025 AT 9 A.M. AT ICAP AUDITORIUM, CLIFTON, KARACHI AND THROUGH VIDEO LINK**

PRESENT

1. Mr. Mohamedali R. Habib	Chairman
2. Mr. Shinji Yanagi	Vice Chairman
3. Mr. Ali Asghar Jamali	Chief Executive
4. Mr. Asif Qadir	Director
5. Mr. Muhammad H. Habib	Director
6. Mr. Shigeki Furuya	Director
7. Mr. Victor Cheyi Lin	Alternate Director to Mr. Giri Venkatesh
8. Mr. Riyaz T. Chinoy	Independent Director
9. Syeda Tatheer Z. Hamdani	Independent Director

LEAVE OF ABSENCE

1. Mr. Imran A. Habib	Director
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IN ATTENDANCE

2. Mr. Mohammad Ibadullah	Chief Financial Officer
3. Mr. Muhammad Arif Anzer	Company Secretary
4. Mr. Shiraz Sanawar	Head of Internal Audit

The following resolutions were approved at the 36th Annual General Meeting held on October 9, 2025.

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS, APPROPRIATION OF PROFIT FOR THE YEAR ENDED JUNE 30, 2025 TOGETHER WITH CHAIRMAN'S REVIEW AND DIRECTORS AND AUDITORS' REPORT THEREON.

The Chairman, Mr. Mohamedali R. Habib, stated that the first item on the agenda was the adoption of the audited financial statements, along with the Chairman's Review, the Auditors' Report, and the Directors' Report. The Chairman invited comments from the shareholders on the Annual Audited Financial Statements / Annual Report 2025, which had been circulated prior to the meeting, together with the Auditors' and Directors' Reports.

As there were no further comments on the accounts, Mr. Muhammad Hanif (Folio No. 10231-10745) proposed the adoption of the accounts. The motion was seconded by Mr. Usman Ali (CDC ID A/c No. 03277-84477), and the resolution was passed unanimously.

RESOLUTION

RESOLVED THAT, the Annual Financial Statements of the Company for the year ended June 30, 2025, together with the Directors' and Auditors' Reports, be and are hereby adopted and approved.

FURTHER RESOLVED THAT, in accordance with the recommendation of the Directors, the profit available for distribution amounting to PKR 23,009,659 thousand be appropriated as follows:



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Financial Results, Appropriations and subsequent effects

The Financial results and appropriations for the year ended June 30, 2025 are as follows:

	2025 Rs' in 000
Profit After Taxation	23,009,659
Other Comprehensive (Loss) – Net of Tax	(64)
OCI & Un-appropriated Profit brought forward	413,093
	23,422,688
Appropriations	
1 st Interim Dividend @ 390% i.e. Rs. 39 per share	3,065,400
2 nd Interim Dividend @ 370% i.e. Rs. 37 per share	2,908,200
3 rd Interim Dividend @ 500% i.e. Rs. 50 per share	3,930,000
	9,903,600
Unappropriated Profit Carried Forward at year end	13,519,088
Subsequent Effects	
Proposed Final Dividend @ 500% i.e. Rs. 50 per share	3,930,000
Proposed Transfer to General Reserves	9,000,000
	12,930,000
Basic and Diluted Earnings per share (Rs.)	292.74

FURTHER RESOLVED THAT out of the profits for the year ended June 30, 2025; an amount of Rs. 9,000 million is hereby approved by the shareholders, to be transferred to the General Reserve.

2. APPROVAL OF FINAL CASH DIVIDEND FOR THE YEAR ENDED JUNE 30, 2025

The Chairman stated that the second item on the Agenda is the approval and declaration of cash dividend (2024-2025) on the ordinary shares of the Company. The Board of Directors in their meeting held on August 28, 2025 have recommended a Final Cash dividend at 500% i.e. Rs. 50 per share. This is in addition to the combined Interim Dividend of 1260% i.e. Rs 126 Per share, already paid. The total dividend for 2024-2025 will thus amount 1760% i.e. Rs. 176 per share.

Mr. Adam A. Habib, Folio No. 03277-80320 proposed the approval of Final Dividend for the year ended June 30, 2025 of 500% (or Rs. 50 per share) as recommended by the Board of Directors should be approved for payment to shareholders whose name appear on the Register of Members on October 2, 2025. Mr. Usman Ali, CDC ID A/c No. 03277-84477 seconded the motion and the following resolution was unanimously passed.

RESOLUTION

RESOLVED THAT the Final Cash Dividend (2024-2025) of 500% (or Rs 50 per Share) is hereby approved for payment to shareholders whose name appear on Members Register as on October 2, 2025. FURTHER RESOLVED THAT the combined Interim Cash Dividend of 1260% (or Rs. 126 per Share) already paid, is hereby also approved by the shareholders, thus making the total dividend for 2024-2025 to 1760% (or 176 per share).

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to complete and fulfill the required corporate formalities for payment of dividend.



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3. APPOINTMENT OF AUDITORS AND FIXATION OF THEIR REMUNERATION FOR THE YEAR ENDING JUNE 2026

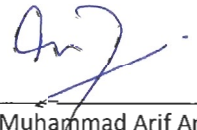
The Chairman stated that the third point on the Agenda is appointment of auditors and fixing their remunerations. He informed the members that the retiring auditors, M/s. A.F. Ferguson & Co., Chartered Accountants being eligible have offered themselves for re-appointment for the year ending June 30, 2026 at a remuneration of Rs. 5,500,000/= (excluding Sindh Sales Tax) per annum, excluding Half yearly review, other certifications (charges as per the scope of work) and out of pocket expenses that are billed at actual. Any fee for additional scope of audit arising due to SECP guidelines, corporate law and/or any other legal requirements will be agreed separately by management.

Mr. Muhammad Farooq, CDC ID A/c No. 07450-5595 proposed the appointment of auditors and fixation of their remuneration for the year ending June 30, 2026 and the motion was seconded by Mr. Usman Ali (CDC ID A/c No. 03277-84477), and the resolution was passed unanimously.

RESOLUTION

RESOLVED THAT the retiring auditors M/s. A.F. Ferguson & Co., Chartered Accountants, be and are hereby re-appointed as Auditors of the Company for the year ending June 30, 2026 at a remuneration of Rs. 5,500,000/= (excluding Sindh Sales Tax) per annum, excluding half yearly review, other certifications (charges as per the scope of work) and out of pocket expenses that are billed at actual.

FURTHER RESOLVED THAT, any fee for additional scope of audit rising due to SECP guidelines, corporate law and/or any other legal requirement is authorized to be mutually agreed by the management and auditors.



Muhammad Arif Anzer
Company Secretary