

INDUS MOTOR COMPANY LTD.

CERTIFIED TRUE COPY OF THE RESOLUTION OF THE MINUTES OF 37TH ANNUAL GENERAL MEETIN OF INDUS MOTOR COMPANY LIMITED HELD ON SEPTEMBER 28, 2026 AT 9 A.M. AT AVARI TOWERS, FATIMA JINNAH ROAD, KARACHI

In-Person

- | | |
|----------------------------|-----------------|
| 1. Mr. Mohamedali R. Habib | Chairman |
| 2. Mr. Shinji Yanagi | Vice Chairman |
| 3. Mr. Ali Asghar Jamali | Chief Executive |
| 4. Mr. Shigeki Furuya | Director |

Online

- | | |
|------------------------------|----------------------|
| 5. Mr. Giri Venkatesh | Director |
| 6. Mr. Riyaz T. Chinoy | Independent Director |
| 7. Mr. Asif Qadir | Independent Director |
| 8. Mr. Imran A. Habib | Director |
| 9. Mr. Muhammad H. Habib | Director |
| 10. Syeda Tatheer Z. Hamdani | Independent Director |

IN ATTENDANCE

- | | |
|----------------------------|-------------------------|
| 1. Mr. Mohammad Ibadullah | Chief Financial Officer |
| 2. Mr. Muhammad Arif Anzer | Company Secretary |
| 3. Mr. Shiraz Sanawar | Head of Internal Audit |

The Meeting commenced with the recitation of verses from the Holy Quran.

The Chairman, Mr. Mohamedali R. Habib welcomed all shareholders to the 37th Annual General Meeting.

The Company Secretary confirmed that the quorum for the meeting has been met.

The Chairman introduced the members of the Board of Directors, the Company Secretary and the Chief Financial Officer to the Shareholders.

With the member's approval, the Chairman stated that the Notice of 37th Annual General Meeting shall be treated as read.

ORDINARY BUSINESS

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS, 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 audited financial statements, together with the Chairman's Review, Auditors' Report and Directors' Report thereon. The Chairman invited comments from the shareholders on the Annual Audited Financial Statements / Annual Report 2026 circulated prior to the meeting, alongwith the Auditors' and Directors' Report.

Handwritten signature

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RESOLUTIONS

RESOLVED THAT the Annual Accounts of the Company for the year ended June 30, 2026 together with the Directors; and Auditors' report thereon be adopted and the same are hereby approved and further, as recommended by the Directors in their report, the profit available for distribution be appropriated as under:-

Financial Results, Appropriations and subsequent effects

The Financial results and appropriations for the year ended June 30, 2026 are as follows:

	2026 Rs' In 000
Profit After Taxation	25,505,832
Other Comprehensive Income (OCI) for the year	(115)
OCI & Un-appropriated Profit brought forward	589,088
	26,094,805
Appropriations	
1st Interim Cash Dividend @510% i.e. Rs. 51.00 per share	4,008,600
2nd Interim Cash Dividend @460% i.e. Rs. 46.00 per share	3,615,600
3rd Interim Cash Dividend @510% i.e. Rs. 51.00 per share	4,008,600
	11,632,800
Unappropriated Profit Carried Forward at year end	14,462,005
Subsequent Effects	
Proposed Final Cash Dividend @470% i.e. Rs. 47.00 per share	3,694,200
Proposed Transfer to General Reserves	10,500,000
	14,194,200
	324.50
Basic and Diluted Earnings per share (Rs.)	

FURTHER RESOLVED THAT out of the profits for the year ended June 30, 2026; an amount of Rs. 10,500 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, 2026

The Chairman stated that the second item on the Agenda was the approval and declaration of cash dividend (2025-2026) on the ordinary shares of the Company. The Board of Directors in their meeting held on August 29, 2026 have recommended a final cash dividend at 470% i.e. Rs. 47 per share. This is in addition to the combined Interim Cash Dividend of 1480% i.e. Rs. 148 per share, already paid. The total dividend for 2025-2026 will thus amount 1950% i.e. Rs. 195 per share.



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RESOLVED THAT the Final Cash Dividend (2025-2026) of 470% (or Rs. 47 per share) is hereby approved for payment to shareholders whose name appear on the Members Register as on September 21, 2026.

FURTHER RESOLVED THAT the combined Interim Cash Dividend of 148% (or Rs. 148 per share) already paid, is hereby also approved by the shareholders, thus making the total dividend for 2025-2026 to 1950% (or Rs. 195 per share).

FURTHER RESOLVED THAT out of the profits for the year ended June 30, 2026; an amount of Rs. 10,500 million is hereby approved by the shareholders, to be transferred to the General Reserve.

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

3. APPOINTMENT OF AUDITORS AND FIXATION OF THEIR REMUNERATION FOR THE YEAR ENDING JUNE 30, 2027

The Chairman stated that the third point on the Agenda is appointment of auditors and fixing their remuneration. 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, 2027 at a remuneration of Rs. 6,250,000 for the annual audit [excluding half yearly review, other certificates (charges as per the scope of work) and out of pocket expenses that are billed at actual].

RESOLUTIONS

RESOLVED THAT the auditors M/s. A.F. Ferguson & Co., Chartered Accountant, be and are hereby appointed as Auditors of the Company for the year ending June 30, 2027 at a remuneration of Rs. 6,250,000 for the annual audit [excluding half yearly review, other certificates (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 arising due to SECP guideline, corporate law and/or any other legal requirements is authorized to be mutually agreed by the management and auditors.

There being no other business; the meeting ended with a vote of thanks to the shareholders and the Chairman.


Muhammad Arif Anzer
Company Secretary