

## Notice of Annual General Meeting

Notice is hereby given that the Twenty Second Annual General Meeting of INDUS MOTOR COMPANY LIMITED will be held on Friday, September 30, 2011 at 09:00 a.m. at Pearl Continental Hotel, Karachi, to transact the following business:

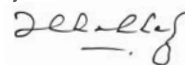
### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2011, together with the Report of the Directors and Auditors thereon.
2. To approve and declare cash dividend (2010-2011) on the ordinary shares of the Company. The directors have recommended a Final Cash dividend of 100% (or Rs 10 per share) together with the Interim Dividend of 50% (or Rs 5 per share) already paid, the total dividend for 2010-2011 will thus amount to 150% (or Rs 15 per share).
3. To appoint auditors and fix their remuneration for the year ending June 30, 2012. The present auditors M/s. A.F. Ferguson & Co., Chartered Accountants, retire and being eligible have offered themselves for re-appointment.
4. To elect nine directors of the Company as fixed by the Board, for a term of three years commencing from October 31, 2011, in accordance with the provisions of Section 178(1) of the Companies Ordinance 1984. The retiring Directors are:

Mr. Ali S. Habib, Mr. Koji Hyodo, Mr. Parvez Ghias, Mr. Farhad Zulficar, Mr. Mohamedali R. Habib, Mr. Takahiro Iwase, Mr. Hiroyuki Niwa, Mr. Mitoshi Okimoto and Mr. M. Ilyas Suri.

Karachi.  
August 24, 2011

By order of the Board



Mustafa Hasan Lakhani  
Company Secretary

### NOTES:

1. The Share Transfer Books of the Company will be closed from 23rd September, 2011 to 30th September, 2011 (both days inclusive).
2. Transfer received in order by our Share Registrar, "M/s. Noble Computer Services (Private) Limited, Share Department, First Floor, House of Habib Building, (Siddiqsons Tower), 3-Jinnah Co-operative Housing Society, Main Shahrah-e-Faisal, Karachi-75350" at the close of business on September 22, 2011 will be treated in time for the purpose of entitlement to the transferees for payment of final dividend and to attend the meeting.
3. All members are entitled to attend and vote at the meeting. A member may appoint a proxy to attend and vote on behalf of him / her. Proxy forms must be deposited at the Company's Registered Office or Share Registrar of the Company, not less than 48 hours before the time for holding the meeting.
4. Shareholders are requested to promptly notify the change of postal addresses, if any, immediately to the Share Registrar.
5. Any person who seeks to contest the election of Directors shall file with the Company at its registered office not later than fourteen days before the annual general meeting his / her intention to offer himself / herself for the election of the Directors in terms of Section 178(3) of the Companies Ordinance, 1984 together with (a) Consent in Form 28, (b) Declaration with consent to act as a Director in the manner as provided under clause (ii) of the Code of Corporate Governance, (c) Declaration in terms of clause (iii), (iv) and (v) of the Code of Corporate Governance.

**CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.**

#### A. For attending the meeting:

- i) In case of individuals, 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 identity by showing his original Computerized 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 with 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 individuals, 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 requirement.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his / her original CNIC or original passport at the time of meeting.
- v) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.