

**DECLARATION OF THIRD INTERIM CASH DIVIDEND (D-38),
NOTICE OF BOOK CLOSURE AND NOTICE TO SHAREHOLDERS
FOR CNIC & DIVIDEND MANDATE**

We are pleased to inform all the shareholders of the Company that the Board of Directors of Indus Motor Company Limited in its meeting held on April 22, 2016 has declared Third Interim Cash Dividend Rs. 20/- per share i.e. 200% out of the profits for the year ending June 30, 2016. This is in addition to the Interim Dividend already paid @ Rs. 40/- per share i.e. 400% (First Interim Dividend of 200% and Second Interim Dividend of 200%). The Third Interim Cash Dividend will be paid to those shareholders whose names will appear on the Register of Members of the Company on May 6, 2016.

The Share Transfer Books of the Company will be closed from May 7, 2016 to May 13, 2016 (both days inclusive) for the entitlement of this dividend. Transfer requests received by the Company's Share Registrar, M/s. Central Depository Company of Pakistan Limited, CDC House, 99 - B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400. Tel: Customer Support Services (Toll Free) 0800-CDCPL (23275), 111-111-500, Fax: (92-21) 34326053, Email: info@cdcpak.com, at the close of business on May 6, 2016 will be treated in time for the purpose of determining above entitlement to the transferees for payment of Third Interim Cash Dividend.

Shareholders are requested to promptly notify change in their registered postal address, if any, to the Company's Share Registrar.

Shareholders are also requested to provide the following information to enable the Company to comply with the directives of the Securities & Exchange Commission of Pakistan.

Submission of copies of CNIC and NTN Certificate (Mandatory)

Pursuant to the directive of the Securities & Exchange Commission of Pakistan (SECP), Dividend Warrants shall mandatorily bear the Computerized National Identity Card (CNIC) numbers of shareholders. Shareholders are therefore requested to fulfill the statutory requirements and submit a copy of their CNIC (if not already provided) to the Company's Share Registrar without any delay.

In case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the company shall be constrained to withhold the Dividend Warrants in terms of Section 251(2)(a) of the Companies Ordinance 1984, which will be released by the Share Registrar only upon submission of a valid copy of the CNIC in compliance with the aforesaid SECP directives.

Institutional shareholders are requested to ensure that your institution's National Tax Number (NTN) has been provided to your Participant / CDC Investor Account Services (in case your shareholding is in book entry form) or to the Company's Share Registrar (in case of physical shareholding).

Withholding Tax on Dividend by the Company

Through Finance Act 2015 the Government of Pakistan made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid at the rates mentioned hereunder:

- (a) For filers of income tax returns: 12.5%
(b) For non-filers of income tax returns: 17.5%

Shareholders who are filers are advised to make sure that their names are entered into latest Active Tax Payers List (ATL) provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as non-filers and tax on their cash dividend will be deducted at the rate of 17.5% instead of 12.5%.

Withholding tax on Dividend in case of Joint Account Holders

In order to enable the Company to follow the directives of the regulators to determine shareholding ratio of the Joint Account Holder(s) (where shareholding has not been determined by the Principal shareholder) for deduction of withholding tax on the upcoming dividends of the company, shareholders are requested to please furnish the shareholding details of the Principal shareholder and the Joint Holders in the following manner, to the Company's Share Registrar, enabling the company to compute withholding tax of each shareholder accordingly.

Name of Principal Shareholder/ Joint Holders	Shareholding Proportion	CNIC No. (Copies attached)	Signature
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Kindly ensure that the information is received by the Company's Share Registrar by 8 May 2016, otherwise each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

Payment of Cash Dividend Electronically (Optional)

The SECP has initiated e-dividend mechanism through its Notification 8(4) SM/CDC/2008 dated April 05, 2013. In order to avail benefits of e-dividend shareholders are hereby advised to provide details of their bank mandate specifying: (i) title of account, (ii) account number, (iii) bank name, (iv) branch name, code and address to Company's Share Registrar. Shareholders who hold shares with Participants / Central Depository Company of Pakistan (CDC) are advised to provide the mandate to the concerned Broker / CDC.

Karachi
22 April 2016

By Order of the Board
Anam Fatima Khan
Company Secretary