

Notice Of 27th Annual General Meeting

Notice is hereby given that the 27th Annual General Meeting of the members of Interloop Limited ("Company") is scheduled to be held on Monday, October 14th, 2019 at 10:00 a.m. at Serena Hotel, Club Road, Civil Lines, Faisalabad, to transact the following business:

Ordinary Business: -

1. To confirm the minutes of the Extra Ordinary General Meeting held on March 5, 2019.
2. To receive, consider and adopt audited accounts of the Company for the year ended June 30, 2019 together with the Chairman's Review Report, Directors' and Auditors' Report thereon.
3. To approve Final Cash Dividend @ 17.5% [i.e. Rs. 1.75 per share] for the year ended June 30, 2019 as recommended by the Board of Directors.
4. To appoint auditors for the year ended June 30, 2020 and fix their remuneration. The retiring Auditors M/s Kreston Hyder Bhimji & Company, Chartered Accountants, being eligible have offered themselves for reappointment.

Special Business: -

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution, as circulated to the members of the Company along with the notice of this AGM and initialed by the Company Secretary for the purpose of identification, in substitution of and to the exclusion of the existing Articles of Association of the Company.

The text of this special resolution is as under:

"RESOLVED THAT the existing Articles of Association of the Company be and are hereby altered and be replaced with a new set of Articles of Association of the Company."

"RESOLVED FURTHER THAT any changes, as may be required by the Securities and Exchange Commission of Pakistan (SECP), in the new set of Articles shall be treated as approved and adopted by the shareholders and the same shall have effect from the date of passing of this special resolution."

"RESOLVED FURTHER THAT the Chief Executive Officer or the Company Secretary be and are hereby authorized singly to fulfill all legal, corporate and procedural formalities and to do all necessary acts, deeds and things in connection therewith and ancillary thereto as may be required or expedient to give effect to the spirit and intent of the above resolution and filings with SECP along with all requisite documents, affidavits, statements etc. for recording of the alterations of Articles of Association."



Office:

Al-Sadiq Plaza P-157, Railway Road,
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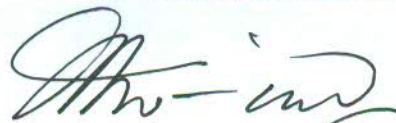
Factory:

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Other Business: -

6. To transact any other business with the permission of the Chair.

BY ORDER OF THE BOARD



(Rana Ali Raza)

Company Secretary



Faisalabad: September 23, 2019

Notes

i. Closure of Share Transfer Books

The Share Transfer Books of the Company shall remain closed from 07th October 2019 to 14th October 2019 (both days inclusive). Transfer received in order at our Share Registrar/Transfer agent, CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, S.M.C.H. Society, Main Shahrah-e-Faisal, Karachi 74400, at the close of business on Friday, October 04th, 2019 will be considered in time for the purpose of above entitlement to the transferees.

ii. Participation in Annual General Meeting

A member entitled to attend, speak and vote at this Annual General Meeting shall be entitled to appoint another member, as a proxy to attend and vote on his / her behalf. The instrument appointing Proxy must be received at the Registered Office or Share Registrar of the Company not less than 48 hours before the time of the meeting. For the convenience of the members a Proxy Application Form is dispatched with the Notice of the Meeting.

iii. Further Guidelines for CDC Account Holders

Any Individual Beneficial Owner of CDC, entitled to vote at this Meeting, must bring his / her original Computerized National Identity Card (CNIC) to prove identity, and in case of proxy, a copy of shareholder's attested CNIC must be attached with the proxy form. Representatives of corporate members should bring the usual documents required for such purpose.

CDC Account Holders will also 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 (SECP):

a) For Attending AGM

- 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

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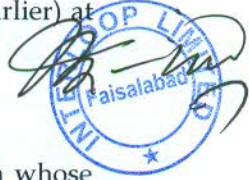
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regulations, shall authenticate identity by showing his / her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.

- ii) Members registered on CDC are also requested to bring their particulars, I.D. numbers and account numbers in CDS.
- iii) 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 the meeting.

b) For Appointing Proxy

- 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 detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.
- ii) The proxy form shall be witnessed by the person whose name, address and CNIC number shall be mentioned on the form.
- iii) Attested copies of CNIC 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.



iv. Notify The Changes in Addresses of Shareholders

The shareholders of the Company are requested to notify changes in their mailing addresses (if any), to our share registrar/transfer agent.

v. CNIC/NTN number on Electronic Dividend (Mandatory)

- a. As per SRO 831 (1) / 2012 dated July 05, 2012 and other relevant rules the electronic Dividend should also bear the CNIC Number of the registered shareholder or the authorized person, except in case of minor[s] and corporate shareholder[s].
- b. As per Regulation no. 4 & 6 of SRO 1145 (1)/2017 dated November 2017, the Company shall be constrained to withhold the payment of Dividend to the shareholders, in case of non-availability of identification number (CNIC or National Tax Number) of the shareholder or authorized person.
- c. Accordingly, the shareholders, who have not yet submitted copy of their valid CNIC or NTN are once again requested to immediately submit the same to the Share Registrar.

vi. Transmission of Audited Financial Statements / Notices Through Email

Members are hereby informed that pursuant to SECP SRO 787(1)/2014 dated September 8, 2014, and under section 223(6) of the Companies Act 2017, circulation of Audited Financial Statements and Notice of Annual General Meeting has been allowed in electronic format through email.

In compliance with the above requirements, members who wish to receive the Annual Report 2019 in electronic form may file an application as per the form provided on the Company's website in compliance with the subject SRO. The members who have provided consent to receive Annual Report 2019 can subsequently request any other media including hard copy which shall be provided free of cost within seven days.

vii. Transmission of Annual Financial Statements Through CD/DVD/USB

SECP through its SRO.470(I)/2016 dated May 31, 2016 have allowed companies to circulate their annual balance sheet, profit and loss account, auditor's report and directors' report to its members through CD/DVD/USB at their registered addresses. In view of the above the Company has sent its Annual Report to the shareholders in the form of CD/DVD. Any Member can send request for printed copy of the Annual Report to the Company on standard request form placed under the Investor Information section on its website <https://www.interloop-pk.com/forms-notices-announcements//>

viii. Placement of Financial Statements on Website

The Financial Statements of the Company for the year ended June 30, 2019 along with reports have been placed on the website of the Company:

<https://www.interloop-pk.com/wp-content/uploads/2019/09/ANNUAL-AUDITED-FINANCIAL-STATEMENTS-AND-REPORT-2019.pdf>



ix. Consent for video conference facility:

Pursuant to Section 132(2) & section 134(b) of the Companies Act, 2017, if company receives consent form from shareholders holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video conference at least 7 days prior to the date of meeting, the company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please provide following information and submit to registered office of the Company:

I/We, _____ of _____, being a member of Interloop Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt for video conference facility at _____.

Signature of Member

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x. Requirement of Companies (Postal Ballot) Regulations 2018

Pursuant to Companies (Postal Ballot) Regulations 2018, for any other agenda item subject to the requirements of Sections 143 and 144 of the Companies Act 2017, members present in person, through video-link or by proxy, and having not less than one-tenth of the total voting power can also demand a poll and exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with requirements and procedure contained in the aforesaid regulations.

xi. Payment of Cash Dividend Electronically (E-Dividend Mechanism)

As per provision of Section 242 of Companies Act, 2017 any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders and SECP vide S.R.O.1145(I)/2017 (as amended) directed all shareholders to provide their valid International Bank Account Numbers (IBAN) to receive cash dividend electronically.

The shareholders are hereby advised to provide details of their bank mandate specifying: (i) Title of Account, (ii) IBAN, (iii) Bank Name, (iv) Branch Name and Address to the Company's Share Registrar, shareholders who hold shares with Participants/CDC are advised to provide the mandate to the concerned Broker/Participant/CDC Investor account services.

The form for providing such information has been made available under the Investor Information section at Company's website <https://www.interloop-pk.com/forms-notices-announcements/>

xii. Unclaimed Dividends

As per the provision of section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company which have remained unclaimed/unpaid for a period of three years from the date on which it was due and payable are required to be deposited with the Commission for the credit of Federal Government after issuance of notices to the shareholders to file their claim.

Shareholders are requested to ensure that their claims for unclaimed dividend and shares are lodged timely. In case, no claim is lodged with the Company in the given time, the Company shall proceed to deposit the unclaimed/unpaid amount and shares with the Federal Government pursuant to the provision of Section 244 (2) of Companies Act, 2017.

xiii. Withholding Tax On Dividend

Government of Pakistan through Finance Act, 2019, has made certain amendments in withholding tax provision by substituting the definition of "Filers" with "Active Taxpayer List" (ATL), whereby the company is required to collect tax on dividend under Section 150 of the Income Tax Ordinance, 2001 from the person not appearing in the ATL at the rates specified in the Ordinance as increased by 100%. These tax rates are as under:

(a) For persons appearing in Active Taxpayer List	15.0%
(b) For persons not appearing in Active Taxpayer List	30.0%



Shareholders who are filers, are advised to make sure that their names are entered into latest ATL provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as person not appearing in ATL and tax on their cash dividend will be deducted at the rate of 30% instead of 15%.

xiv. for Joint Shareholders

For shareholders holding their shares jointly as per the clarification issued by the Federal Board of Revenue, withholding tax will be determined separately as per status of their names appearing in the ATL for principal shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar in writing as follows:

Interloop Limited					
Folio/CDC Account #	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC	Shareholding Proportion (No. of Shares)	Name and CNIC	Shareholding Proportion (No. of Shares)

xv. Details of Beneficial Ownership

Attention of corporate entities / legal persons is also invited towards SECP Circular No. 16 and 20 of 2018. Respective shareholders (corporate entities / legal persons) are advised to provide the information pertaining to ultimate beneficial owners and / or other information as prescribed in the subject SECP Circulars to the Share Registrar of the Company.

xvi. Zakat Declaration (CZ-50)

Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the share (Rs. 10 each) and will be deposited within the prescribed period with the relevant authority. In case of claiming exemption, please submit your Zakat Declaration under Zakat and Ushr Ordinance, 1980 and Rule 4 of Zakat (Deduction and Refund) Rules, 1981, CZ-50 Form with our Share Registrar. Physical shareholders are requested to submit the said declaration to our Share Registrar in the proper manner. The Shareholders must write Interloop Limited's name and their respective CDS A/C # or Folio numbers on Zakat Declarations at relevant place.



Statement Under Section 134(3) Of The Companies Act, 2017 Pertaining to the Special Business

This statement sets out the material facts pertaining to the special business, being Items on the notice, intended to be transacted at the annual general meeting of the Company to be held on October 14, 2019.

Explanation on Item # 5

The Companies Act 2017 has replaced the Companies Ordinance 1984 and it is desirable to amend the Articles of Association of the Company to reflect the provisions and sections of the new Companies Act 2017. Also, the Company has now become listed and it requires to add few additional clauses relevant in the context of a listed entity. As the amendments have been numerous, it is proposed to adopt the revised revision as a whole in substitution of the existing Articles of Association.

The Board of Directors of the Company in their meeting held on September 23, 2019, has recommended alteration in the existing Articles of the Company and its replacement with a new set of Articles of Association, to bring it in line with the provisions of the Companies Act, 2017 and other applicable regulations.

A copy of new set of Articles of Association, bearing the initials of the Company Secretary for the purpose of identification, is being annexed as "Annexure A" with the notice of Annual General Meeting.

The new set of Articles of Association have been kept at the Registered Office of the Company and may be inspected by members on working days during usual business hours from Monday to Friday (9.00 a.m. - 5.00 p.m.) from the date of issuance/publication of this notice till the date of general meeting.

The Directors of the Company have no direct or indirect interest in the special resolution proposing alterations in the Articles of Association, except to the extent of their Shareholding in the Company.

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