

Ref: ILP/PSX/36/2020

Date: 23/09/2020

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

Subject: **Publication of Notice of 28th Annual General Meeting in Newspapers**

Dear Sir,

Enclosed please find a copy of the Notice of the 28th Annual General Meeting to be held on October 15, 2020 (Thursday) which will be published in the newspapers nationwide in daily Business Recorder (English) and daily Nawa-i-Waqt (Urdu) on September 24, 2020.

Thanking You,



(Rana Ali Raza)
Company Secretary



Copy to:

The Director / HOD
Surveillance, Supervision and Enforcement Department
Securities & Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue, Blue Area,
Islamabad

Office:

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

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NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting ("AGM") of Interloop Limited (the "Company") will be held on Thursday, October 15, 2020 at 10:30 a.m. at the Interloop Executive Club, Interloop Industrial Park located at 7-KM Khurrianwala-Jaranwala Road, Khurrianwala, Faisalabad, to transact the following businesses:

ORDINARY BUSINESS

- To confirm the minutes of the last Annual General Meeting of the Company held on October 14, 2019
- To receive, consider and adopt the annual consolidated and consolidated Audited Financial Statements of the Company for the year ended June 30, 2020, together with the Auditors' and Directors' Reports thereon and Chairman's Review Report.
- To approve Final Cash Dividend @ 10% (i.e. Rs. 1/Share), for the year ended June 30, 2020 as recommended by the Board of Directors.
- To appoint Auditors and fix their remuneration for the financial year 2020-21. The members are hereby given notice that Audit Committee and the Board of Directors have recommended the name of retiring auditor, M/s Kreston Hyder Bhuiy & Company, Chartered Accountants for re-appointment as Auditors of the Company.
- To elect seven (7) directors of the Company as fixed by the Board of Directors, in accordance with Section 159(1) of the Companies Act, 2017 for a term of three (3) year commencing from October 22, 2020. Names of the retiring directors who are eligible for re-election are given below.

1) Mr. Musaddiq Kulkarni 2) Mr. Navid Fazl 3) Mr. Jahan Zeb Khan Banth 4) Mr. Muhammad Maqsood

5) Mr. Shereen Afrab 6) Mr. Saeed Ahmad Jabal 7) Mr. Tariq Iqbal Khan

Attached to this notice being sent to the members is a Statement pertaining to the Special Business under Section 134(3) of the Companies Act, 2017 & Statement pertaining to the Ordinary Business under 160(3) of the Companies Act, 2017.

SPECIAL BUSINESS

- To consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution, as circulated to the members of the Company along with the notice of this AGM and duly initiated by the Company Secretary for the purpose of identification, to set out the amendments in the Employee Stock Option Scheme (ESOS): The text of this Special Resolution is as under:
RESOLVED THAT the amended Rules of the Employee Stock Option Scheme (ESOS) of the Company, placed in draft form before this meeting and duly initiated by the Company Secretary for the purpose of identification, be and are hereby approved subject to the amendments 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 above amendments.
RESOLVED FURTHER THAT Mr. Navid Fazl, Director/CEO, Mr. Muhammad Maqsood, Director, and Rana Ali Raza, Company Secretary, be and are hereby authorized singly to fulfill all legal, corporate and procedural formalities, make amendments, modification addition or deletion 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 above amendments.
RESOLVED FURTHER THAT the aforesaid amendments in ESOS of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person as may be suggested, directed and advised by the SECP which suggestion, direction and advice shall be deemed to be have been approved as part of the passed Special Resolution without the need of the members to pass a fresh Special Resolution.
- To consider, and if thought fit, to approve the following resolutions as Special Resolutions (with or without any amendments, modifications or alterations) by each class or members, namely, the members holding Ordinary Shares and the members holding Non-Voting Ordinary Shares, in each case, by the requisite majority required under the proviso to Section 381(1) of the Companies Act, 2017:
RESOLVED THAT subject to the approval of the Securities & Exchange Commission of Pakistan (SECP) and such other approvals as may be necessary, 2,797,450 (two million, seven hundred ninety seven thousand, four hundred fifty) fully paid & non-liable, Non-Voting Ordinary Shares which have been granted, vested, exercised and/or issued before the listing of the Company to the Eligible Employees in terms of Approved ESOS, be and are hereby converted into 2,797,450 (two million, seven hundred ninety seven thousand, four hundred fifty) Ordinary Shares having par value of Rs.10/- per share, ranking pari passu with, and having the same rights as, the existing Ordinary Shares of the Company in all respects.
RESOLVED FURTHER THAT Mr. Navid Fazl, Director/CEO, Mr. Muhammad Maqsood, Director, and Rana Ali Raza, Company Secretary are authorized jointly and severally to apply for listing of the 2,797,450 (two million, seven hundred ninety seven thousand, four hundred fifty) Ordinary Shares with Pakistan Stock Exchange (PSX) and also to request Central Depository Company of Pakistan Limited (CDC) to add and record 2,797,450 (two million, seven hundred ninety seven thousand, four hundred fifty) Ordinary Shares (being the shares converted from Non-Voting Ordinary Shares) in the Central Depository System, sign agreements, give undertakings under stamp of the Company or otherwise and to do all such acts and things as may be required in this connection.
RESOLVED FURTHER THAT Mr. Navid Fazl, Director/CEO, Mr. Muhammad Maqsood, Director, and Rana Ali Raza, Company Secretary are authorized jointly and severally to take any and all actions necessary or conducive for the implementation of the foregoing resolutions and to do all such other acts, deeds and things as may be necessary and/or expedient for the aforesaid purposes.
- To consider, and if thought fit, to pass Special Resolutions, given below, to amend the Memorandum and Articles of Association of the Company as circulated to the members of the Company along with the notice of this AGM and duly initiated by the Company Secretary for the purpose of identification, to set out the elimination of Class "Non-Voting Ordinary Shares":
RESOLVED THAT pursuant to the provisions of the Companies Act, 2017 and any other applicable law(s), the alteration/amendment in Memorandum and Articles of Association of the Company, placed in draft form before this meeting and duly initiated by the Company Secretary for the purpose of identification, be and are hereby approved subject to any amendments that may be required by the SECP or recommended by the Company and approved by the SECP.
RESOLVED FURTHER THAT Mr. Navid Fazl, Director/CEO, Mr. Muhammad Maqsood, Director, and Rana Ali Raza, Company Secretary, be and are hereby authorized singly to fulfill all legal, corporate and procedural formalities, make amendments, modification addition or deletion 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 above amendments.
RESOLVED FURTHER THAT the aforesaid amendments in Memorandum and Articles of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person as may be suggested, directed and advised by the SECP which suggestion, direction and advice shall be deemed to be have been approved as part of the passed Special Resolution without the need of the members to pass a fresh Special Resolution.

OTHER BUSINESS

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

By Order of the Board

Place: Faisalabad
Dated: September 23, 2020

(Rana Ali Raza)
Company Secretary

NOTES

- Closure of Share Transfer Books:**
The Share Transfer Books of the Company will be closed from October 08, 2020 to October 15, 2020 (both days inclusive). Transfers received at the M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block 8, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 at the close of business on October 07, 2020 treated in time for the purpose of above entitlement to the transferees and/or for attending of meeting.
- Election of Directors:**
In terms of Section 159(1) of the Companies Act, 2017, the Directors have fixed the number of elected directors at seven (7) to be elected in the AGM for the next term of three year commencing from October 22, 2020. Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company, the following documents and information at its registered office not later than fourteen days before the day of the above said meeting:
a) His/Her Folio No./CDC Investor Account No./CDC Participant No./Sub-Account No.
b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(1) of the Companies Act, 2017.
c) Consent to act as director on Form 28 under Section 167 of the Companies Act, 2017.
d) A detailed profile along with his/her office address for placement onto the Company's website <http://www.interloop-pk.com>.
e) The election of independent directors shall be as per requirements of Section 166 of the Companies Act, 2017. Any member intending to contest as independent director shall submit a declaration that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and rules and regulations issued thereunder.
f) An attested copy of Computerized National Identity Card (CNIC).
g) A declaration that:
i. He/She is not ineligible to become a director of the Company under Section 153 of the Companies Act, 2017 and any other applicable laws, rules and regulations.
ii. He/She is not serving as a director of more than seven listed companies.
iii. Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house.
iv. He/She is aware of his/her duties and powers under the Companies Act, 2017, Memorandum & Articles of Association of Company, regulations of Pakistan Stock Exchange Limited and other applicable laws, rules and regulations.
- Participation in the AGM:**
All members, entitled to attend and vote at the meeting, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf. A proxy must be a member of the Company. In case of corporate entities, a resolution of the Board of Directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity and attested copy of CNIC shall be submitted to the Company at meeting or along with a completed proxy form. The proxy holders are required to produce their original valid CNIC or original passports at the time of the meeting. In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at least 48 hours before the time for holding the meeting.
CDC account holders will have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.
a) For Attending the Meeting:
i. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid CNIC or the original passport at the time of attending the meeting.
ii. Members registered on CDC are also required to bring their particulars, I.D. numbers and account numbers in CDS.
iii. In case of corporate entities, 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 Proxies:
i. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per above requirements.
ii. Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
iii. The proxy shall produce original valid CNIC or original passport at the time of the meeting.
iv. In case of corporate entities, 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.
v. Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.
- Change of Address:**
Shareholders are requested to promptly notify any change in their address quoting their Folio No(s), to the Share Registrar of the Company.
- Notice of Shareholders who have not provided their CNIC:**
The members who have not yet submitted copy of their valid CNIC / NTN (in case of corporate entities) are requested to submit the same to the Company's Share Registrar with members Folio No. / CDC Account No. mentioned thereon.
- CNIC / NTN Number on Electronic Dividend (Mandatory):**
i. As per SRO 833-I/11/2012 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).
ii. As per Regulation no. 4 & 6 of SRO 1145-I/11/2017 (as amended), 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.
iii. 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.
- Payment of Cash Dividend Electronically:**
As per provision of Section 242 of the 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/>.
- Deduction of Income Tax from Dividend under Section 150 of the Income Tax Ordinance, 2001 ("Income Tax Ordinance"):**
The rates of deduction of withholding tax for Filer and Non-Filer as prescribed under Section 150 of the Income Tax Ordinance, 2001, are as under:
For Filers of income tax returns 15.00%
For Non-Filers of income tax returns 30.00%
Withholding tax on Dividend in case of Joint Account Holders
Members who have joint shareholdings held by Filers and Non-Filers shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filer or a Non-Filer and tax will be deducted according to his/her shareholding.
If the share is not ascertainable then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher side, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company latest by the Annual General Meeting date

Folio/CDC A/C No.	Total No. Shares	Name of Principal Shareholder and CNIC	Share Holding	Name of Joint Shareholders and CNIC	Share Holding
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Valid Tax Exemption Certificate for Exemption from Withholding Tax
A valid tax exemption certificate is necessary for exemption from the deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001. Members who qualify under Clause 47B of Part IV of the Second Schedule to the Income Tax Ordinance, 2001 and wish to seek an exemption must provide a copy of their valid tax exemption certificate to the Shares Registrar prior to the date of commencement of Book Closure otherwise tax will be deducted according to the applicable law.

Undeclared Dividend

Shareholders, who by any reason, could not claim their dividend, if any, are advised to contact our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block 8, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 collect / inquire about their undeclared dividend, if any.

9. 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.

10. Postal Ballot:

- Pursuant to the Companies (Postal Ballot) Regulations, 2018 for the purpose of election of directors and for any other agenda item, the members will be allowed to exercise their right of vote through postal ballot that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.
- If the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159(1) of the Companies Act, 2017, then the Company shall provide its members with the option of voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.

11. Deposit of Physical Shares into CDC Accounts:

As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e. May 31, 2017. The shareholder having physical shareholding may open CDC sub-account with any of the brokers or investor's account directly with the CDC to place their physical shares into scripless form. This will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing Regulations of the Pakistan Stock Exchange Limited.

12. Transmission of Audited Financial Statements / Notices Through Email:

Members are hereby informed that pursuant to SECP SRO 787(I)/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 2020 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 2020 can subsequently request any other media including hard copy which shall be provided free of cost within seven days.

13. 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 along with the annexures comprising amended ESOS as Annexure A and amendments in the Articles of Association of the Company with track change Annexure B. For the information of the members, 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>.

14. Placement of Financial Statements on Website:

The Financial Statements of the Company for the year ended June 30, 2020 along with reports have been placed on the website of the Company: <https://www.interloop-pk.com>.

15. Consent for video conference facility:

Pursuant to Section 133(2) & section 134(b) of the Companies Act, 2017, if company receives consent 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

عمومی امور :-

- ### دیگر امور:

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