

Ref: ILP/PSX/39/2022

Date: 06/10/2022

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

Subject: **ADDENDUM TO THE NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING**

Dear Sir,

We refer to the Notice of 30<sup>th</sup> Annual General Meeting (**AGM**) of Interloop Limited (**the Company**) submitted to PSX dated September 26, 2022 and subsequently dispatched to the members of the Company and published in the newspapers on September 27, 2022.

Please note that in view of the resolutions passed by the Board of Directors of the Company on October 05, 2022, an Addendum to the said Notice of the 30<sup>th</sup> AGM of the Company is being given to the members and will also be published in the newspapers nationwide in daily Business Recorder (English) and daily Nawa-i-Waqt (Urdu) on October 07, 2022. We enclose the text of the said Addendum to the Notice of the 30<sup>th</sup> AGM for your information and circulation amongst the TRE Certificate Holders.

Thanking You,

  
(Rana Ali Raza)  
Company Secretary



Copy to:

Executive Director / HOD  
Offsite-II Department, Supervision Department  
Securities & Exchange Commission of Pakistan  
63, NIC Building, Jinnah Avenue, Blue Area,  
Islamabad

## INTERLOOP LIMITED

### ADDENDUM TO THE NOTICE OF 30<sup>th</sup> ANNUAL GENERAL MEETING

Being held on Tuesday, October 18, 2022 at 11:30 am at the Interloop Executive Club, Interloop Industrial Park located at 7-KM Khurrianwala - Jaranwala Road, Khurrianwala, Faisalabad.

Further to Notice of the 30<sup>th</sup> Annual General Meeting (AGM) of the Interloop Limited (ILP or Company) already sent to the shareholders and published in the newspapers on September 27, 2022, the following special business is being added as an agenda item to transact in the 30<sup>th</sup> AGM and accordingly hereby circulated to the shareholders of the Company along with material information under section 134 (3) of the Companies Act, 2017:

#### SPECIAL BUSINESS:

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution, to amend the Interloop Limited Employees Stock Option Scheme, 2016 (ESOS or Scheme), with or without modification, in order to enlarge its scope for all the employees of the Company:

**RESOLVED THAT** subject to all requisite approvals, if any, the clause 1.1.14 of the Approved ESOS, be and is hereby amended by inserting the following new definition(s) in the appropriate alphabetical order:

#### 1.1.14 'Eligible Employee' means:

- A regular employee who is on payroll of the Company as an Executive Employee and has completed a regular service of at least 3 years with the Company till June 30th of the preceding financial year working in Pakistan or outside Pakistan (and who is admitted to the Scheme by the approval of the Board);
- A regular employee including Non-Executive Employee who has completed a regular service of at least 3 years with the Company till June 30th of the preceding financial year working in Pakistan or outside Pakistan and who has been selected by the Board for the Scheme;
- An Executive Director who is on the payroll of the Company; or
- A Chief Executive Officer who is on the payroll of the Company;

**FURTHER RESOLVED THAT** the amended Interloop Limited Employees Stock Option Scheme, 2016 incorporating the aforesaid alteration(s) placed before this meeting, be and is hereby approved.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to these resolution(s) and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolution(s).

#### OTHER BUSINESS:

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

Place: Faisalabad  
Dated: October 06, 2022

By Order of the Board



(Rana Ali Raza)  
Company Secretary

## STATEMENT OF MATERIAL FACTS CONCERNING SPECIAL BUSINESS PURSUANT TO SECTION 134 (3) OF THE COMPANIES ACT, 2017.

The following statement sets out the material facts pertaining to the special business to be transacted in the 30<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, October 18, 2022:

### Agenda Item No. 7 of the Notice –

Interloop had introduced “Interloop Limited Employees Stock Option Scheme, 2016” (ESOS or Scheme) to offer Company Shares to its eligible Executive Employees, pursuant to the Public Companies (Employees Stock Option Scheme) Rules, 2001, transforming them from Stakeholders to Shareholders. The Scheme is flexible, voluntary, and focused on the long term growth and prosperity of the employees. This Scheme was launched in the Year 2016 and upon listing on Pakistan Stock Exchange, the Scheme was revamped in accordance with the applicable laws and regulations. Initially, the Scheme had been introduced for the eligible Executive employees only, however, in order to amplify the confidence of all Employees of the Company including Non-Executive employees, it has been proposed by the Board to also extend the scope of this Scheme to Non-Executive employees.

The Directors are not interested in this business except as shareholders of the Company.

\*\*\*\*\*





Being held on Tuesday, October 18, 2022 at 11:30 am at the Interloop Executive Club, Interloop Industrial Park located at 7-KM Khurrianwala - Jaranwala Road, Khurrianwala, Faisalabad.

Further to Notice of the 30th Annual General Meeting (AGM) of the Interloop Limited (ILP or Company) already sent to the shareholders and published in the newspapers on September 27, 2022, the following special business is being added as an agenda item to transact in the 30th AGM and accordingly hereby circulated to the shareholders of the Company along with along with material information under section 134 (3) of the Companies Act, 2017:

**SPECIAL BUSINESS:**

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution, to amend the Interloop Limited Employees Stock Option Scheme, 2016 (ESOS or Scheme), with or without modification, in order to enlarge its scope for all the employees of the Company:

**RESOLVED THAT** subject to all requisite approvals, if any, the clause 1.1.14 of the Approved ESOS, be and is hereby amended by inserting the following new definition(s) in the appropriate alphabetical order:

**1.1.14 'Eligible Employee' means:**

- a) A regular employee who is on payroll of the Company as an Executive Employee and has completed a regular service of at least 3 years with the Company till June 30th of the preceding financial year working in Pakistan or outside Pakistan (and who is admitted to the Scheme by the approval of the Board)
- b) A regular employee including Non-Executive Employee who has completed a regular service of at least 3 years with the Company till June 30th of the preceding financial year working in Pakistan or outside Pakistan and who has been selected by the Board for the Scheme;
- c) An Executive Director who is on the payroll of the Company; or
- d) A Chief Executive Officer who is on the payroll of the Company;

**FURTHER RESOLVED THAT** the amended Interloop Limited Employees Stock Option Scheme, 2016 incorporating the aforesaid alteration(s) placed before this meeting, be and is hereby approved.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to these resolution(s) and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolution(s).

**OTHER BUSINESS:**

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

By Order of the Board

Place: Faisalabad  
Dated: October 06, 2022

-Sd-  
(Rana Ali Raza)  
Company Secretary

**STATEMENT OF MATERIAL FACTS CONCERNING SPECIAL BUSINESS PURSUANT TO SECTION 134 (3) OF THE COMPANIES ACT, 2017.**

The following statement sets out the material facts pertaining to the special business to be transacted in the 30th Annual General Meeting of the Company to be held on Tuesday, October 18, 2022:

**Agenda Item No. 7 of the Notice –**

Interloop had introduced "Interloop Limited Employees Stock Option Scheme, 2016" (ESOS or Scheme) to offer Company Shares to its eligible Executive Employees, pursuant to the Public Companies (Employees Stock Option Scheme) Rules, 2001, transforming them from Stakeholders to Shareholders. The Scheme is flexible, voluntary, and focused on the long term growth and prosperity of the employees. This Scheme was launched in the Year 2016 and upon listing on Pakistan Stock Exchange, the Scheme was revamped in accordance with the applicable laws and regulations. Initially, the Scheme had been introduced for the eligible Executive employees only, however, in order to amplify the confidence of all Employees of the Company including Non-Executive employees, it has been proposed by the Board to also extend the scope of this Scheme to Non-Executive employees.

The Directors are not interested in this business except as shareholders of the Company.



30 واں سالانہ اجلاس عام، جو منگل 18 اکتوبر 2022 کو دوپہر 11:30 بجے انٹرلوپ ایگزیکٹو کلب، انٹرلوپ انڈسٹریل پارک واقع KM-7 کھڑیا نوالہ- جڑا نوالہ روڈ، کھڑیا نوالہ، فیصل آباد میں منعقد ہوگا۔

انٹرلوپ لمیٹڈ (ILP) یا کمپنی کے 30 واں سالانہ اجلاس عام (AGM) کے نوٹس میں جو پہلے ہی شیئر ہولڈرز کو ارسال کیا جا چکا ہے اور 27 ستمبر 2022 کو اخبارات میں شائع ہو چکا ہے، یہ ضمیمہ 30 واں سالانہ اجلاس عام کے ایجنڈا آئٹمز میں مندرجہ ذیل امور کو خصوصی کارروائی کے طور پر نمٹانے کے لیے شامل کیا جا رہا ہے۔  
خصوصی کارروائی:

7. انٹرلوپ لمیٹڈ ایمپلائز سٹاک آپشن سکیم 2016 (ESOS یا سکیم) کا دائرہ کار کمپنی کے تمام ملازمین تک وسیع کرنے کے لیے اس میں کسی رد و بدل کے ساتھ یا بغیر ترمیم کی خاطر مندرجہ ذیل قرارداد پر غور اور اگر مناسب سمجھا جائے تو کسی رد و بدل کے ساتھ یا بغیر اس کو خصوصی قرارداد کی حیثیت سے منظور کرنا:

طے پایا کہ منظور شدہ ESOS کی شق 1.1.14 میں تمام مطلوبہ منظور یوں، اگر کوئی ہوں، سے مشروط حروف تہجی کی مناسب ترتیب سے مندرجہ ذیل نئی تشریح (تشریحات) شامل کرتے ہوئے ترمیم کی جائے اور بذریعہ ہذا ترمیم کی جاتی ہے:

1.1.14 'اہل ملازم' کا مطلب ہے:

- کوئی ایسا باقاعدہ ملازم جو ایگزیکٹو ایمپلائز کی حیثیت سے کمپنی کے پے رول پر ہے اور گزشتہ مالی سال 30، جون تک پاکستان میں یا پاکستان سے باہر کمپنی کے ساتھ کم سے کم تین سال کی ملازمت مکمل کر چکا ہے (اور جو بورڈ کی منظوری سے اس سکیم میں شامل ہے)؛
- کوئی باقاعدہ ملازم بشمول نان ایگزیکٹو ایمپلائز جو گزشتہ مالی سال 30 جون تک پاکستان میں یا پاکستان سے باہر کمپنی میں کم سے کم تین سال کی باقاعدہ ملازمت مکمل کر چکا ہو اور جسے بورڈ کی طرف سے اس سکیم کے لیے منتخب کیا گیا ہو؛
- کوئی ایگزیکٹو ڈائریکٹر جو کمپنی کے پے رول پر ہے؛ یا
- چیف ایگزیکٹو آفیسر جو کمپنی کے پے رول پر ہے؛

مزید طے پایا کہ مذکورہ بالا تبدیلی (تبدیلیوں) کے ساتھ ترمیم شدہ انٹرلوپ لمیٹڈ سٹاک آپشن سکیم، 2016 اجلاس میں پیش کی جائے اور بذریعہ ہذا اسے منظور کیا جاتا ہے۔  
مزید طے پایا کہ کمپنی کے بورڈ آف ڈائریکٹرز کے پاس بورڈ سے مزید کسی رضا مندی کے حصول کی ضرورت یا کمپنی کے ممبرز کی منظوری کے بغیر ایسے تمام افعال، کام اور امور انجام دینے کے لیے اختیارات ہوں اور بذریعہ ہذا اسے یہ اختیار دیا جاتا ہے، جو ان قراردادوں کو موثر بنانے اور ایسے تمام سوالوں، مشکلات اور شبہات کو طے کرنے کے لیے درکار ہیں، جو اس ضمن میں کسی بھی مرحلے پر پیدا ہو سکتے ہیں، اور یہ باور کیا جائے گا کہ وہ ان قراردادوں کی اتھارٹی سے اس بارے میں اپنی منظوری دے چکے ہیں۔

دیگر امور:

8. صاحب صدر کی اجازت سے کوئی دوسرا معاملہ نمٹانا۔

بحکم بورڈ

(رانا علی رضا)

کمپنی سیکریٹری

بمقام: فیصل آباد

مورخہ: 06 اکتوبر، 2022

**کمپنیز ایکٹ، 2017 کے سیکشن (3) 134 کے تحت خصوصی کارروائی کے بارے میں مادی حقائق کا اسٹیٹمنٹ**

مندرجہ ذیل اسٹیٹمنٹ منگل 18 اکتوبر، 2022 کو منعقد ہونے والے کمپنی کے 30 واں سالانہ اجلاس عام میں خصوصی امور کی حیثیت سے نمٹائے جانے سے متعلق مادی حقائق کی صراحت کرتا ہے۔

**نوٹس کا ایجنڈا آئٹم نمبر 7**

انٹرلوپ نے پبلک کمپنیز (ایمپلائز سٹاک آپشن سکیم) رولز 2001 پر عمل کرتے ہوئے اپنے اہل ایگزیکٹو ملازمین کو کمپنی کے شیئرز کی پیشکش کرنے کے لیے "انٹرلوپ لمیٹڈ ایمپلائز سٹاک آپشن سکیم، 2016 (ESOS یا سکیم) متعارف کروائی تھی، جس کے تحت انھیں سٹیک ہولڈرز سے شیئرز ہولڈرز میں تبدیل کر دیا گیا ہے۔ یہ سکیم لچک دار، رضا کارانہ اور ملازمین کی طویل المدت افزائش اور خوشحالی پر مرکوز ہے۔ اس سکیم کا آغاز 2016 میں ہوا تھا اور پاکستان سٹاک ایکسچینج میں اندراج کے بعد قابل اطلاق قوانین اور ضابطوں کی مطابقت سے اسے بہتر بنایا گیا۔ ابتدا میں یہ سکیم صرف اہل ایگزیکٹو ملازمین کے لیے متعارف کروائی تھی تاہم، نان ایگزیکٹو ملازمین سمیت کمپنی کے تمام ملازمین کا اعتماد بڑھانے کے لیے بورڈ کی طرف سے تجویز پیش کی گئی کہ اس سکیم کا دائرہ کار نان ایگزیکٹو ملازمین تک بھی پھیلا دیا جائے۔

ڈائریکٹرز کو کمپنی کے شیئر ہولڈرز کے سوا اس بزنس سے دوسری کوئی دلچسپی نہیں ہے۔

