

The Board of Directors,
Interloop Limited
Faisalabad.

Ref: KHBC-IL/157/24
Date: January 26, 2024

Sub: FURTHER ISSUANCE OF SHARES UNDER INTERLOOP LIMITED EMPLOYEES STOCK OPTION SCHEME 2016 (ESOS)

We, being statutory auditor of M/s Interloop Limited the company, have been requested to certify issuance of shares under approved Employees Stock Option Scheme, 2016 as required under Standard Operating Procedures of Central Depository System (CDS) - Central Depository Company of Pakistan Limited (CDC).

Scope of the Certificate

Under the subject mentioned, the certificate is issued in accordance with the "Guidelines for Auditor's Certificate" specified in the Standard Operating Procedures of Central Depository System (CDS) for further issuance of shares under approved Employees Stock Option Scheme, 2016. The Board of Directors in their meeting held on October 18, 2022 has approved for the fresh grant of 8,085,270 options at share price Rs.63.80/ per share to the entitled employees w.e.f. November 15, 2022 relating to the preceding financial year. Thereafter, the Board of Directors vide their meeting held on January 22, 2024 approved the 1st allotment of 262,604 equity shares at Rs. 63.80/- each in the share capital of the Company. These shares were declared to be allotted to those eligible employees who have chosen to exercise the options through the ESOS Scheme.

Management's Responsibility

It is the management's responsibility to prepare and maintain complete record as regard to options granted and issued, compliance with the requirements laid down by SOPs of CDS, notifying the non-compliance, if any. Further, the management is also responsible to ensure other connected regulatory compliances concerned with statutory requirements and submit the information/record as required under the respective Rules. This certificate does not relieve the management from its responsibility.

Auditor's Responsibility

Our responsibility is to certify the company's compliance with the Standard Operating Procedures of Central Depository System (CDS) for further issuance of shares under approved Employees Stock Option Scheme, 2016 and allotment of shares in the name of CDC in accordance with "Guidelines for Auditor's Certificate" specified in the Standard Operating Procedures of Central Depository System (CDS) viz-a-viz "Guidelines for Issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms" issued by the Institute of Chartered Accountants of Pakistan (ICAP).

Our confirmation was confined to the issuance of shares under approved Employees Stock Option Scheme, 2016, confirmation of revised paid -up capital after issuance of shares under Employees Stock Option Scheme and record prepared for allotment of shares in the name of CDC.

We have obtained all the relevant record for our verification for issuance of this certificate:



Certificate

As requested, we the statutory auditors of Interloop Limited ("the company"), confirm that we have verified from books and records of the company that an aggregate subscription amount of Rs. **16,754,135/- (Rupees Sixteen Million Seven Hundred Fifty Four Thousand One Hundred Thirty Five only)** have been received by the company by the 9th Day of January 2024 against fresh issuance of 262,604 shares options at an exercise price of Rs.63.80/- per share as approved.

Based on our examination of books of accounts and other relevant records of the Company, we hereby certify the below mentioned tabulated paid-up capital before and after issuance of shares to eligible employees:

	<u>Existing</u>	<u>Issuance under ESOS</u>	<u>Revised</u>
Issued and subscribed shares	1,401,446,864	262,604	1,401,709,468

We further certify that:

- all requirements with regards to allotment of securities in the name of CDC have been fulfilled by the Issuer.
- the conditions (if any) imposed by the regulatory body have been fulfilled by the Issuer in every respect.

We have been given to understand that the above referred shares would be recorded in the members' register in the name of Central Depository Company of Pakistan Limited ("CDC") as envisaged under the Guidelines. Furthermore, our certificate is in accordance with the "Guidelines for Issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms" issued by the Institute of Chartered Accountants of Pakistan (ICAP). Our verification was limited to the information as mentioned above.

Restriction on use and distribution

This certificate is being issued on the specific request of the management of the company for onward submission to Central Depository Company of Pakistan Limited.



KRESTON HYDER BHIMJI & CO.
CHARTERED ACCOUNTANTS

Annexure 'A'
INTERLOOP LIMITED

Shares Allotment Details under ESOS 2022

Sr#	Employee Number	Name	Availed	Rate	Amount
1	210418	Mr. MUHAMMAD TANVEER	2605	63.80	166,199
2	201138	Mr. SALMAN TAHIR	8577	63.80	547,213
3	233136	Mr. KHURAM LIAOAT	584	63.80	37,259
4	232547	Mr. MUHAMMAD IMRAN ASHRAF	4443	63.80	283,463
5	216314	Mr. YASIR WAHEED	1379	63.80	87,980
6	203994	Mr. NAEEM TAHIR	2889	63.80	184,318
7	219503	Mr. KAMRAN ZAHID	3570	63.80	227,766
8	219934	Mr. HUMAYUN JAVED KHAN	8733	63.80	557,165
9	201239	Mr. AMJAD FAROOQ	4773	63.80	304,517
10	201316	Mrs. SHAHIDA AMER	1996	63.80	127,345
11	201851	Mr. MUHAMMAD KASHIF	5694	63.80	363,277
12	220341	Mr. SYED HASSAN TANVIR	1024	63.80	65,331
13	201753	Mr. MUHAMMAD MAJID	2649	63.80	169,006
14	218142	Ms. AMNA FAROOQ	1896	63.80	120,965
15	216992	Mr. FAROOQ RAUF	2620	63.80	167,156
16	232389	Mr. MUHAMMAD SALMAN NAEEM	600	63.80	38,280
17	207024	Mr. SALEEM AHMAD	1487	63.80	94,871
18	200487	Mr. GHULAM FARID	1983	63.80	126,515
19	225939	Mr. JAMSHAD IOBAL	18338	63.80	1,169,964
20	204572	Mr. ABDUL RAUF ABID	1454	63.80	92,765
21	227519	Mr. MUHAMMAD WAOAS AHSAN	7298	63.80	465,612
22	205159	Mr. MIAN MUHAMMAD TAHIR	5205	63.80	332,079
23	200996	Mr. M. SHAKEEL ANWAR KHAN	3119	63.80	198,992
24	207015	Mr. ABID ALI GILL	7800	63.80	497,640
25	200103	Mr. MUHAMMAD AZAM	3707	63.80	236,507
26	220616	Mr. TALHA SALMAN	2636	63.80	168,177
27	224821	Mr. MOHAMMAD SHOAIB	7800	63.80	497,640
28	215297	Mr. OUMAR MAHBOOB	779	63.80	49,700
29	200106	Mr. WAHEED IOBAL	13333	63.80	850,645
30	202678	Mr. MUHAMMAD ABID BILAL	5108	63.80	325,890
31	208057	Mr. SYED ASAD ABBAS SHERAZI	1674	63.80	106,801
32	200476	Mr. GHULAM OASIM SHAHEEN	12381	63.80	789,908
33	232480	Mr. MUHAMMAD ARIF	377	63.80	24,053
34	204825	Mr. FAHAD YAOOOB	782	63.80	49,892
35	200095	Mr. MOHAMMAD ARIF	5788	63.80	369,274
36	201270	Mr. ZAHID HUSSAIN	1347	63.80	85,939
37	225574	Mr. ZEESHAN ASIF	5576	63.80	355,749
38	221840	Mr. YASIR YAOUB	1915	63.80	122,177
39	211937	Mr. MUHAMMAD AFZAL	1101	63.80	70,244
40	209083	Mr. DANISH AKRAM	1090	63.80	69,542
41	226792	Mr. AHSAN SAEED	1621	63.80	103,420
42	201130	Ms. SUMERA ZAMAN	1913	63.80	122,049
43	206138	Mr. BILAL AHMAD	675	63.80	43,065
44	203503	Mr. GHULAM YASIN MUSTAFA	1094	63.80	69,797
45	220853	Mr. SAEED AHMED	10500	63.80	669,900
46	207261	Mr. YASIR SAJJAD	3010	63.80	192,038
47	204847	Ms. IORA AKRAM	933	63.80	59,525
48	201398	Mr. RIZWAN ARSHAD	2653	63.80	169,261
49	226005	Mr. AZAZ JAMIL	2000	63.80	127,600
50	201754	Mr. MUHAMMAD ZAEEM MUSTAFA	2353	63.80	150,121
51	204973	Mr. OMER ALI BHATTI	4702	63.80	299,988
52	227811	Mr. MIAN MUHAMMAD KHALID AMIN	6091	63.80	388,606
53	202002	Mr. KHALID MUKHTAR	2511	63.80	160,202
54	233410	Mr. MUHAMMAD ZIA KHALIL	500	63.80	31,900
55	200760	Mr. TAHIR SHAHZAD	1212	63.80	77,326
56	204884	Mr. MUHAMMAD AYUB	6500	63.80	414,700
57	225306	Mr. MUHAMMAD AHSAN MUNIR	768	63.80	48,998
58	231991	Mr. MUHAMMAD BILAL HASSAN	1532	63.80	97,742
59	201366	Mr. MUHAMMAD ABDULLAH	1093	63.80	69,733
60	200958	Mr. ABDUL HAMEED	1351	63.80	86,194
61	229285	Mr. UMAIR SHABBIR	1690	63.80	107,822
62	219561	Mr. NADEEM AHMAD	3281	63.80	209,328
63	207080	Mr. MUHAMMAD SHAHID WAOAS	782	63.80	49,892
64	231816	Mr. RASHID HUSSAIN KHAN GURMANI	8819	63.80	562,652
65	204438	Mr. SHAHZAD ALIAD	889	63.80	56,718
66	203948	Mr. MUHAMMAD FAROOQ	893	63.80	56,973
67	227338	Mr. SAAD MAHMOOD	3743	63.80	238,803
68	200042	Mr. OAMAR SHAHZAD	2370	63.80	151,206
69	201390	Mr. MUHAMMAD IRFAN	2800	63.80	178,640
70	205014	Mr. MUHAMMAD ALMAAS	635	63.80	40,513
71	213572	Mr. AZHAR YASIN	748	63.80	47,722
72	200737	Mr. MUHAMMAD SHAFIO NAZ	1500	63.80	95,700
73	200629	Mr. MUHAMMAD RAFIOUE JAVED	1557	63.80	99,337
74	229274	Mr. SAYYAM GULL	976	63.80	62,269
75	211998	Mr. UMAIR AWAN	3555	63.80	226,809
76	233738	Mr. FARMAN ALI	235	63.80	14,993
77	202466	Mr. MUHAMMAD ASHIO	1708	63.80	108,970
78	201676	Mr. RAZA MOHI UD DIN	5000	63.80	319,000
79	227704	Mr. KHAWAR ALI	2301	63.80	146,804
			262,604		
					16,754,135

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