

Ref: ILP/PSX/58/2023

Date: 21/09/2023

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

Subject: **Publication of Notice of 31<sup>st</sup> Annual General Meeting in Newspapers**

Dear Sir,

Enclosed please find a copy of the Notice of the 31<sup>st</sup> Annual General Meeting to be held on October 13, 2023 (Friday) which will be published in the newspapers nationwide in daily Business Recorder (English) and daily Nawa-i-Waqt (Urdu) on September 22, 2023.

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 NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting (AGM) of Interloop Limited (the "Company") will be held on Friday, October 13, 2023 at 10:30 AM at the Interloop Executive Club, Interloop Industrial Park located at 37/38 Khairun-Nisa - Jaramala Road, Kuratmalai, Faisalabad, to transact the following business:

- ORDINARY BUSINESS:**
  - To confirm the minutes of the last Annual General Meeting of the Company held on October 10, 2022.
  - To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2023, together with the Auditors' Report thereon.
  - To approve Final Cash Dividend @ 20% of Rs. 2 per share, for the year ended June 30, 2023, as recommended by the Board of Directors. To appoint Auditors as the firm Messrs. Mazhar & Partners Chartered Accountants for the year 2023-24 and to authorize the Board of Directors to do all such acts and things as may be necessary or expedient to give effect to the aforesaid.
  - To consider and approve the Interim Bonus Shares in the proportion of fifty (50) ordinary shares for every hundred (100) ordinary shares held (i.e. 50% bonus) (which will be issued to the shareholders of the Company on the basis of the provisions of the Memorandum and Articles of Association of the Company) and to authorize the Board of Directors to do all such acts and things as may be necessary or expedient to give effect to the aforesaid.
  - To consider and approve the Interim Bonus Shares in the proportion of fifty (50) ordinary shares for every hundred (100) ordinary shares held (i.e. 50% bonus) (which will be issued to the shareholders of the Company on the basis of the provisions of the Memorandum and Articles of Association of the Company) and to authorize the Board of Directors to do all such acts and things as may be necessary or expedient to give effect to the aforesaid.

- SPECIAL BUSINESS:**
  - To consider and approve the proposed Special Business in the form of the Memorandum and Articles of Association of the Company, as amended, and to authorize the Board of Directors to do all such acts and things as may be necessary or expedient to give effect to the aforesaid.
  - To consider and approve the proposed Special Business in the form of the Memorandum and Articles of Association of the Company, as amended, and to authorize the Board of Directors to do all such acts and things as may be necessary or expedient to give effect to the aforesaid.
  - To consider and approve the proposed Special Business in the form of the Memorandum and Articles of Association of the Company, as amended, and to authorize the Board of Directors to do all such acts and things as may be necessary or expedient to give effect to the aforesaid.

**CLAUSE IV OF THE MEMORANDUM OF ASSOCIATION:**  
The Authorized Capital of the Company is Rs. 50,000,000,000 (Rupees Fifty Billion only) divided into 5,000,000,000 (Five Billion) Ordinary Shares of Rs. 10 (Rupees Ten) each, which shall be paid up to the extent of Rs. 15,000,000,000 (Rupees Fifteen Billion only) divided into 1,500,000,000 (One Billion Five Hundred Million) ordinary shares of Rs. 10 (Rupees Ten) each, to Rs. 50,000,000,000 (Rupees Fifty Billion only) divided into 5,000,000,000 (Five Billion) ordinary shares of Rs. 10 (Rupees Ten) each, ranking pari passu in every respect.

**CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:**  
The Authorized Capital of the Company is Rs. 50,000,000,000 (Rupees Fifty Billion only) divided into 5,000,000,000 (Five Billion) Ordinary Shares of Rs. 10 (Rupees Ten) each, which shall be paid up to the extent of Rs. 15,000,000,000 (Rupees Fifteen Billion only) divided into 1,500,000,000 (One Billion Five Hundred Million) ordinary shares of Rs. 10 (Rupees Ten) each, to Rs. 50,000,000,000 (Rupees Fifty Billion only) divided into 5,000,000,000 (Five Billion) ordinary shares of Rs. 10 (Rupees Ten) each, ranking pari passu in every respect.

**ARTICLE 128A OF ARTICLES OF ASSOCIATION:**  
Whenever such a resolution aforesaid shall have been passed by the Board of Directors of the Company, the Directors are authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereto, and all allotments and issue of fully paid up shares of the Company, and generally shall do all acts and things required to give effect thereto.

**ARTICLE 128B OF ARTICLES OF ASSOCIATION:**  
Whenever such a resolution aforesaid shall have been passed by the Board of Directors of the Company, the Directors are authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereto, and all allotments and issue of fully paid up shares of the Company, and generally shall do all acts and things required to give effect thereto.

**ARTICLE 128C OF ARTICLES OF ASSOCIATION:**  
Whenever such a resolution aforesaid shall have been passed by the Board of Directors of the Company, the Directors are authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereto, and all allotments and issue of fully paid up shares of the Company, and generally shall do all acts and things required to give effect thereto.

**ARTICLE 128D OF ARTICLES OF ASSOCIATION:**  
Whenever such a resolution aforesaid shall have been passed by the Board of Directors of the Company, the Directors are authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereto, and all allotments and issue of fully paid up shares of the Company, and generally shall do all acts and things required to give effect thereto.

**ARTICLE 128E OF ARTICLES OF ASSOCIATION:**  
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**ARTICLE 128K OF ARTICLES OF ASSOCIATION:**  
Whenever such a resolution aforesaid shall have been passed by the Board of Directors of the Company, the Directors are authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereto, and all allotments and issue of fully paid up shares of the Company, and generally shall do all acts and things required to give effect thereto.

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**ARTICLE 128M OF ARTICLES OF ASSOCIATION:**  
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**ARTICLE 128S OF ARTICLES OF ASSOCIATION:**  
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right to vote through postal ballot or through e-voting, in accordance with the requirements and procedures contained in the aforesaid Regulations. The Company shall provide Electronic Voting Procedures and Postal Ballot papers in the newspapers and also upload the same on the Company's website. Members are requested to update their details together with Name, Folio/CDIC Account No., E-mail address, contact number on the Share Register of the Company. The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com).

**MANDATORY SUBMISSION OF CND COPIES:** With reference to the notification of Securities and Exchange Commission of Pakistan (SECP) (SECP) 190 (2012) dated August 18, 2011, the Members/Shareholders who have not yet submitted a copy of their valid CND to the Company are requested to submit the same to the Company's Share Registrar (SR) at the following address: Messrs. Mazhar & Partners Chartered Accountants, Interloop Industrial Park, 37/38 Khairun-Nisa - Jaramala Road, Kuratmalai, Faisalabad, Pakistan. The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com).

**DIVIDEND BANK MANDATE:** Pursuant to Section 242 of the Companies Act, 2017, members are requested to provide their valid CND and Bank Account details to the Company's Share Registrar (SR) at the following address: Messrs. Mazhar & Partners Chartered Accountants, Interloop Industrial Park, 37/38 Khairun-Nisa - Jaramala Road, Kuratmalai, Faisalabad, Pakistan. The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com).

**DEDUCTION OF INCOME TAX FROM DIVIDEND UNDER SECTION 150:** The Federal Government has introduced a new provision in Section 150 of the Income Tax Ordinance, 2001, as amended, which provides for the deduction of income tax from dividend payments. Members who are registered with the Federal Board of Revenue (FBR) and have provided their valid CND and Bank Account details to the Company's Share Registrar (SR) are requested to provide their valid CND and Bank Account details to the Company's Share Registrar (SR) at the following address: Messrs. Mazhar & Partners Chartered Accountants, Interloop Industrial Park, 37/38 Khairun-Nisa - Jaramala Road, Kuratmalai, Faisalabad, Pakistan. The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com).

**UNCLAIMED DIVIDEND / SHARES UNDER SECTION 244 OF THE COMPANIES ACT, 2017:** An updated list for unclaimed dividend / shares of the Company is available on the Company's website at [www.interloop.com](http://www.interloop.com). These are unclaimed dividend / shares, which have not been claimed by the members of the Company. Members are requested to claim their unclaimed dividend / shares by providing their valid CND and Bank Account details to the Company's Share Registrar (SR) at the following address: Messrs. Mazhar & Partners Chartered Accountants, Interloop Industrial Park, 37/38 Khairun-Nisa - Jaramala Road, Kuratmalai, Faisalabad, Pakistan. The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com).

**CONSENT FOR VIDEO CONFERENCE FACILITY:** Pursuant to Section 132(2) and Section 134(3) of the Companies Act, 2017, the Company requires a consent from the Shareholders holding aggregate 10% or more shareholding residing at geographical location not accessible in the way through the close proximity of such facility in that city. To avail this facility please provide following information to the Company's Share Registrar (SR) at the following address: Messrs. Mazhar & Partners Chartered Accountants, Interloop Industrial Park, 37/38 Khairun-Nisa - Jaramala Road, Kuratmalai, Faisalabad, Pakistan. The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com).

**TRANSMISSION OF AUDITED FINANCIAL STATEMENTS / NOTICES THROUGH EMAIL:** Members are hereby informed that the Audited Financial Statements and Notices of Annual General Meeting has been uploaded in electronic form through email. Members are requested to provide their valid CND and Bank Account details to the Company's Share Registrar (SR) at the following address: Messrs. Mazhar & Partners Chartered Accountants, Interloop Industrial Park, 37/38 Khairun-Nisa - Jaramala Road, Kuratmalai, Faisalabad, Pakistan. The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com).

**TABLES OF ANNUAL AUDITED FINANCIAL STATEMENTS THROUGH CD/DVD/USB:** Pursuant to Section 242 of the Companies Act, 2017, members are requested to provide their valid CND and Bank Account details to the Company's Share Registrar (SR) at the following address: Messrs. Mazhar & Partners Chartered Accountants, Interloop Industrial Park, 37/38 Khairun-Nisa - Jaramala Road, Kuratmalai, Faisalabad, Pakistan. The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com).

**INTIMATION OF CHANGES OF ADDRESS AND DECLARATION FOR NON-DEDUCTION OF TAX:** Members are requested to provide their valid CND and Bank Account details to the Company's Share Registrar (SR) at the following address: Messrs. Mazhar & Partners Chartered Accountants, Interloop Industrial Park, 37/38 Khairun-Nisa - Jaramala Road, Kuratmalai, Faisalabad, Pakistan. The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com).

**PLACEMENT OF FINANCIAL STATEMENTS THROUGH CD/DVD/USB:** Pursuant to Section 242 of the Companies Act, 2017, members are requested to provide their valid CND and Bank Account details to the Company's Share Registrar (SR) at the following address: Messrs. Mazhar & Partners Chartered Accountants, Interloop Industrial Park, 37/38 Khairun-Nisa - Jaramala Road, Kuratmalai, Faisalabad, Pakistan. The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com).

**INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:** Pursuant to Section 242 of the Companies Act, 2017, members are requested to provide their valid CND and Bank Account details to the Company's Share Registrar (SR) at the following address: Messrs. Mazhar & Partners Chartered Accountants, Interloop Industrial Park, 37/38 Khairun-Nisa - Jaramala Road, Kuratmalai, Faisalabad, Pakistan. The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com).

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**OFFICE BUSINESS:**  
In order of the Board of Directors:  
1. To transact any other business with the permission of the Chair.  
2. To consider and approve the proposed Special Business in the form of the Memorandum and Articles of Association of the Company, as amended, and to authorize the Board of Directors to do all such acts and things as may be necessary or expedient to give effect to the aforesaid.

**CLOSURE OF SHARE TRANSFER BOOKS:** The Share Transfer Books of the Company will remain closed from October 06, 2023 to October 13, 2023 (both days inclusive) for the purpose of the 31st Annual General Meeting of the Company. The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com).

**VIRTUAL PARTICIPATION IN THE AGM PROCEEDINGS:** Shareholders interested in attending the AGM virtually are hereby advised to get themselves registered with the Company by providing the following information through an email at [shareholders@interloop.com](mailto:shareholders@interloop.com) or [shareholders@interloop.com](mailto:shareholders@interloop.com).

**REGISTRATION OF SHAREHOLDERS:** The details of the Share Register are available on the Company's website at [www.interloop.com](http://www.interloop.com). Members are requested to provide their valid CND and Bank Account details to the Company's Share Registrar (SR) at the following address: Messrs. Mazhar & Partners Chartered Accountants, Interloop Industrial Park, 37/38 Khairun-Nisa - Jaramala Road, Kuratmalai, Faisalabad, Pakistan.

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