

NOTICE OF 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting (AGM) of Interloop Limited (the "Company") will be held on Wednesday, October 14, 2026, at 10:00 a.m. at the Interloop Executive Club, Interloop Industrial Park located at 7-KM Khurrianwala - Jaranwala Road, Khurrianwala, Faisalabad, to transact the following businesses:

Members are encouraged to attend the AGM through the video link facility managed by the Company (Please see the notes section for details)

ORDINARY BUSINESS:

1. To confirm the minutes of the last Annual General Meeting (AGM) of the Company held on October 10, 2025.
2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2026, together with the Auditors' and Directors' Report thereon and the Chairperson's Review Report.

In accordance with Section 223 of the Companies Act, 2017, and pursuant to the S.R.O. 389(I)/2023 dated March 21, 2023, the Annual Audited Financial Statements along with the requisite Reports of the Company can be accessed through the following weblink and QR enabled code.



<https://investors.interloop-pk.com/financial-reports/>

3. To declare and approve, the payment of Final Cash Dividend @ Rs. 2/- per share i.e. 20%, for the year ended June 30, 2026, as recommended by the Board of Directors of the Company. This is in addition to the Interim Cash Dividend already paid for the year ended June 30, 2026 @ Rs. 2/- per share i.e. 20%.
4. To appoint Auditors of the Company for the financial year 2026-27, and to fix their remuneration. The Members are hereby given notice that the Board of Directors, on the recommendation of the Board Audit Committee of the Company, has proposed the name of the retiring auditors, M/s Kreston Hyder Bhimji & Company, Chartered Accountants for re-appointment as the Auditors of the Company.
5. To elect Nine (9) 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, 2026. Names of the retiring directors who are eligible for re-election are given below:

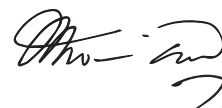
- 1) Mr. Musadaq Zulqarnain
- 2) Mr. Navid Fazil
- 3) Mr. Muhammad Maqsood
- 4) Ms. Farwa Hasnain
- 5) Ms. Fatima Asad Khan
- 6) Ms. Romana Abdullah
- 7) Mr. Tariq Iqbal Khan
- 8) Ms. Faryal Sadiq
- 9) Mr. Jahan Zeb Khan Banth

(Attached to this Notice is the Statement under Section 166(3) of the Companies Act, 2017, pertaining to the election of Directors).

OTHER BUSINESS:

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

By Order of the Board



(Rana Ali Raza)
Company Secretary

Place: Faisalabad

Dated: September 21, 2026

NOTES:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from October 07, 2026, to October 14, 2026 (both days inclusive). Transfer requests on prescribed format, received at the office of the Share Registrar of the Company, M/s. CDC Share Registrar Services Limited, CDC House, 99 –B, Block B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 on or before the close of business on October 06, 2026, will be treated 'in time' for the purpose of above entitlement(s) to the transferees and/or to attend the AGM.

2. 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 via email at aliraza.rana@interloop.com.pk or general.meetings@interloop.com.pk

Name of Shareholder	CNIC No.	Folio No./CDC Account No.	No. of Shares	Contact No.	Email Address
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Online meeting link and login credentials shall be shared with members who have submitted request via email containing all the required particulars by the close of business on Tuesday, October 13, 2026. The login facility shall remain open from 09:30 am till the start of the Meeting on October 14, 2026.

3. Electronic transmission of Notice of Annual General Meeting and Annual Report 2026:

In compliance with section 223(6) of the Act read with S.R.O 452(I)/2025 dated March 17, 2025, by SECP, the Company has electronically transmitted the Notice of the Annual General Meeting and the Annual Report of 2026 through email to its Shareholders whose email addresses are available with the Company's Share Registrar, M/s. CDC Share Registrar Services Limited. In those cases, where email addresses are not available with the Company's Share Registrar, printed notices of AGM along with the weblink and QR enabled code to download the Annual Report 2026, have been dispatched under S.R.O. 389 (I)/2023, dated March 21, 2023. The Company has placed the notice of AGM along with Form of Proxy (in English and Urdu languages) and the Financial Statements of the Company for the year ended June 30, 2026 on its website, which can be accessed through the following weblink and QR enabled code.



<https://investors.interloop-pk.com/financial-reports/>

However, the Company shall provide hard copies of the Annual Report to any member on their demand, at their registered address, free of cost, within one week of receiving such request on specified consent letter/form which is available on the Company's website www.interloop-pk.com.

Further, Shareholders are encouraged to kindly provide their valid email address (along with a copy of valid CNIC) to the Company's Share Registrar, M/s. CDC Share Registrar Services Limited CDC House, 99-B, Block B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400.

4. Requirements for appointing proxies:

All members, entitled to attend and vote at the meeting, are eligible 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 an attested copy of CNIC shall be submitted to the Company at the meeting or along with a completed proxy form. The proxy holders are required to produce their original valid CNICs 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 of the meeting.

Guidelines for CDC Account Holders issued by SECP:

CDC account holders will further have to follow the below mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan in this regard:

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 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 along with the proxy form to the Company.

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 a 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.
- v. Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

5. Election of Directors:

In terms of Section 159(1) of the Companies Act, 2017, the Board of Directors have fixed the number of elected directors at nine (9) to be elected in the AGM for the next term of three year commencing from October 22, 2026.

Any person who seeks to contest the election of directors shall, whether he / she 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 Investors 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(3) of the Companies Act, 2017.
- c) Consent to act as director under Section 167 of the Companies Act, 2017 on the prescribed form appendix to Form 9.
- d) A detailed profile along with his/her office address for placement onto the Company's website <http://interloop-pk.com/>
- e) The selection of independent directors shall be as per requirements of Section 166 of the Companies Act, 2017 and under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019. Any member intending to contest as an independent director shall submit a declaration on non-judicial stamp paper that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and rules and regulations issued thereunder.
- f) Details of Other Offices / Directorships Held.
- g) An attested copy of Computerized National Identity Card (CNIC) / Passport and National Tax Number (NTN).
- h) 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.
- i) The candidates are requested to read the relevant provisions/requirements relating to the election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.

6. Electronic Dividend Mandate:

Under Section 242 of the Act, it is mandatory for all listed companies to pay cash dividend to its Shareholders through electronic mode directly into the bank account designated by the entitled Shareholders.

To receive dividend directly into their bank account, Shareholders are requested (if not already provided) to fill the Dividend Bank Mandate Form for Electronic Credit of Cash Dividend available on the Company's website i.e., www.interloop-pk.com and send it duly signed along with a copy of valid CNIC to the Share Registrar, M/s. CDC Share Registrar Services Limited, in case of physical shares. In case of shares held in CDC, Electronic Dividend Mandate Form must be directly submitted to Shareholder's brokers / participant / CDC account services.

In case of non-receipt of above information/form, the Company will be constrained to withhold payment of dividend to Shareholders. As per SECP directives, the dividend of Shareholders, whose valid CNICs are not available with the Share Registrar, may be withheld. All Shareholders having physical shareholding are therefore advised to submit a photocopy of their valid CNICs immediately, if already not provided, to the Share Registrar, M/s. CDC Share Registrar Services Limited without any further delay.

7. 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 Filers and Non-Filers 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 rate, the joint account holders are requested to provide the below mentioned 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. of 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 of 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 Share Registrar prior to the date of commencement of book closure, otherwise tax will be deducted according to the applicable laws.

8. 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 i.e., www.interloop-pk.com. These are unclaimed dividend / shares, which have remained unclaimed or unpaid for a period of three (3) years from the date these have become due and payable.

Shareholders are requested to ensure that their claims for unclaimed dividend and shares are lodged promptly. 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 B, S.M.C.H.S., Main Shahrah-e- Faisal, Karachi-74400 and collect / enquire about their unclaimed dividend, if any.

Incase no claim is lodged, 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.

9. Consent for video conference facility:

Pursuant to Section 132(2) & Section 134(b) of the Companies Act, 2017, if the Company receives a consent form from the Shareholders holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video conference at least seven (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 the following information and submit it to the 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

10. Election of Directors – E-Voting and Postal Ballot:

The Company will provide the facility of e-voting, including voting through postal ballot, in the event the number of persons offering themselves for election as directors exceeds the number of directors fixed by the Board under Section 159(1) of the Companies Act, 2017. Accordingly, in case of election of directors, the procedure for e-voting and voting through postal ballot, in terms of the applicable regulations, shall be communicated to the shareholders along with the notice under Section 159(4) of the Companies Act, 2017, and shall also be published in a newspaper having nationwide circulation, in accordance with the Companies (Postal Ballot) Regulations, 2018.

11. Appointment of Scrutinizer:

Pursuant to Regulation 11 of the Companies (Postal Ballot) Regulations, 2018, and in compliance with the applicable law, the Board has appointed Mr. Khan Muhammad, Engagement Partner, Kreston Hyder Bhimji & Co., Chartered Accountants (a QCR-rated audit firm), to act as the Scrutinizer of the Company. The Scrutinizer shall oversee the e-voting and postal ballot process for the election of Directors, in the event the number of candidates exceeds the number of directors fixed by the Board, and shall undertake such other responsibilities as prescribed under the aforesaid Regulations. In the event no election is contested, the appointment of the Scrutinizer shall not be invoked, the appointment having been made solely to ensure regulatory compliance in the event an election of directors is held.

12. Declaration for exemption of Zakat:

In order to claim exemption from compulsory deduction of Zakat, Shareholders are requested to submit a notarized copy of Zakat Declaration Form "CZ-50" on Non-Judicial Stamp Paper of appropriate value to the Share Registrar, M/s. CDC Share Registrar Services Limited, of the Company before the close of share transfer books. In case shares are held in book entry form such Zakat Declaration Form (CZ -50) must be uploaded in the CDC account of the Shareholder, through their Participant / Investor Account Services.

Further, Non-Muslim Shareholders are also required to file Solemn Affirmation with the Share Registrar of the Company in case the shares are held in physical certificates or with CDC Participant / Investor Account Services in case shares are held book entry form. No exemption from the deduction of zakat will be allowed unless the above documents are complete in all aspects and have been made available as above. Moreover, shareholders are also requested to promptly notify any changes in their registered address.

13. Prohibition of Gifts:

In compliance with Section 185 of the Act read with Circular 2 of 2018, dated February 09, 2018, and S.R.O. 452(I)/2025 dated March 17, 2025 of SECP has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens/coupons/lunches/takeaway/packages) in any form or manner, to the shareholders at or in connection with General Meetings.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

AGENDA NO. 5 - ELECTION OF DIRECTORS:

Any person who is eligible under section 153 and meets the criteria under section 166 of the Companies Act, 2017, may submit nomination to be elected as Independent Director. However, it is noteworthy to mention here that Independent Director shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017. The Company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

The list of contesting directors will be published in the newspaper not later than seven days before the date of the said meeting in terms of section 159(4). Further website of the Company will also be updated with the required information for each Director.

No Directors have direct or indirect interest in the above said business other than as shareholders of the Company and that they may be eligible to contest the election for directors.