

GOODLUCK INDUSTRIES LIMITED

NOTICE OF THE 54TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty Fourth (54th) Annual General Meeting of Goodluck Industries Limited will be held on Wednesday, October 16, 2024, at 3:30 p.m. at Plot No. S-49/A, S.I.T.E, Mauripur Road, Karachi; to transact the following businesses:

ORDINARY BUSINESS:

- To confirm the minutes of the 53rd Annual General Meeting held on October 14, 2023;
- To receive, consider, approve and adopt the annual audited financial statements of the Company for the year ended June 30, 2024, together with the Directors' and Auditors' Reports thereon;
- To approve and declare final cash dividend @ 30% i.e Rs.3.00 per Ordinary Shares of Rs.10/ each for the year June 30, 2024 as recommended by the Board.
- To appoint Auditors and fix their remuneration for the year ended June 30, 2025. The present Auditors, M/s. Muniff Ziauddin & Co., Chartered Accountants, retire and being eligible, offer themselves for re-appointment.
- To elect nine (09) Directors as fixed by the Board of the company in accordance with section 159 (1) of the Companies Act 2017 for the next term of three (3) years. The retiring Directors are Mr. Ashfaq, Mr. Fahad, Mr. Shamsul-Haq, Mr. Shamsul-Zuha, Mrs. Naveen Shams, Mr. Muhammad Usman, Mr. Muhammad Safyan Qureshi, Mr. Faizan Ahsan and Mr. Suhail Ahmed Panhwar.
- To consider any other business with the permission of the Chairman.

Karachi:
September 21, 2024

By order of the Board
Nafees Shams Qureshi
Company Secretary

NOTES:

- The Share Transfer Books of the Company will remain closed for the period from October 09, 2024 to October 16, 2024 (both days inclusive).
- Members are requested to immediately notify change in their addresses, if any, at our Company's Registered Office or Shares Registrar M/s. C & K Management Associates (Pvt) Limited, M13, Progressive Plaza, Civil Lines Quarters, Near PIDC, Beaumont Road, Karachi. ("the Share Registrar"), Karachi, Pakistan.
- A member of the Company entitled to attend and vote at this meeting, may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received by the Company at the above said addresses, not less than 48 hours before the meeting.
- CDC Account holders will further have to observe the following guidelines, as laid down in Circular 01 dated January 20, 2000, issued by the Securities and Exchange Commission of Pakistan:
- Participation in the AGM:**
SECP vide its Circular No.4 of 2021 dated February 15, 2021, has made a regular feature to participate in General Meeting through electronic means. Considering the SECP's directives, the Company intends to convene this AGM with minimal physical interaction of shareholders while ensuring compliance with the quorum requirements and requests the Members to consolidate their attendance at the AGM through proxies to safeguard and protect their wellbeing.
Therefore, the Company has made arrangements to ensure that all participants, including shareholders, can now participate in the AGM proceeding via video-link. For this, Members are required to email their Name, Folio Number and Number of Shares held in their names with subject "Registration for GOODLUCKAGM" at goodluckindtd@live.com Video-link and login credentials will be shared with only those Members whose emails, containing all the required particulars, are received at the given email address by or before 3:30 p.m. on October 14, 2024. Members are therefore, encouraged to attend the AGM through video-link or by consolidating their attendance through proxies.
- Notice to Shareholders who have not provided CNIC:**
Members are requested to submit a copy of their valid CNIC (only physical shareholders), if not already provided to the Shares Registrar of the Company. Corporate account holders should submit National Tax Number, if not yet submitted. In case of non-submission of CNIC/NTN Certificate (copy), all future dividends will be withheld.
- Mandate for E-DIVIDENDS for shareholders:**
In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged where shareholders can get amount of dividend credited into their respective bank accounts electronically without any delay. In this way, dividends may be instantly credited to respective bank accounts and there are no changes of dividend warrants getting lost in the post, undelivered or delivered to the wrong address, etc. The Securities and Exchange Commission of Pakistan (SECP) through Notice No. 8(4) SM/CDC 2008 dated April 5, 2013 had advised all Listed Companies to adopt e-dividend mechanism due to the benefits it entails for shareholders. In view of the above, you are hereby encouraged to provide a dividend mandate in favor of e-dividend by providing dividend mandate form duly filled in and signed.
- Transmission of Annual Audited Financial Statement via QR enabled code:**
In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following web link and QR enabled code:

<https://www.goodluckind.com/financial-information.html>



However, shareholders who wish to receive the hard copy of Annual Audited Financial Statements along with notice of general meeting shall have to send the request Company's email address: goodluckindtd@live.com

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

Agenda item # 5 Election of Directors

This Statement sets out the material facts pertaining to the Ordinary Business as described in the Notice of the AGM of the Company.

The term of office of the current directors of the Company will expire on October 16, 2024. In accordance with Section 159(1) of the Act, the Board of Directors have fixed the number of Directors to be elected at the AGM at nine (09) to hold the office of director for a period of three (3) years commencing from the date of the AGM.

Independent Directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Accordingly, in compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, Election of Directors will be held separately for the following three categories:

S.#	Category	No. of Seats
01.	Female Director (may also be considered as an Independent Director if meets the criteria of independence set out under Section 166 of the Act)	03 Seats
02.	Independent Directors	03 Seats
03.	Other Directors	03 Seats

In order to safeguard the interest of the minority shareholders, any member can send his/her nomination for contesting the election in any of above-mentioned categories.

Any person who seeks to contest the election of the office of director, whether they are a retiring director or otherwise, shall submit to the Company Secretary at the Registered Office address Plot No. S-49/A, S.I.T.E, Mauripur Road, Karachi, not later than fourteen (14) days before the date of AGM, the following documents:

- Notice of his/her intention to offer himself/herself for the election of directors as per Section 159(3) of the Act, and consent to act as a director on Form 9 as prescribed under the Act, and the Companies Regulations, 2024. (Any person contesting the election of directors must be a Member of the Company at the time of filing his/her consent unless such person is representing a member which is not a natural person.)
- A signed declaration confirming that:
 - He/she is aware of his/her duties and powers under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.
 - He/she is not ineligible to become a director of a listed company under the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws/regulations.
- A detailed profile along with his/her office address for placement on the Company's website as required under SRO 1196 (I)/2019 dated October 03, 2019.
- Detail of other directorships held.
- Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio Number/CDC Account or Sub Account number.
- The following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:
 - Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - Undertaking on non-judicial stamp that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

All the notices received for the category of Independent Director, shall be subject to due diligence by the Company as prescribed under Section 166 of the Act and 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

The final list of candidates contesting the election will be circulated not later than seven (7) days before the date of the AGM in terms of Section 159(4) of the Act. The website of the Company will be updated with the required information and Directors' profile.