

Notice of the 51st Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fifty-first (51st) Annual General Meeting ("Meeting") of Goodluck Industries Limited ("the Company") will be held at the registered office S-49/A, S.I.T.E, Mauripur Road, Karachi on Saturday, the 16th day of October 2021, at 3:30 p.m. to transact the following business:

Ordinary Business

1. To confirm the minutes of the 50th Annual General Meeting held on October 16, 2020.
2. To receive, consider and adopt the Company's Audited Financial Statements for the year ended June 30, 2021, together with the Reports of the Directors and Auditors thereon.
3. 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, 2021 as recommended by the Board.
4. To appoint Auditors and fix their remuneration for the year ending June 30, 2022. The present Auditors, M/s. Muniff Ziauddin & Co., Chartered Accountants, retire and being eligible, offer themselves for re-appointment.
5. 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. Shahsul-Haq, Mr. Shahsul-Zuha, Mrs. Naveen Shams, Mr. Muhammad Usman, Mr. Muhammad Safyan Qureshi, Mr. Faizan Ahsan and Mr. Hasham Khan.
6. Any other business with the permission of the Chairman.

By the order of the Board

Nafees Shams Qureshi
Company Secretary

Karachi: September 21, 2021

NOTES:

A. Participation of shareholders through online facility:

In pursuance of SECP's Circular NO.4 dated February 15, 2021, pertaining to Regulatory Relief to dilute impact of Corona Virus (COVID 19) for Corporate Sector, the shareholders shall be entitled to attend the proceedings of the AGM through online means using a video link facility, Zoom application or other electronic means for the safety and well-being of the valued shareholders and the general public.

The shareholders will be able to login and participate in the AGM proceedings through their smartphones or computer devices from their homes or any convenient location after completing all the formalities required for the verification and identification of the shareholders.

The login facility will be opened at 03:00 p.m. on October 16, 2021 enabling the participants to join the proceedings which will start at 03:30 p.m. sharp.

Shareholders interested in attending the AGM through electronic means, are requested to register themselves by submitting their following particulars at the Company's designated email address goodluckindltd@live.com before the close of business hours on October 12, 2021. The link to the zoom application will be sent to the shareholders on the email address provided in the below table:

Shareholder's Name	CNIC No.	Folio/CDC Account No.	Cell No.	No. Of shares held	Email address

Login facility will be shared with the shareholders whose emails addresses are provided on above table.

B. Closure of Share Transfer Books:

Share Transfer Books of the Company will be closed from 09th October 2021 to 16th October 2021 (both days inclusive) when no transfer of Company's shares will be accepted or registered. Transfers in good order, received at the office of the Company's Registered office or Share Registrar C & K Management Associates (Pvt) Limited, 404, Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi. ("the Share Registrar") by the close of business on 08th October 2021, will be treated in time to be entitled to vote and for the entitlement of dividend

C. CNIC / NTN Number on Dividend Warrant (Mandatory):

As already been notified from time to time, SECP has directed vide its Notification S.R.O. 831(1)/2012 dated July 5,2012, that the electronic Dividend should also bear the Computerized National Identity Card (CNIC) Number of the registered shareholder or the authorized person, except in case of minor(s) and corporate shareholder(s).

In order to comply with the SECP's directives and in terms of Section 243(2)(a) of the Companies Act, 2017, the Company shall be constrained to withhold the Dividend Warrant(s), in case of non-availability copy of valid CNIC (for individuals) and National Tax Number (for a corporate entity).

Accordingly, shareholders who have not yet submitted a copy of their valid CNIC or NTN are once again requested to immediately submit the to the Company or Share Registrar M/s. C & K Management Associates (Pvt) Ltd

D. Payment of Cash Dividend through Electronic Mode:

Pursuant to the provisions of Section 242 of the Companies Act, 2017 it is mandatory for a listed company to pay cash dividend to its shareholders only through electronic mode by making direct remittance into their respective bank account designated by the entitled shareholder(s) ("the Bank Account"). Therefore, the Company will be remitting the dividend proceeds directly into the Bank Accounts of its Member, instead of issuing physical Dividend Warrants. In order to receive dividends directly into your Bank Account, Members holding shares in physical form are requested to submit the "Electronic Credit Mandate Form", which is available on Company's website i.e. www.goodluckind.com. Please printout the Form, fill and sign it, and send the completed Form along with a copy of a valid CNIC to the Share Registrar of the Company at the afore-stated postal address, which should reach the latest by 08th October, 2021. Members who hold shares in CDC accounts should provide their mandate to their respective participant or CDC Investor Account Services.

E. Deduction of Income Tax from Dividend Mandatory:

a. Pursuant to the provisions of the Finance Act 2021 effective July 1, 2021, the rates of deduction of income tax from dividend payments under Section 150 of the Income Tax Ordinance,2001 have been revised as: (i) Rate of tax deduction for Filer of Income Tax Return: 15% (ii) Rate of tax deduction for Non-Filers of Income Tax Return: 30% To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 30%, shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to immediately make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

b. Withholding Tax exemption from the dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the Company's Share Registrar C & K Management Associates (Pvt) Ltd., by the first day of Book Closure.

c. Further, according to clarification received from FBR, Withholding Tax will be determined separately on 'Filer/Non-Filer' status of Principal Shareholder as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts. In this regard, all Members/Shareholders of the Company either holding shares in physical form or in CDC, who hold shares jointly are requested to provide shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them (only if not already provided) to our Share Registrar, in writing and in the following manner:

Company Name	Folio/CDS Account #	Total Shares	Principal Shareholder		Joint Shareholders	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

The required information must reach the Company's Share Registrar within ten (10) days of this notice; otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s).

d. The corporate shareholders of the Company having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to either the Company or the Share Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

F. Placement of Financial Statements:

The audited financial statements of the Company for the year ended June 30, 2021 have been made available on the Company's website (<http://www.goodluckind.com>) in addition to annual and quarterly financial statements for the prior years.

G. Change of Address:

Members are requested to notify any change in their notified addresses immediately.

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

Agenda item # 5 – Election of Directors

The term of office of the present Directors of the company will expire on October 17, 2021. In terms of Section 159(1) of the Companies Act, 2017 (“Act”), the Board of Directors in its Board meeting held on September 10, 2021 has fixed the number of elected Directors at 9 (nine) to be elected in the Annual General Meeting of the Company for the period of next three years.

Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file with the Company Secretary, at the Registered Office of the Company located at S-49/A, S.I.T.E, Mauripur Road, Karachi not later than fourteen (14) days before the date of Annual General Meeting, the following documents:

1. His/her Folio No./CDC Investors Account No. CDC Participant No./Sub-Account No.
2. Notice of his/her intention to offer himself/herself for election of directors in terms of Section 159(3) of the Act, together with the consent to act as a Director in Form 28 prescribed under the Companies Act, 2017.
3. A detailed profile along with office address as required under SECP SRO 1196(I)/2019 dated October 3, 2019.
4. A director must be a member of the Company at the time of filing of his / her consent for contesting election of Directors except a person representing a member, which is not a natural person.
5. A declaration confirming that:
 - a. He / she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange; and
 - b. He / she is not ineligible to become a director of a listed company under any provision of the Act, the Listed Companies (Code of Corporate Governance) Regulation, 2019 and any other applicable law, rules and regulations.
6. Independent Director(s) will be elected through the process of election of Director in terms of Section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.