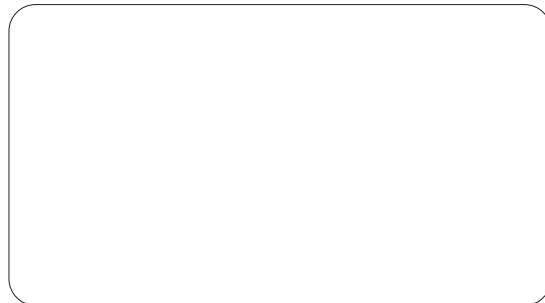
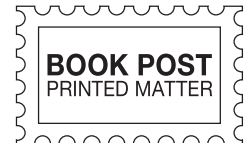


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Notice of 74th Annual General Meeting



If undelivered, please return to **Lucky Core Industries Limited**, 5 West Wharf, Karachi 74000
UAN 111 100 200 | www.luckycore.com

Notice of 74th Annual General Meeting

Notice is hereby given that the 74th Annual General Meeting (“AGM”) of Lucky Core Industries Limited (the “Company”) will be held on Friday, September 26, 2025 at 10:30 a.m. at 5 West Wharf, Karachi and through video-conferencing.

Instructions with regard to participation appear in the notes below. While convening the AGM, the Company will observe the quorum provisions and will comply with all the regulatory requirements.

The AGM is being held to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the annual audited financial statements of the Company for the year ended June 30, 2025, along with the Directors’ and Auditors’ Reports thereon.

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 can be accessed through the following weblink and QR enabled code.



<https://luckycore.com/investor-relations/financial-reports/>

2. To declare and approve final cash dividend at 310% i.e. PKR 6.2/- per ordinary share of PKR 2/- each for the year ended June 30, 2025, as recommended by the Board of Directors. This is in addition to the interim cash dividend of 340% (i.e. PKR 34/- per ordinary share of PKR 10/- each) already paid.
3. To appoint auditors of the Company for FY 2025-26 and to fix their remuneration. The Board of Directors, on the recommendation of the Board Audit Committee of the Company, has proposed the re-appointment of M/s. A.F. Ferguson & Co. as auditors, for the year ending June 30, 2026.

SPECIAL BUSINESS:

4. To consider and if deemed fit, ratify and approve (as the case may be), by way of Special Resolutions, the following resolutions with respect to the related party transactions in terms of Sections 207 and/or 208 of the Companies Act, 2017 (to the extent applicable) (with or without modification):

RESOLVED THAT the related parties’ transactions, carried out by the Company with different related parties, to the aggregate extent of PKR 21,156,807,000/- (Pak Rupees Twenty-One Billion One Hundred and Fifty Six Million Eight Hundred and Seven Thousand) during the year ended June 30, 2025 as reported in the financial statements for the said period, be and are hereby ratified and confirmed.

FURTHER RESOLVED THAT the Company be and is hereby authorised to enter into arrangements or carry out transactions from time to time including, but not limited to, for the purchase and sale of goods, commodities and materials including chemicals, soda ash, polyester, electricity, cement, vehicles, or availing or rendering of services, payment of donations, investment in units of mutual funds or share subscription, with different related parties including, but not limited to, Lucky Cement Limited, Yunus Textile Mills Limited, Gadoon Textile Mills Limited, YB Pakistan Limited, Lucky Textile Mills Limited, Lucky Motors Corporation Limited, Lucky Investments Limited, Lucky Foods (Private) Limited, Lucky Commodities (Private) Limited, Lucky Landmark (Private) Limited, Tabba Heart Institute, Tabba Kidney Institute, Aziz Tabba Foundation, Global Commodities Limited, Lucky Core PowerGen Limited, Lucky TG (Private) Limited, Lucky Core Ventures (Private) Limited and other related parties to the extent

deemed fit and approved by the Board, during the financial year ending June 30, 2026. The Members have noted that for the aforesaid arrangements and transactions some or a majority of the Directors may be interested/deemed to be interested. Notwithstanding the same, the Members hereby grant an advance authorisation and approval to the Board of Directors of the Company, including under Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable) to review and approve all related party transactions as per the quantum approved by the Board of Directors from time to time.

FURTHER RESOLVED THAT the related party transactions as aforesaid, for the period ending June 30, 2026, would subsequently be presented to the Members at the next Annual General Meeting for ratification and confirmation.

Attached to this notice is the Statement of Material Facts covering the above-mentioned Special Business, as required under Section 134(3) of the Companies Act, 2017.

September 04, 2025
Karachi

By Order of the Board

Laila Bhatia Bawany
Company Secretary

Notes:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from September 20, 2025 to September 26, 2025 (both days inclusive). Share transfers received in order at the office of our Share Registrar, FAMCO Share Registration Services (Private) Limited, 8-F, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi, by the close of business on September 19, 2025, will be considered as being in time, to entitle the transferees to the final cash dividend and to attend and vote at the AGM.

2. Participation in the AGM via Physical Presence or Through Video Conferencing:

Members whose names appear in the Register of Members as of September 19, 2025, are entitled to attend and vote at the AGM. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote for him/her.

An instrument of proxy applicable for the AGM is being provided with the Notice sent to Members. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours. The proxy form may also be downloaded from the Company's website: www.luckycore.com. An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified true copy of such power or authority duly notarised must, to be valid, be deposited through email on general.meetings@luckycore.com or at the registered address of the Company's Share Registrar, M/s. FAMCO Share Registration Services (Private) Limited not less than forty-eight (48) hours before the time of AGM, excluding public holidays.

Members are requested to submit a copy of their Computerised National Identity Card (CNIC) at the registered address to our Shares Registrar, FAMCO Share Registration Services (Private) Limited.

- a. To attend the AGM through video-conferencing facility, the Members are requested to register themselves by providing the following information through email at general.meetings@luckycore.com at least forty-eight (48) hours before the AGM.

Name of Member	CNIC / NTN No.	Folio No. / CDC IAS A/C No.	Cell No.	Email Address

- b. Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email.
- c. Only those Members will be accepted at the AGM via video-conferencing whose names match the details shared with the Company for registration (as mentioned in point 'a' above).
- d. The login facility will remain open from 10:15 a.m. till the end of the AGM.
- e. Members can also share their comments / suggestions on the agenda of AGM by email at general.meetings@luckycore.com.

3. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Investor Account Holders:

CDC Investor Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP).

a. for attending the AGM:

- (i) In case of individuals, the investor account holder or sub-account holder and / or the person whose securities are in group account where registration details are uploaded as per the CDC Regulations, shall authenticate his / her identity by showing his / her original CNIC or valid passport at the time of attending the AGM.
- (ii) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the AGM.

b. for appointing Proxies:

- (i) In case of individuals, the investor account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.

- (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (iii) Copies of CNIC or the valid passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his original CNIC or original valid passport at the time of the Meeting.
- (v) In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted along with the proxy form to the Company through email and on the day of the meeting.

4. Electronic Transmission of Annual Report 2025:

In compliance with section 223(6) of the Companies Act, 2017, and pursuant to the S.R.O. 389(I)/2023 dated March 21, 2023 and S.R.O. 452(I)/2025 dated March 17, 2025, the Company has electronically transmitted the Annual Report 2025 through weblink, QR enabled code and through email to Members whose email addresses are available with the Company's Share Registrar, M/s. FAMCO Share Registration Services (Private) Limited. However, in cases, where email addresses are not available with the Company's Share Registrar, printed copies of the notices of AGM along-with the QR enabled code/weblink to download the Annual Report 2025 (containing the financial statements), have been dispatched.

Notwithstanding the above, the Company will provide a hard copy of the Annual Report 2025, to any Member on their request, at their registered address, free of cost, within one (1) week of receiving such request. Further, Members are requested to kindly provide their valid email address (along with a valid CNIC copy) to the Company's Share Registrar, M/s. FAMCO Share Registration Services (Private) Limited if the Member holds shares in physical form or, to the Member's respective Participant/Investor Account Services, if shares are held in book entry form.

5. Submission of CNIC / NTN (Mandatory):

Pursuant to the directives of the SECP, the dividends of Members whose valid CNIC or NTN (in case of corporate entities) are not available with the Share Registrar could be withheld. Members are therefore, requested to submit a copy of their valid CNIC or NTN (if not already provided) to the Company's Share Registrar, M/s. FAMCO Share Registration Services (Private) Limited.

6. Dividend Mandate (Mandatory):

In accordance with the provisions of Section 242 of the Companies Act, 2017, and Regulation 4 of the Companies (Distribution of Dividends) Regulations 2017, a listed company is required to pay cash dividend to the Members ONLY through electronic mode directly into the bank account designated by the entitled Member. In compliance with the above law, in order to receive dividends directly in your bank account, you are requested to provide (if not already provided) the information mentioned in the Form placed at the Company's website www.luckycore.com to the brokers / CDC for shares held in the electronic form or to the Company's Shares Registrar, for shares held in physical form. In case of non-receipt of information, the Company will be constrained to withhold payment of dividend to Members.

7. Treatment of Withholding Tax:

Dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001. Withholding of tax on dividend based on 'Active' and 'Non-Active' status of Members shall be @ 15% and 30% respectively. 'Active' means a person whose name appears on the Active Taxpayers List available at e-portal of FBR (<http://www.fbr.gov.pk/>) and 'Non-Active' means a person whose name does not appear on the Active Taxpayers List.

Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on Active / Non-Active status of principal Member as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts. All Members who hold shares with joint Members are requested to provide shareholding proportions of principal Member and joint-Member(s) in respect of shares held by them to our share registrar, M/s. FAMCO Share Registration Services (Private) Limited before the close of business on September 19, 2025, as per the following format:

Name of Principal Member/Joint Holders	Shareholding proportions (%)	CNIC No. (copy to be attached)	Folio / CDC Account No.	Total Shares	Signature

8. Exemption from Deduction of Income Tax / Zakat:

Members seeking exemption from deduction of income tax or those who are eligible for deduction at a reduced rate, are requested to submit a valid tax exemption certificate or necessary documentary evidence as the case may be. Members desiring no deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat.

9. 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 www.luckycore.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.

Claims can be lodged by Members on claim forms as are available on the Company's website. Claim forms must be submitted to the Company's Share Registrar, M/s. FAMCO Share Registration Services (Private) Limited for receipt of dividend / shares.

10. Conversion of Physical Shares into the Book Entry Form:

The SECP through its letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The Members of the Company having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The Members may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the Members in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc. For further information and assistance, the Members may contact our Share Registrar, M/s. FAMCO Share Registration Services (Private) Limited.

11.E-Voting / Postal Ballot:

Pursuant to the Companies (Postal Ballot) Regulations, 2018 read with Sections 143 and 144 of the Companies Act, 2017 and S.R.O. 451(I)/2025 dated March 13, 2025, Members voting on items falling under Special Business will be allowed to exercise their right to vote through postal ballot, that is voting by post or electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations. Detailed procedures for voting by postal ballot are provided on the ballot paper, while instructions for electronic voting will be sent to the Members by the Company's Share Registrar. There shall be no voting by show of hands at the general meeting for items falling under Special Business and Members who do not cast their vote through electronic voting or postal ballot in advance for the said items shall only be permitted to cast their vote at the general meeting by way of ballot paper.

12.Requirement to Incorporate Email Address and Cell Number:

Members are requested to have their updated email and cell number incorporated in their physical folio with the Share Registrar of the Company and with their Participant or Broker / CDC Investor Account Services for shares held in electronic form.

13. Restriction on Distribution of Gifts to Members:

The SECP, vide Circular No. 2 of 2018 dated February 9, 2018, and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from offering or distributing gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to Members at or in connection with general meetings. In accordance with Section 185 of the Companies Act, 2017, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 PERTAINING TO THE SPECIAL BUSINESSES

Agenda Item no. 4

This Statement sets out the material facts pertaining to Special Business Item Number 4 as described in the Notice of the 74th AGM of the Company.

The Company routinely enters into arrangements and carries out transactions with its related parties in accordance with its policies and the applicable laws and regulations. Certain related party transactions, in which a majority of the Directors are interested, would require Members' approval under Sections 207 and / or 208 (to the extent applicable) of the Companies Act, 2017, read with Regulation 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

As some/majority of the Directors of the Company may be deemed to be interested in certain arrangements / transactions with related parties, including due to their shareholding or common directorships in related entities/parties, and to promote transparency, an approval from the Members was sought during the 73rd AGM of the Company, held on September 26, 2024, where the Members (by way of passing special resolutions) authorised the Board of Directors to approve such related party transactions conducted by the Company during the financial year ended June 30, 2025 and such transactions were deemed to be approved by the Members. All the related party transactions including the nature of relationship and quantum, have been disclosed in Note 42 to the unconsolidated financial statements for the year ended June 30, 2025.

Related party transactions are in accordance with the Company's policies, these are primarily transactions conducted in the ordinary course of business and on an arm's length basis. Under the Company's policy for Related Party Transactions, all related party arrangements and transactions are reviewed periodically by the Board Audit Committee which is chaired by an Independent Director. Following review and recommendation by the Board Audit Committee, the said arrangements / transactions are placed before the Board of Directors for approval.

Accordingly, the Members are requested to ratify and confirm the transactions with related parties as disclosed in the financial statements of the Company for the year ended June 30, 2025.

Furthermore, the Company will be entering into arrangements and conducting transactions with its related parties including, but not limited to, those stipulated in the resolution, during the financial year ending June 30, 2026. As some or a majority of the Directors of the Company may be deemed to be interested in certain arrangements or transactions, inter alia, due to their shareholding or common directorships in related entities, an approval from the Members is being sought to authorise the Company to conduct such related party transactions and enter into arrangements with related parties, and further to authorise and grant power to the Board of Directors to approve related party transactions to be conducted by the Company during the financial year ending June 30, 2026 (irrespective of composition of the Board and interest of the Directors). The related party transactions as aforesaid for the year ending June 30, 2026 shall be deemed to have been approved by the Members.

The Members should note that it is not possible for the Company or the Directors to accurately predict the nature of related party arrangements / transactions, or the specific related parties with whom the transactions will be carried out. The transactions that may be carried out by the Company include, but are not limited to, purchase and sale of goods, commodities, and materials, including chemicals, soda ash, polyester, electricity, cement, vehicles, along with availing or rendering of services, payment of donations, investment in units of mutual funds or share subscription.

The Members should also note that, for the Special Resolutions described in the Notice of AGM, it is not possible for the Company to predict the quantum of related party transactions / arrangements to be undertaken in the period ending June 30, 2026; accordingly, the Members are also requested to authorise the Board of Directors to determine the quantum of the related party transactions / arrangements that may be undertaken from time to time. The Company will present the actual figures for subsequent ratification and confirmation by the Members, at the next AGM.

Based on the aforesaid the Members are requested to pass the Special Resolution (with or without modification) as stated in the Notice.

The Directors are interested in the resolutions only to the extent of their shareholdings and / or common directorships, (to the extent applicable) in such related party transactions.