

GOODLUCK INDIA LIMITED

Regd. Off: 509, Arunachal Building, Barakhambha Road, Connaught Place, New Delhi – 01
Website: www.goodluckindia.com; E-Mail: goodluck@goodluckindia.com
CIN: L74899DL1986PLC050910

NOTICE

Notice is hereby given that 32nd Annual General Meeting of the members of Goodluck India Limited will be held at Aura Grand, 439, Jagriti Enclave, Delhi-92 at 9.30 a.m. on Saturday, 29th day of September, 2018 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the financial year ended on 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nitin Garg (DIN: 02693146), who retires by rotation and, being eligible, offer himself for re-appointment.
3. To appoint auditors of the company and to fix their remuneration and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. M Aggarwal & Associates, Chartered Accountant (Firm Reg. No.: 016925C), as the Statutory Auditor of the Company, in place of outgoing auditor M/s Sanjeev Anand & Associates, Chartered Accountants (Firm Reg. No.: 007171C) who has completed its tenure as per section 139(2) of the Companies Act, 2013, be and is hereby appointed to hold the office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 60,000 (Rupees Sixty Thousand only) plus out-of-pocket expenses payable to Mr. Surender Rai Kapur, a Cost Accountant in Practice, who is appointed as the Cost Auditor of the Company to conduct Cost Audit relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder, for the year ending on 31st March, 2019.”

5. Regularisation of Mrs. Rashmi Garg as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule made thereunder Mrs. Rashmi Garg (DIN: 08188918), appointed as an Additional Director w.e.f. July 31, 2018 at the Board Meeting held on 31st July, 2018 under Section 161 of the Companies Act, 2013 and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as a Non Executive Independent woman Director of the Company to hold office for a term upto three consecutive years with effect from 29th September, 2018.”

By order of the Board
For **Goodluck India Limited**

Date: 14th August, 2018
Place: Ghaziabad

(M C Garg)
Chairman

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto. Applicable details relating to Director pursuant to the Listing Regulation are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER(S) HOLDING MORE THAN 10% OF THE TOTAL PAID-UP SHARE CAPITAL CAN APPOINT ONLY A SINGLE PERSON AS PROXY.** A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday **23rd September, 2018 to Saturday, 29th September, 2018** (both days inclusive).
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 22nd September, 2018 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by electronic means or in the Annual General meeting.
5. In accordance with the provisions of the Section 101 of the Companies Act, 2013 and rules made there under, this Notice and Annual Report of the Company for the Financial year 2017-18 are being sent by e-mail to those members who have registered their e-mail address with the Company in respect of the shares held in physical form or with their Depository Participants (DP) in respect of the shares held in electronic form and made available to the Company by the depositories.

6. Upon completion of tenure of Present Statutory Auditor as provided under section 139(2) of the Companies Act, 2013, the Board is recommending the appointment of M/s M Aggarwal & Associates, Chartered Accountant, as Statutory Auditor of the Company in place of outgoing auditor M/s Sanjeev Anand & Associates, Chartered Accountants.
7. The Annual Report for the financial year 2017-18 of the Company will be made available on the Company's website at www.goodluckindia.com and also be submitted to the stock exchanges.
8. Shareholders are requested to address all communication regarding transfer/transmission of share, change of address etc. to company's Registrar and Share Transfer Agent M/s MAS SERVICES LTD, T- 34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi-110020.
9. Members are requested to note that as per Section 124 of the Companies Act, 2013, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF).
10. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act and Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Company has appointed Mr. N. K. Rastogi, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
11. The Ministry of Corporate Affairs ('MCA') through provisions in new Companies Act, 2013 has allowed paperless compliances by Companies through electronic mode. To take part in this initiative, your Company proposes to send documents like the Notice convening the General Meetings, Financial Statements, Annual Reports etc. in electronic form to those Members who wish to get the same in electronic form, in lieu of receiving in physical mode, at their e-mail addresses registered with the Company/Depositories. Members desirous of availing the above facility in future are requested to register/update their email IDs with the Company's Registrar and Share Transfer Agent at the address mentioned above.
12. In order to facilitate payment of dividends, Securities and Exchange Board of India has vide Circular No. EBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated Registrars and Transfer Agent and Company to obtain copy of PAN Card and Bank Account details from all the shareholders holding shares in physical form. Accordingly, Shareholders are requested to furnish their documents to update the records.
13. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide its notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only w.e.f 05th December, 2018. According to the Circular, request for effecting transfer of securities shall not be processed unless the securities are held in the Dematerialized form with the depository. Therefore Registrars and Transfer Agent and Company will not be accepting any request for transfer of shares in physical form. Shareholders, holding shares in physical form are requested to arrange the dematerialization of the said shares at earliest to avoid any inconvenience in future for transferring those shares.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4:**

The Company is directed, under Section 148 of the Act to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of Mr. Surender Rai Kapur as the Cost Auditors of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder for the year ending 31st March, 2019, at a remuneration of Rs. 60,000 (Rupees Sixty Thousand) plus out-of-pocket expenses.

Mr. Surender Rai Kapur has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Mr. Surender Rai Kapur has vast experience in the field of cost audit and has conducted the audit of the cost records of the Company for the past several years.

The Board has approved the remuneration of Rs. 60,000 (Rupees Sixty Thousand) plus out-of-pocket expenses to Mr. Surender Rai Kapur as the Cost Auditors and the ratification of the shareholders is sought for the same by an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

Your directors recommend the resolution as item no. 4 for your approval.

ITEM NO. 5

As per the requirement of the section 149(1) of the Companies Act 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), the Board has inducted one woman, Mrs. Rashmi Garg, (DIN: 008188918), as the Non Executive Independent Director of the company upon the vacancy aroused due to resignation of Mrs. Kiran Garg as Independent woman director. The appointment of Mrs. Rashmi Garg is to comply the statutory requirement and representation of women in top management of the company. Mrs. Rashmi Garg is appointed as an Additional Director of the Company w.e.f. 31st July, 2018 at the Board Meeting held on 31st July, 2018 pursuant to the provisions of section 149, 152 and 161 of the Companies Act, 2013, who can hold office up to the conclusion of this AGM and is eligible to be appointed as Independent director.

In order to comply with the provisions of sections 149 and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it has been proposed to appoint Mrs. Rashmi Garg as an Independent Director for a consecutive period of three years w.e.f. 29th September, 2018. The appointee

has given a declaration that she meets the criteria of independence as stipulated in regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and The Companies Act, 2013.

No Director, other than the appointee or Key Managerial Personnel or their relatives is directly or indirectly, concerned or interested, financial or otherwise in the passing of the Resolution

Accordingly, the Board recommends to pass the Resolution under item no. 5 for the appointment of Mrs. Rashmi Garg as an Independent Director of the Company for a consecutive period of three years, not liable to retire by rotation is placed before the Members of the Company for their approval.

ANNEXURE TO NOTICE

Details of Director retiring by rotation, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

S. No.	Name of the Director	Mr.Nitin Garg	Mrs. Rashmi Garg
1.	Date of Birth	31/05/1980	24/06/1979
2.	Date of Initial Appointment	01/05/2012	31/07/2018
3.	Educational Qualification	B.Tech (Mechanical) M.B.A. from Narsee Monjee Institute of Management Studies	Management Graduate
4.	Expertise in specific functional area	After completing his higher studies he joined steel industry as an engineer. He has depth Knowledge and understanding of production process. At present he is looking after the whole production of Steel Tubes/ pipes and CR Division.	Mrs. Rashmi Garg, 38 years old, Management Graduate is having an experience of over 8 years in the field of management and administration. She is actively participating and involved in activities related to cultural and social causes.
5.	Terms of Appointment	As per the resolution passed by the shareholders at the Annual General Meeting held on September 30, 2014, Shri Nitin Garg was re-appointed as a Whole-time Director of the Company.	Appointed as Independent Women Director for a period of 3 years.
6.	Remuneration proposed to be paid	As per existing terms and conditions	N.A.

7.	Shareholding in the Company	Please refer Corporate Governance Report section of the Annual Report 2017-18	NIL
8.	Relationship with other Directors/Key Managerial Personnel		None
9.	Number of meetings of the Board attended during the financial year		N.A.
10.	Directorships of other Boards		NIL
11.	Membership/ Chairmanship of Committees of other Boards		NIL

By order of the Board
For **Goodluck India Limited**

Date: 14th August, 2018
Place: Ghaziabad

(M C Garg)
Chairman

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PROXY FORM

Name of the member(s):
 Registered address:
 E-mail Id:
 Folio/ DP ID- Client ID No.:

I/ We, being the member(s) having Shares of the above named Company hereby appoint:

(1) Name: Address:

E-mail Id: Signature: or falling him;

(2) Name: Address:

E-mail Id: Signature: or falling him;

(3) Name: Address:

E-mail Id: Signature:.....

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Saturday, 29th September, 2018 at 9.30 a.m. at Aura Grand, 439, Jagriti Enclave, Delhi-92 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
Ordinary Business		For	Against
1.	Adoption of Standalone & Consolidated Financial Statements for the year ended 31st March, 2018.		
2.	Re-appointment of Mr. Nitin Garg who retires by rotation.		
3.	Appointment of M/s.M Aggarwal & Associates, as Statutory auditor.		
Special Business			
4.	Ratification of Cost Auditors appointment and his remuneration.		
5.	Regularisation of Mrs. Rashmi Garg as an Independent Director of the Company		

Signed thisday of.....2018

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory statement and Notes, please refer to the Notice of the 32nd Annual General Meeting.
3. * It is optional to put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.



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ELECTRONIC VOTING PARTICULARS

EVEN(Electronic Voting Event Number)	USER ID	PASSWORD	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 09.00 a.m. (IST) on September 26th, 2018
End of e-voting	Upto 05.00 p.m. (IST) on September 28th, 2018

The cut-off date (i.e. the record date) for the purpose of e-voting is 22nd September, 2018.

..... TEAR HERE



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CIN: L74899DL1986PLC050910

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I/We hereby record my/our presence at the Annual General Meeting of the above named Company held at 9.30 a.m. on Saturday, 29th September 2018, at Aura Grand, 439, Jagriti Enclave, Delhi-92.

NAME(S) OF THE MEMBER(S)	Registered Folio No :
	Client ID No:
	DP ID No. :
	No. of Shares held:

Name of Proxy (in block letters)
(To be filled in, if the Proxy attends instead of the Member)

.....
Member's/Proxy's Signature

NOTES:

- Shareholders/Proxy holders wishing to attend the meeting must bring the Admission Slip, duly signed to the meeting and hand over the same at the entrance. Duplicate admission slip will not be issued at the venue of the meeting and will be only issued by Registrars from their office upto a day preceding the day of the meeting.
- Shareholders/ Proxy holders should bring their copy of the Annual Report for reference at the meeting.

The procedure and instructions for e-voting as given in the Notice of the 32nd Annual General Meeting are hereunder:

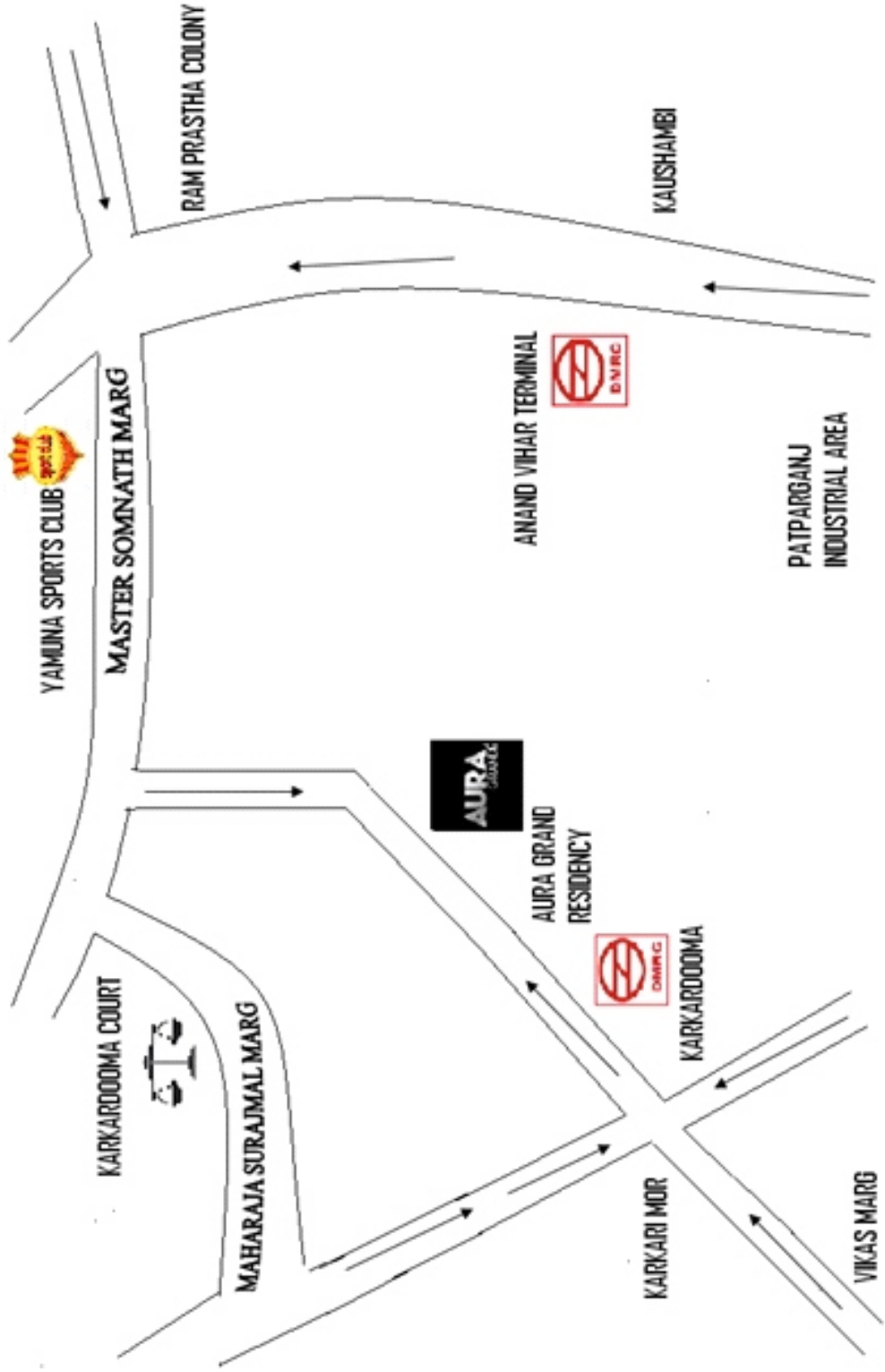
I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

- a. Open e-mail and open PDF file viz. "remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "Goodluck India Limited".
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to naveen@nkrassociate.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 32nd Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)

- a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
 - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018. Remote e-voting shall not be allowed beyond 5.00 pm of 28th September, 2018.
 - E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2018, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
 - F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - H. Shri Naveen K. Rastogi, Practicing Company Secretary (CP No. 3785), Proprietor, M/s. N K Rastogi & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.goodluckindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the stock exchanges, where the share of company are listed, BSE Limited & NSE Ltd.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 29, 2018 AT 9:30 A.M.



Aura Grand,
439, Jagriti Enclave,
Delhi - 110092

Map is not on scale.