



GOODLUCK INDIA LIMITED

CIN No.: L74899DL1986PLC050910

Corporate Office: Good Luck House, II F, 166-167, Nehru Nagar, Ambedkar Road, Ghaziabad - 201001, Uttar Pradesh, India

Contact: +91-0120-4196600, 4196700, **Email:** goodluck@goodluckindia.com

Regd. Office: 509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi - 110001 (INDIA)

NOTICE

Notice is hereby given that 38th Annual General Meeting of the members of **Goodluck India Limited** will be held on, Saturday, 28th Day of September, 2024 at 11.00 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To approve and confirm the final dividend of ₹ 1/- (50%) per equity Share of the face value of ₹ 2/- each, of the Company for the financial year ended on March 31, 2024.
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, 142 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 Sanjeev Anand & Associates, Chartered Accountants (Firm Reg. No.: 007171C), be and is hereby appointed as the Statutory Auditors of the Company to hold such office for a term of five consecutive years starting from the conclusion of this Annual General Meeting until the conclusion of 43rd Annual General Meeting for the financial year 2028-29 , at a remuneration of Rs. 8.50 Lakhs (Rupees Eight Lakhs Fifty Thousand only) to conduct the audit for the financial year 2024-25 payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred and on such terms and conditions as mutually agreed."

4. To appoint a Director in place of Mr. Nitin Garg (DIN: 02693146), who retires by rotation and, being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

5. **RATIFICATION OF COST AUDITOR'S REMUNERATION FY 2024-25**

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. 75,000 (Rupees Seventy-Five 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 financial year ending on 31st March, 2025".

6. **RE-APPOINTMENT OF SHRI MAHESH CHANDRA GARG (DIN: 00292437), AS THE CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION TO HIM**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to the re-appointment of Shri Mahesh Chandra Garg (DIN: 00292437), who has already attained the age of 70 years, as the Chairman and Whole Time Director of the Company w.e.f. October 1, 2024 for a further period of 5 (Five) years, not be liable to retire by rotation, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, in-

centives & increments thereto and retirement benefits) payable to Shri Mahesh Chandra Garg during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Shri Mahesh Chandra Garg under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Shri Mahesh Chandra Garg as the Chairman and Whole Time Director of the Company, the Company has no profits or its profits are inadequate, Shri Mahesh Chandra Garg will be paid, then current remuneration or the remuneration as may be approved by the Board of Directors of the Company (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

7. REAPPOINTMENT OF SHRI RAMESH CHANDRA GARG (DIN: 00298129), AS WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION TO HIM

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to the re-appointment of Shri Ramesh Chandra Garg (DIN: 00298129), who has already attained the age of 70 years, as the Whole Time Director of the Company

w.e.f. October 1, 2024 for a further period of 5 (Five) years, be liable to retire by rotation, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Shri Ramesh Chandra Garg during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Shri Ramesh Chandra Garg under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Shri Ramesh Chandra Garg as the Whole Time Director of the Company, the Company has no profits or its profits are inadequate, Shri Ramesh Chandra Garg will be paid, then current remuneration or the remuneration as may be approved by the Board of Directors of the Company (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

8. REAPPOINTMENT OF SHRI NITIN GARG (DIN: 02693146), AS WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION TO HIM

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regula-

tions, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to the re-appointment of Shri Nitin Garg (DIN: 02693146), as the Whole Time Director of the Company w.e.f. October 1, 2024 for a further period of 5 (Five) years, be liable to retire by rotation, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Shri Nitin Garg during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Shri Nitin Garg under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Shri Nitin Garg as the Whole Time Director of the Company, the Company has no profits or its profits are inadequate, Shri Nitin Garg will be paid, then current remuneration or the remuneration as may be approved by the Board of Directors of the Company (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

9. TO APPROVE SALE, DISPOSAL AND LEASING OF ASSETS EXCEEDING 20% OF THE ASSETS OF MATERIAL SUBSIDIARIES OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special**

Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 24(6) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and pursuant to applicable provisions of the Companies Act, 2013 ("the Act"), if any, and the rules framed under the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent and ratification of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and/or the Board of the respective material subsidiaries of the Company to divest by way of sale, transfer, lease, assignment or hiring off or dispose off including by way of pledge (and disposal upon invocation of pledge), creation of security or any other encumbrance (and disposal upon enforcement of such security or other encumbrance), and/or by way of slump sale, asset sale or through other contractual arrangements, more than 20% of the assets of the material subsidiaries, present or future, including as mentioned in the Explanatory Statement to the notice, by the respective material subsidiaries, during a financial year, in favour of potential investors / lenders / buyers/ security agents / trustees through various modes including by way of creation and/or enforcement of pledge, charge, mortgage, hypothecation or any other encumbrance or through other contractual arrangements, for any purpose in connection with the business activities of the Company and/or its subsidiaries, including but not limited to the borrowing availed / proposed to be availed by the Company and/or its subsidiaries, in one or more tranches, on such terms and conditions (including timing, manner and extent of pledge/ creation of lien or encumbrance) as the Board of the Company and / or the Board of the respective material subsidiaries of the Company may in its absolute discretion decide or deem fit in the best interest of the Company and / or its subsidiaries;

FURTHER RESOLVED THAT the Board of Directors and/ or the Board of the respective material subsidiaries of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), such other document(s), by whatever

name called and to do all acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned material subsidiary (as the board of such material subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary."

10. TO APPROVE THE OVERALL BORROWING LIMITS OF THE COMPANY, UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier Resolution passed by the Members in an Annual General meeting held on on 29th September, 2022 and pursuant to the provisions of Sections 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, and the Rules framed thereunder including any statutory modification, or re-enactment thereof, and such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution) to exercise its power to delegate such authority to

person or person(s) for raising borrowings in Indian Rupees or foreign currency through loans, credit or issue of Securities or otherwise to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, upto a limit of **Rs. 1800 crores (Rupees Eighteen Hundred Crores)** (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) from time to time, as it may think fit, for the purpose of financing working capital requirement as also for acquisitions of capital assets and/or for the purpose of any other requirements of the company both for capital and revenue in nature, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), exceed the aggregate, for the time being, of the paid up capital of the Company, Share Premium and its free reserves.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution."

By Order of the Board of Directors
For **Goodluck India Limited**

Date: September 02, 2024
Place: Ghaziabad

(Abhishek Agrawal)
Company Secretary

NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, Dec 28, 2022 and September 25, 2023 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') prescribing the procedures and manner of conducting AGM through VC/ OAVM and The Securities and Exchange Board of India ('SEBI') also vide its Circular Nos. SEBI/ HO/ CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular Nos. SEBI/ HO/DDHS/P/CIR/2023/0164 dated October 06, 2023, has provided certain relaxations from compliance with certain provisions of the Listing Regulations, holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. A statement giving relevant details of the directors seeking appointment and revision in remuneration under Item No. 4 and 6 to 8 respectively of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as **Annexure-A**.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. N. K. Rastogi, (C.P. No. 3785) Practicing Company Secretary, to act as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.
4. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/ authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization be sent to the Scrutinizer by email through its registered email address to Naveen@nkrassociate.com with a copy marked to evoting@nsdl.co.in.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
7. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
8. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors reappointing at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is appended hereto and forms part of this Notice.
9. In case of any query or grievance pertaining to e-voting, may contact with Mr. Deepanshu Rastogi, Assistant Manager, MAS Services Limited, RTA at investor@masserv.com or on Telephone No.: 011-26387281/82/83.
10. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested maintained under Section 189 of the Act, will be available during 38th AGM.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business

to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

12. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number, number of shares (as on record date) at cs@goodluckindia.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
13. The Registers of Members and Share Transfer Books of the Company will remain closed from Sunday, 22nd September, 2024 to Saturday, 28th September, 2024 (both days inclusive) for the purpose of annual closure of books.
14. Final Dividend on Company's Equity Shares for the year ended 31st March, 2024, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend subject to deduction of tax at source will be made as under:
 - (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Saturday, 21st September, 2024.
 - (ii) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Saturday, 21st September, 2024.
The Dividend, if approved, will be payable by Sunday, October 27th, 2024.
15. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 transfer of securities held in physical mode has been discontinued w.e.f. April 01, 2019.
Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th

January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

16. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 and SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022, Registrar will not process any service requests or complaints received from the member until unless above KYC will not be completed by shareholder.

The shareholders holding shares in physical form are requested provide following documents/details to RTA:-

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14.

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA web-

site i.e www.masserv.com.

A separate communication and reminder has already been sent to the respective shareholders.

17. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023- 24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2023- 24 are available on the website of the Company at www.goodluckindia.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).
18. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
19. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/ RTA if the shares are held by them in physical form.
21. For receiving all future correspondence (including Annual Report) from the Company electronically–
In case you have not registered your email ID with the Company/ Depository, please follow below

instructions to register your email ID for obtaining Annual Report for FY 2023-2024 and login details for e-voting.

Physical Holding

Please send form ISR-1 (which can be download from RTA website i.e. www.masserv.com under download tab) to RTA

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

22. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.
23. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Saturday, 21st September, 2024, such person may generate the User ID and Password as per procedure mentioned in e-voting instructions.
24. 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) and The company has already communicated to the shareholders via newspaper advertisement regarding shares are liable to be transferred to IEPF Authority under the said Rules for taking appropriate action(s). The full details of such shareholders including their names, folio no. or DP ID & Client ID and shares due for transfer are also posted on the website of the Company i.e., www.goodluckindia.com. The concerned shareholders are thus requested to claim the dividend which is unpaid/ unclaimed for a period of 7 (seven) years from the date of declaration of dividend, or else the company has to transferred the shares and the unclaimed dividend to the IEPF account as per the section 124 of the Companies Act,2013. The necessary steps will be initiated by the Company to transfer the shares which are due for transfer to IEPF without further notice, in accordance with the Rules.

The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at <http://www.iepf.gov.in/IEPF/refund.html>.

25. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/ Direct Credit/NEFT etc.

The Securities and Exchange Board of India ('SEBI') vide its circular dated March 16, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st April 2024, dividend will be paid to physical shareholders in electronic mode only hence all physical shareholders are requested to please complete above detail with company RTA as soon as possible.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

26. Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereto. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2024-25 does not exceed Rs. 5,000/-.

A resident individual shareholder with PAN who is not liable to pay income tax submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA at investor@masserv.com. Shareholders are requested to note that in case their PAN is not registered or is not linked with Aadhar, the tax will be deducted at a higher rate.

27. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.

28. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 38th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Saturday, 21st September, 2024 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, September 24, 2024 at 9:00 A.M. and ends on Friday, September 27, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 21st September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Saturday, being 21st September, 2024.

How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General

Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to naveen@nkrassociate.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and

password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide send ISR-1 (which can be download from the website of RTA i.e. www.masserv.com) to RTA.

In case shares are held in demat mode, please update your detail with your depository participant and generate password as per instruction given above.

1. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
2. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at investor@masserv.com. The same will be replied by the company suitably.

General Instructions

- A. 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.
- B. Mr. N. K. Rastogi, Practicing Company Secretary, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- C. 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, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- D. 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 and shall make, not later than 48 hours 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. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the resolutions.
- E. The Results declared alongwith 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 BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO 5:**

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 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 31st March, 2025, at a remuneration of Rs. 75,000 (Rupees Seventy Five 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. 75,000 (Rupees Seventy Five 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. 5 of the Notice.

The Board recommends the Resolution set out in the Notice for approval of the members by way of Ordinary Resolution.

ITEM NO 6:

The Members at the 35th Annual General Meeting of the Company held on 29th September, 2021 approved the appointment of Shri Mahesh Chandra Garg as the Chairman & Whole Time Director of the Company for a period of Three (3) years w.e.f. October 01, 2021. Accordingly, the present term of Shri Mahesh Chandra Garg as the Chairman & Whole Time Director of the Company is upto September 30, 2024.

The Board of Directors, at their meeting held on 02.09.2024 approved the re-appointment of Shri Mahesh Chandra Garg as the Chairman & Whole Time Director of the Company for further period of Five (5) years w.e.f. October 01, 2024, subject to approval by the Members, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee as set out herein below:

- a) Remuneration: The remuneration upto a limit of Rs. 40,00,000/- (Rupees Forty Lakh only) per month, whether paid as salary, commission, allowances, perquisites or a combination thereof.

Provided further that payment towards the following statutory perquisites will not be included in the aforesaid remuneration:

- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii) Encashment of leave at the end of tenure.

Provided further that payment/re-imbusement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties, will not be included in the aforesaid remuneration.

- b) Minimum Remuneration: The total remuneration payable to the Whole Time Director as aforesaid shall not exceed the overall limits laid down under sections 196, 197, 203 of the Act.

In the event of loss or inadequacy of profits in any year during the aforesaid tenure, the Whole Time Director shall be paid the remuneration which shall be governed by the limits set out in Schedule V to the Act or any amendment thereof.

- c) Other terms: The terms and conditions of the said appointment may be altered and varied from time to time by the Board (which includes the Nomination & Remuneration Committee of the Board) as it may, in its discretion, deem fit within the minimum remuneration payable to the Whole Time Director in accordance with the provisions of the Act or any amendments made hereinafter in this regard or with the approval of the Central Government wherever required.

The above terms are subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

Section 196(3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Shri Mahesh Chandra Garg is over 75 years of age on the date of reappointment.

Keeping in view that Shri Mahesh Chandra Garg has a rich and varied experience in the industry to which the Company belongs, has been at the helm of the affairs of the Company for over 50 years and during this period the Company has achieved growth, both in the top line and bottom line, as also has spread its footprints in the international markets to more than 100 countries in South East Asia, SAARC nations, America, Europe, the Middle East and the African continent, it would be in the interest of the Company

to continue the employment of Shri Mahesh Chandra Garg as the Chairman and Whole Time Director of the Company.

Shri Mahesh Chandra Garg is not disqualified from being appointed as Director in terms of Section 164 of the Act. Once appointed, he would not be liable to retire by rotation.

Accordingly, special resolution is proposed to take shareholders' approval for the re-appointment of Shri Mahesh Chandra Garg as the Chairman and Whole Time Director of the Company with effect from October 1, 2024 till the expiry of his tenure.

The remuneration payable to Whole Time Director shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon. The Nomination and Remuneration Committee has already approved the above remuneration payable to Shri Mahesh Chandra Garg, Whole Time Director of the Company.

The necessary disclosures under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, with respect to Shri Mahesh Chandra Garg forms part of this notice.

Considering Shri Mahesh Chandra Garg's experience in steel industry, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the directors, the Key Managerial Personnel and their relatives, except Mr. Mahesh Chandra Garg, himself and Mr. Ramesh Chandra

Garg, Whole-time Director, relative of Mr. Mahesh Chandra Garg, are deemed to be interested/concerned in the proposed resolution.

The Board recommends the Resolution set out in the Notice for approval of the members by way of Special Resolution.

ITEM NO 7:

The Members at the 35th Annual General Meeting of the Company held on 29th September, 2021 approved the appointment of Shri Ramesh Chandra Garg as the Whole Time Director of the Company for a period of Three (3) years w.e.f. October 01, 2021. Accordingly, the present term of Shri Ramesh Chandra Garg as the Whole Time Director of the Company is upto September 30, 2024.

The Board of Directors, at their meeting held on 02.09.2024 approved the re-appointment of Shri Ramesh Chandra Garg as the Whole Time Director of the Company for further period of Five (5) years w.e.f. October 01, 2024, subject to approval by the Members, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee as set out herein below:

- a) Remuneration: The remuneration upto a limit of Rs. 40,00,000/- (Rupees Forty Lakh only) per month, whether paid as salary, commission, allowances, perquisites or a combination thereof.

Provided further that payment towards the following statutory perquisites will not be included in the aforesaid remuneration:

- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii) Encashment of leave at the end of tenure.

Provided further that payment/re-imbursalment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties, will not be included in the aforesaid remuneration.

- b) Minimum Remuneration: The total remuneration payable to the Whole Time Director as aforesaid shall not exceed the overall limits laid down under sections 196, 197, 203 of the Act.

In the event of loss or inadequacy of profits in any year during the aforesaid tenure, the Whole Time Director shall be paid the remuneration which shall be governed by the limits set out in Schedule V to the Act or any amendment thereof.

- c) Other terms: The terms and conditions of the said appointment may be altered and varied from time to time by the Board (which includes the Nomination & Remuneration Committee of the Board) as it may, in its discretion, deem fit within the minimum remuneration payable to the Whole Time Director in accordance with the provisions of the Act or any amendments made hereinafter in this regard or with the approval of the Central Government wherever required.

The above terms are subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

Section 196(3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Shri Ramesh Chandra Garg is over 75 years of age on the date of reappointment.

Keeping in view that Shri Ramesh Chandra Garg has a rich and varied experience in the industry to which the Company belongs, has been at the helm of the affairs of the Company for over 50 years and Shri R C Garg has worked hard and improved the working of the Company and under his able leadership, the Company has made a steady growth and strengthened the financial position as evidenced in the financial results and his continuance is very much required for the Company. It would be in the interest of the Company to continue the employment of Shri Ramesh Chandra Garg as the Whole Time Director of the Company.

Shri Ramesh Chandra Garg is not disqualified from being appointed as Director in terms of Section 164 of the Act. Once appointed, he would be liable to retire by rotation.

Accordingly, special resolution is proposed to take shareholders' approval for the re-appointment of Shri Ramesh Chandra Garg as the Whole Time Director of the Company with effect from October 1, 2024 till the expiry of his tenure.

The remuneration payable to Whole Time Director shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon. The Nomination and Remuneration Committee has already approved the above remuneration payable to Shri Ramesh Chandra Garg, Whole Time Director of the Company.

The necessary disclosures under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, with respect to Shri Ramesh Chandra Garg forms part of this notice.

Considering Shri Ramesh Chandra Garg's experience in steel industry, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the directors, the Key Managerial Personnel and their relatives, except Mr. Ramesh Chandra Garg, himself and Mr. Mahesh Chandra Garg, Whole-time Director, relative of Mr. Ramesh Chandra Garg, are deemed to be interested/ concerned in the proposed resolution.

The Board recommends the Resolution set out in the Notice for approval of the members by way of Special Resolution.

ITEM NO 8:

The Members at the 35th Annual General Meeting of the Company held on 29th September, 2021 approved the appointment of Shri Nitin Garg as the Whole Time Director of the Company for a period of Three (3) years w.e.f. October 01, 2021. Accordingly, the present term of Shri Nitin Garg as the Whole Time Director of the Company is upto September 30, 2024.

The Board of Directors, at their meeting held on 02.09.2024 approved the re-appointment of Shri Nitin Garg as the Whole Time Director of the Company for further period of Five (5) years w.e.f. October 01, 2024, subject to approval by the Members, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee as set out herein below:

- a) Remuneration: The remuneration upto a limit of Rs. 25,00,000/- (Rupees Twenty Five Lakh only) per month, whether paid as salary, commission, allowances, perquisites or a combination thereof.

Provided further that payment towards the following

statutory prerequisites will not be included in the aforesaid remuneration:

- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii) Encashment of leave at the end of tenure.

Provided further that payment/re-imbursalment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties, will not be included in the aforesaid remuneration.

- b) Minimum Remuneration: The total remuneration payable to the Whole Time Director as aforesaid shall not exceed the overall limits laid down under sections 196, 197, 203 of the Act.

In the event of loss or inadequacy of profits in any year during the aforesaid tenure, the Whole Time Director shall be paid the remuneration which shall be governed by the limits set out in Schedule V to the Act or any amendment thereof.

- c) Other terms: The terms and conditions of the said appointment may be altered and varied from time to time by the Board (which includes the Nomination & Remuneration Committee of the Board) as it may, in its discretion, deem fit within the minimum remuneration payable to the Whole Time Director in accordance with the provisions of the Act or any amendments made hereinafter in this regard or with the approval of the Central Government wherever required.

The above terms are subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

Shri Nitin Garg is an engineer and management graduate and has a rich experience in the production and operation field to which the Company belongs, and Shri Nitin Garg has worked hard and improved the working of the Company. He is young and enthusiastic and it would be in the interest of the Company to continue the employment of Shri Nitin Garg as the Whole Time Director of the Company.

Shri Nitin Garg is not disqualified from being appointed as Director in terms of Section 164 of the Act. Once appointed, he would be liable to retire by rotation.

Accordingly, special resolution is proposed to take shareholders' approval for the re-appointment of Shri Nitin Garg as the Whole Time Director of the Company with effect from October 1, 2024 till the expiry of his tenure.

The remuneration payable to Whole Time Director shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon. The Nomination and Remuneration Committee has already approved the above remuneration payable to Shri Nitin Garg, Whole Time Director of the Company.

The necessary disclosures under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, with respect to Shri Nitin Garg forms part of this notice.

Considering Shri Nitin Garg's experience in steel industry, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

The Board recommends the Resolution set out in the Notice for approval of the members by way of Special Resolution.

ITEM NO 9:

In accordance with Regulation 24(6) of the SEBI Listing Regulations, selling, disposing and leasing of assets amounting to more than 20% of the assets of a material subsidiary of the listed entity on an aggregate basis during a financial year requires prior approval of shareholders by way of a Special Resolution.

Material subsidiary means a subsidiary, whose income or net worth exceeds 10% (ten per cent) of the consolidated

income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

M/s Goodluck Defence and Aerospace Limited, a material subsidiary of the Company which was incorporated on 31st August, 2023 and proposed to avail credit facility/borrowing from banks or Financial Institutions or any other lender and for such credit facility/borrowing the Company may be required to give security upon approval from the Members.

Creation of security by M/s Goodluck Defence and Aerospace Limited and enforcement of such security interest may result in disposal in excess of 20% (twenty per cent) of the total assets of the material subsidiaries of the Company during a financial year. Accordingly, in view of the current circumstances and foreseeing future requirements and as a matter of abundant caution and good governance, an enabling approval of shareholders of the Company in terms of Regulation 24(6) of the SEBI (LODR) Regulations and applicable provisions of the Companies Act, 2013, by way of special resolution at Item No. 9 of the Notice is being sought to enable the material subsidiaries of the Company to divest by way of sale, transfer, lease, assignment or hiving off or dispose off including by way of pledge (and disposal upon invocation of pledge), creation of security or any other encumbrance (and disposal upon enforcement of such security or other encumbrance), and/or by way of slump sale, asset sale or through other contractual arrangements the assets of the material subsidiaries from time to time, during a financial year, to meet the financing obligations of the Company.

The Board of Directors at its meeting held on 02.09.2024, based on the recommendation of the Audit Committee approved the said Financing Security, while noting that such Financing Security shall be on an arms' length basis and in the ordinary course of business.

The Directors recommend the Special Resolution as set out at Item No. 9 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ITEM NO. 10

Keeping in view that existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid up capital, share premium and free reserves of the Company. In view of expected growth in business of the Company, it may be necessary for the Company to borrow monies from various sources consequent to which the existing limit of Rs.1200 Cr. is likely to be exhausted in near future, and hence the proposal for obtaining the consent of the members by way of Special Resolution for increasing the maximum borrowing limits from Rs. 1200 Crores to Rs. 1800 Crores is made. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid up capital of the Company, share premium and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Hence, the Special Resolution at Item No. 10 of the Notice is being proposed, since the same exceeds the limits provided under 180(1)(c) of the Act.

The Directors recommend the Special Resolution as set out at Item No. 10 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ANNEXURE-A

As per the requirement of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

S. No.	Name of the Director	Shri Mahesh Chandra Garg	Shri Ramesh Chandra Garg	Shri Nitin Garg
	DIN	00292437	00298129	02693146
1.	Date of Birth	28/06/1946	15/07/1946	31/05/1980
2.	Date of Initial Appointment	06/11/1986	12/09/1988	01/05/2012
3.	Educational Qualification	B Tech from IIT Roorkee	Graduate in the Field of Mining from ISM-Dhanbad	B. Tech (Mechanical) M.B.A. from Narsee Monjee Institute of Management Studies
4.	Brief resume/Experience	He has a rich and varied experience in the industry to which the Company belongs, for over 50 years	He has a rich and varied experience in the industry to which the Company belongs, for over 50 years	He has around 18 years of rich experience in the field of production and marketing of steel products.
5.	Expertise in specific functional area	After completion of his education he took up overseas assignment and erected many steel tubes mills and thereafter started his own venture. He is the founder promoter of the company and has more than 50 years of rich experience in the Industry.	Being the Chief Mining Engineer, he has a distinguished career with M/s Coal India Ltd. He later joined the hand with his brother and contributed his enriched experience in the functioning of the Company. Mr. Garg more than 50 years of expertise in the Industry.	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.
6.	Terms of Appointment	As per the resolution as set out in the resolution of this notice read with explanatory statement thereto.	As per the resolution as set out in the resolution of this notice read with explanatory statement thereto.	As per the resolution as set out in the resolution of this notice read with explanatory statement thereto.
7.	Remuneration proposed to be paid	Upto a limit of Rs. 40 lakh per month, subject to terms and conditions.	Upto a limit of Rs. 40 lakh per month, subject to terms and conditions.	Upto a limit of Rs. 25 lakh per month, subject to terms and conditions.
8.	Remuneration last drawn (including sitting fees, if any)	Mr. M C Garg has drawn a remuneration of Rs. 2,09,99,600/- during the FY 2023-24 in the capacity of a Whole-time Director.	Mr. R C Garg has drawn a remuneration of Rs. 1,99,99,600/- during the FY 2023-24 in the capacity of a Whole-time Director	Mr. Nitin Garg has drawn a remuneration of Rs. 1,63,99,600/- during the FY 2023-24 in the capacity of a Whole-time Director

9.	No. of share held in the Company as on 31.03.2024	377250	570250	1486750
10.	Relationship with other Directors/Key Managerial Personnel	Brother of R C Garg, Whole Time Director	Brother of M C Garg, Chairman and Whole Time Director	NIL
11.	Number of meetings of the Board attended during the financial year	11 meetings attended out of 11 meetings held during the FY 2023-24	10 meetings attended out of 11 meetings held during the FY 2023-24	11 meetings attended out of 11 meetings held during the FY 2023-24
12.	Directorships of other Boards as on 31.03.2024	No Directorship in other Listed Public Company	No Directorship in other Listed Public Company	No Directorship in other Listed Public Company
13.	Membership/ Chairmanship of Committees of other Boards	No Membership/ Chairmanship of Committees of other Listed Public Company	No Membership/ Chairmanship of Committees of other Listed Public Company	No Membership/ Chairmanship of Committees of other Listed Public Company
14.	Listed entities from which resigned in the past three years	NIL	NIL	NIL

**By Order of the Board of Directors
For Goodluck India Limited**

Date: September 02, 2024
Place: Ghaziabad

(Abhishek Agrawal)
Company Secretary