

NOTICE

Notice is hereby given that 3rd Annual General Meeting of the members of **Goodluck Defence and Aerospace Limited** will be held on, Tuesday, 29th Day of September, 2026 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 Financial Statements of the Company for the financial year ended on 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mahesh Chandra Garg (DIN: 00292437), who retires by rotation and, being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

3. Revision in the remuneration of Shri Umesh Garg, Sr. Management Executive of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, read with the rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (Act) (including any amendment, modification or re-enactment thereof), the consent of the members be and is hereby accorded to pay the remuneration not exceeding 5,00,00,000 (Rupees Five Crore only) per annum to Mr. Umesh Garg, Sr. Management Executive of the Company, a related party (Son of Mr. Ramesh Chandra Garg, WTD of the Company), holding office or place of profit in the company within the meaning of section 188 of the Companies Act, 2013.

RESOLVED FURTHER THAT the brief terms and conditions of the aforesaid appointment are given below:

- a) Remuneration not to exceed 5,00,00,000 (Rupees Five Crore only) per annum.
- b) Statutory perquisites and other benefits like gratuity, contribution to provident fund, bonus and leave encashment etc., as per the applicable provision of relevant statutes and/or policies of the Company will be in addition to the aforesaid remuneration.
- c) The Company will reimburse telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties which will not be included in the aforesaid remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the

remuneration and other terms and conditions and vary the same from time to time within the overall limit approved by the members and to take all such acts that may be required to give effect to aforesaid resolution."

4. ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, and subject to such approvals, consents, permissions and sanctions as may be required from the Registrar of Companies and/or any other statutory or regulatory authority, the consent of the members of the Company be and is hereby accorded to alter the Main Objects Clause of the Memorandum of Association of the Company by inserting a new Clause 4 under Part III (A) – **"THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:—"** after the existing Clause 3, as under:

4. To undertake and carry on the business of design, development, manufacture, supply, dealing, operating, trading, import, export and service of all kinds of defence and non- defence systems; carbon composite and other allied materials, weapon systems, armour material, unmanned vehicle, aerostat, systems (including but not limited to advanced armour / ballistic material and systems), simulators and devices and components or structures thereof for defence and non-defence applications including but not limited to explosives, mines, grenades, charges, bombs, specialized or fine chemicals, energetics, propellant, projectiles, primers, detonators, gunpowder, safety fuses, detonating fuses, other accessories, exploders, blasting equipment and other connected equipment for explosive and blasting operations, ammunition, missiles, missile parts / components, similar projectiles launched from land, air or sea whether operated manually or remotely (with or without explosives), detonators and similar devices and manufacture, dealing in all kinds and all types of hydraulic machines, armaments, machine tools and machinery of any other description for use by Armed Forces and to acquire, promote the companies with similar objects and providing training in aforesaid activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, applications

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and writings as may be necessary, desirable or expedient for giving effect to this resolution, including filing of the requisite forms and documents with the Registrar of Companies and/ or any other statutory or regulatory authority.”

5. Approval of Related Party Transactions with Goodluck India Limited.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approval, consent, sanctions and permission as may be necessary, the approval of the members be and is hereby accorded for the expected Related Party Transactions with M/s Goodluck India Limited up to a maximum limit of ₹ 400 Crore (Rupees Four Hundred Crore only) for the financial year 2026-27, for transactions in the ordinary course of business including but not limited to supply of goods/ services, loans and advances, rent and other permitted transactions under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including power conferred under this resolution) be and is hereby authorized to agree, make, accept and finalize all such terms, conditions, modifications and alterations and all other matters arising out of incidental to the proposed transaction, as the Board may deem fit within the aforesaid limits and to finalize and execute all agreements and any other documents and to do all acts, deeds and things that may be necessary proper desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolutions.”

6. Approval of Related Party Transactions with Excellent Fincap Private Limited

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approval, consent, sanctions and permission as may be necessary, the approval of the members be and is hereby further accorded for the expected Related Party Transactions with M/s Excellent

Fincap Private Limited up to a maximum limit of ₹ 200 crore (Rupees Two Hundred Crore only) for the financial year 2026-27, for transactions in the ordinary course of business including but not limited to supply of goods/services, loans and advances, rent and other permitted transactions under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including power conferred under this resolution) be and is hereby authorized to agree, make, accept and finalize all such terms, conditions, modifications and alterations and all other matters arising out of incidental to the proposed transaction, as the Board may deem fit within the aforesaid limits and to finalize and execute all agreements and any other documents and to do all acts, deeds and things that may be necessary proper desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolutions.”

7. Approval of Related Party Transactions with Avrums Synergy Private Limited

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approval, consent, sanctions and permission 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 for entering into transactions with M/s Avrums Synergy Private Limited, (“Related party”) with respect to sale, purchase or supply of any goods or materials and availing or rendering of any services with Related Party up to a limit of Rs.10 Crore (Rupees Ten Crore only) for the financial year 2026-27, from time to time, as it may think fit and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including power conferred under this resolution) be and is hereby authorized to agree, make, accept and finalize all such terms, conditions, modifications and alterations and all other matters arising out of incidental to the proposed transaction, as the Board may deem fit within the aforesaid limits and to finalize and execute all agreements and any other documents and to do all acts, deeds and things that may be necessary proper desirable or expedient and to execute all documents,

agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolutions.”

**By Order of the Board of Directors
For Goodluck Defence and Aerospace Limited**

**Sd/-
(Jagdish Pratap)
Company Secretary**

Date: 5th September, 2026

Place: Ghaziabad

NOTES:

1. Pursuant to General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023, 9/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”) prescribing the procedures and manner of conducting AGM through VC/ OAVM, 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’), as amended, MCA 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. 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. Ravi Shankar Sharma, (C.P. No. 8007) Practicing Company Secretary, to act as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.
3. 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 csravisharma@gmail.com with a copy marked to evoting@nsdl.co.in.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. 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.
6. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
7. In case of any query or grievance pertaining to e-voting, may contact with Ms. Richa, Nivis Corpserve LLP, RTA at info@nivis.co.in or on Telephone No.: 011-45201005.
8. 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 AGM.
9. 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 the aforesaid MCA 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.
10. 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@goodluckdefence.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.

11. In compliance with the aforesaid MCA, the Notice of the AGM along with the Annual Report 2025- 26 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 2025-26 are available 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).
12. 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.
13. 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.
14. 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 2025-2026 and login details for e-voting.

Physical Holding

Please send form ISR-1 (which can be download from 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.

15. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2025-26 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.
16. 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 (Record date) for e-voting i.e. Tuesday, September 22, 2026, such person may generate the User ID and Password as per procedure mentioned in e-voting instructions

17. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
18. 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.
19. The Results of voting will be declared within three days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes
20. 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), the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 3rd Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Tuesday, September 22, 2026 (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 Saturday, September 26, 2026 at 9:00 A.M. and ends on Monday, September 28, 2026 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. Tuesday, September 22, 2026, 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, being Tuesday, September 22, 2026.

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**

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.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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. 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. 
Individual Shareholders holding securities in demat mode with CDSL	- 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, 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.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.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@nkrassociaate.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.nsdl.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 down-

load section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Nitin Ambure 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 i.e. www.masserv.com under download tab) 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.

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.

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 info@nvis.co.in. 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.
- B. Mr. Ravi Shankar Sharma, Practicing Company Secretary, has been appointed for 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.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 3:

The Company is proposing to revise the remuneration of Sh. Umesh Garg, a Senior Management Executive of the

Company. Brief of particulars are given below:

Name	Sh. Umesh Garg
Age	About 40 years
Qualification	B. Tech. From IIT Delhi Masters from Cass Business School, London
Experience	After completing his higher studies he joined as Manger – Production in a manufacturing unit. He has handled CR projects and Structure projects. Apart from that he has also exposure in sales and marketing.

Since Mr. Umesh Garg is the relative of Mr. Ramesh Chandra Garg, Whole Time Director of the company, the aforesaid appointment/reappointment will be deemed to be an office /place of profit within the meaning of section 188 of the Companies Act, 2013 The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee and Audit Committee, has approved his overall remuneration limit, subject to approval of the shareholders by way of an Ordinary Resolution.

His contribution towards the growth of the company is significant & in the interest of the company, their longer association with the company is much needed, in order to retain their services and in view of the highly competitive employment market which currently prevails, your Directors are in opinion that the compensation paid to the aforesaid person should be revised, more or less with the remuneration drawn by their counterparts in the country.

None of the directors, the Key Managerial Personnel and their relatives, except Mr. Ramesh Chandra Garg, Whole-time Director, relative of Mr. Umesh 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 Ordinary Resolution.

Item No. 4

Considering the business expansion activities, the Management of the Company has decided to start its operations and functions that shapes the longterm business operation capabilities and their contribution to the overall business strategy of the Company and therefore it is proposed to amend the objects which are necessary for the furtherance of the objects specified in Part III (A) of the Memorandum of the Company.

The Board of Directors of the Company in their meeting held on 5th September, 2026 considered and approved, subject to the approval of the Members, the alteration of the Main Objects Clause of the MOA by insertion of a new Clause 4 after the existing Clause 3.

The proposed new Clause 4 is intended to enable the

Company to undertake and carry on the business of design, development, manufacture, supply, dealing, operating, trading, import, export and service of various defence and non-defence systems, carbon composite and other allied materials, including weapon systems, armour material, unmanned vehicle, aerostat systems, advanced armour/ballistic materials and systems, simulators, devices, components and structures thereof.

The proposed object clause also includes activities relating to explosives, mines, grenades, charges, bombs, specialised or fine chemicals, energetics, propellants, projectiles, primers, detonators, gunpowder, safety fuses, detonating fuses, blasting equipment, ammunition, missiles, missile parts/ components and other allied defence and non-defence equipment, as well as hydraulic machines, armaments, machine tools and other machinery for use by the Armed Forces. The proposed clause further enables the Company to acquire, promote or incorporate companies having similar objects and to provide training in the aforesaid activities.

In accordance with the provision of Section 13 of the Companies Act, 2013, any Alteration in the object clause of the Memorandum of Association of the Company requires approval of Shareholders by way of Special resolution.

The Board of Directors of the Company recommends the proposed Resolution as set out in item no. 4 of the Notice for approval of the members by way of Special Resolution.

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. 5

In light of the provision of Section 188(1)(a) and 188(1)(d) of the Companies Act, 2013 and the Companies (Meeting of Board and its Power) rules, 2014 and regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, no company shall enter into any contract or arrangement or any transaction exceeds the sums amounting to ten percent or more of the turnover of the company with a related party except with the prior approval of the Company by a resolution.

Goodluck India Limited, its holding Company has been in the Steel Industry for last 38 years. In order to support their growth and branching out in various locations, they are looking for the services from the Companies similar to your Companies line of business. Hence, your Board of Director has proposed to avail/provide the services to/from the said Company on such terms and conditions as mentioned hereunder and as may be mutually agreed between the parties.

The Disclosure, in relation to the said related party transaction, as required to be given under the provision of the Companies Act, 2013 and rules made thereunder are as

under:

- (a) Name of the related Party - Goodluck India Limited
- (b) Name of the Director or KMP who is related if any – Mr. Mahesh Chandra Garg and Mr. Ramesh Chandra Garg, Director of the Company
- (c) Nature of relationship – Holding Company
- (d) nature, material terms, monetary value and particulars of the contract or arrangement -

It is proposed to enter into transactions for the FY 2026-27, from time to time, in a one or more trenches, in the nature of sale, Purchase or Supply of any goods or materials and availing or rendering of any services with Related Party up to a limit of Rs.400 Crore (Rupees Four Hundred Crore only) as it may deem fit and on such terms and conditions as may be mutually agreed between the parties.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Mahesh Chandra Garg, Mr. Ramesh Chandra Garg and their relative, is concerned or interested, financially or otherwise, in the Ordinary Resolution except to the extent of their shareholding.

The Board recommends the Resolution set out in item no. 5 of the Notice for approval of the members by way of Ordinary Resolution.

Item No. 6

In light of the provision of Section 188(1)(a) and 188(1)(d) of the Companies Act, 2013 and the Companies (Meeting of Board and its Power) rules, 2014, and regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, no company shall enter into any contract or arrangement or any transaction exceeds the sums amounting to ten percent or more of the turnover of the company with a related party except with the prior approval of the Company by a resolution.

Excellent Fincap Private Limited, a Non-Banking Financial Company has been engaged in Non-Banking Financial Services such as providing various types of Loans, Deposites, charge etc. In order to support our growth and fulfillment of financial need of your Company. Hence, your Board of Director has proposed to avail/provide the services to/from the said Company on such terms and conditions as mentioned hereunder and as may be mutually agreed between the parties.

The Disclosure, in relation to the said related party transaction, as required to be given under the provision of the Companies Act, 2013 and rules made thereunder are as under:

- (a) Name of the related Party – Excellent Fincap Private Limited

- (b) Name of the Director or KMP who is related if any – Mr. Umesh Garg and Mr. Saras Garg, Director of the Company
- (c) Nature of relationship – Director and/or their relative is also the Director of the Related Party
- (d) nature, material terms, monetary value and particulars of the contract or arrangement -

It is proposed to enter into transactions for the FY 2026-27, from time to time, in a one or more trenches, in the nature of sale, Purchase or Supply of any goods or materials and availing or rendering of any services with Related Party up to a limit of Rs.200 Crore (Rupees Two Hundred Crore only) as it may deem fit and on such terms and conditions as may be mutually agreed between the parties.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Ramesh Chandra Garg, Mr. Mahesh Chandra Garg and their relative, is concerned or interested, financially or otherwise, in the Ordinary Resolution except to the extent of their shareholding.

The Board recommends the Resolution set out in item no. 6 of the Notice for approval of the members by way of Ordinary Resolution.

Item No. 7

In light of the provision of Section 188(1)(a) and 188(1)(d) of the Companies Act, 2013 and the Companies (Meeting of Board and its Power) rules, 2014, and regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, no company shall enter into any contract or arrangement or any transaction exceeds the sums amounting to ten percent or more of the turnover of the company with a related party except with the prior approval of the Company by a resolution.

Avrums Synergy Private Limited, a Company engaged in the real estate business. In order to support Our growth and infrastructure need, they are looking for the services from the Companies. Hence, your Board of Director has proposed to sale, Purchase or avail/provide the services to/from the said Company on such terms and conditions as mentioned hereunder and as may be mutually agreed between the parties.

The Disclosure, in relation to the said related party transaction, as required to be given under the provision of the Companies Act, 2013 and rules made thereunder are as under:

- (a) Name of the related Party - Avrums Synergy Private Limited
- (b) Name of the Director or KMP who is related if any - Mr. Ramesh Chandra Garg, and Mr. Umesh Garg, Director of the Company

- (c) Nature of relationship – 1. Common Director 2. Relative of the Director is also the Director of the Related Party
- (d) nature, material terms, monetary value and particulars of the contract or arrangement -

It is proposed to enter into transactions for the FY 2026-27, from time to time, in a one or more trenches, in the nature of sale, Purchase or Supply of any goods or materials and availing or rendering of any services with Related Party up to a limit of Rs.10 Crore (Rupees Ten Crore only) as it may deem fit and, on such terms, and conditions as may be mutually agreed between the parties.

None of the Directors or Key Managerial Personnel of the Company and their relatives, Mr. Ramesh Chandra Garg, Mr. Mahesh Chandra Garg and their relative, is concerned

or interested, financially or otherwise, in the Ordinary 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 Ordinary Resolution.

**By Order of the Board of Directors
For Goodluck Defence and Aerospace Limited**

Sd/-
(Jagdish Pratap)
Company Secretary

Date: 5th September, 2026
Place: Ghaziabad