



GOODLUCK INDIA LIMITED

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CORRIGENDUM TO POSTAL BALLOT NOTICE DATED THE 04TH NOVEMBER, 2022 DISPATCHED ON THE 05TH NOVEMBER, 2022

Dear Members (Shareholders),

Goodluck India Limited ("Company") had issued Notice of postal ballot dated the 04th November, 2022 for seeking approval of members as per agenda items mentioned in the said postal ballot notice through postal ballot process ("Postal Ballot Notice"). The Postal Ballot Notice has already been circulated to all the Shareholders of the Company on the 05th November, 2022 in due compliance with the provisions of the Companies Act, 2013 read with rules made thereunder.

The Company through this communication wishes to bring to the notice of the Shareholders, following changes in the said Postal Ballot Notice:

Changes to the Explanatory Statement to Item No. 1 & 2 of Postal Ballot Notice:

Sub heading - "Issue Price and Valuation Report" to be read as under:

"In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issues has to be calculated as (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher. Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The shares of the Company are listed and traded on BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE). As per the trading volume data available on the Stock Exchanges, the shares of the Company are frequently traded, with higher trading volume at NSE as compared to BSE.

As per regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert (allotment to the promoter group, including allotment made to the promoter group in the previous preferential issue in the current year), the pricing of the Convertible Warrants/ Equity Shares to be allotted shall be the higher of the following parameters:

i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares): Or

ii. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 04th November, 2022 read with Addendum to the Valuation Report dt. 28th November, 2022 from Mr. Atiuttam Prasad Singh, an Independent Registered Valuer [Registration Number: IBBI/RV/11/2020/12795] having his Office at A-97 & 98, Upper Ground Floor, Street No. 6, Madhu Vihar, Delhi – 110092 and the copy of the both of the same has been hosted on the website of the Company which can be accessed at the link: <https://www.goodluckindia.com/shareholder-information.html>. As per the Valuation Report read with Addendum to the Valuation Report dt. 28th November, 2022, the minimum price, in terms of Regulation 166A(1) of the SEBI ICDR Regulations, 2018, at which Equity Shares/ Convertible Warrants to be issued is Rupees 437.11/-.

It is proposed that the Convertible Warrants shall be issued at an exercise price of Rs. 450/- per underlying equity share of the face value of Rs. 2/- each (including a premium of Rs. 448/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018. The Equity Shares shall be issued at an issue price of Rs. 450/- per equity share of the face value of Rs. 2/- each (including a premium of Rs. 448/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018.

Accordingly, the proposed issue price shall be more than the price determined under Regulation 164(1) and Regulation 166A of the SEBI (ICDR) Regulations, 2018.

Since there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company during last more than one year, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.”

All other particulars and details remain unchanged. This Corrigendum to the Postal Ballot Notice shall form an integral part of the Postal Ballot Notice which has already been circulated to shareholders of the Company and on and from the date hereof, the Postal Ballot Notice shall always be read in conjunction with this Corrigendum. This Corrigendum is being made available on the website of the stock exchanges i.e., BSE at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of the Company at www.goodluckindia.com. This Corrigendum has been sent on the 28th November, 2022 by electronic mode only to registered shareholders (as on the cut-off date, i.e., Friday, the 28th October, 2022) whose email addresses are registered with the Company or with the Depository Participants/ Depositories.

For Goodluck India Limited

Sd/-

Abhishek Agrawal

Company Secretary

ACS 20983

Place: Ghaziabad

Date: 28th November, 2022