

**GOODLUCK INDIA LIMITED**

(formerly Good Luck Steel Tubes Limited)

Regd. Off: 509, Arunachal Building, Barakhambha Road, Connaught Place, New Delhi - 01

Website: www.goodluckindia.com; E-Mail: goodluck@goodluckindia.com

CIN: L74899DL1986PLC050910

**NOTICE**

Notice is hereby given that the 31st Annual General Meeting of the members of Goodluck India Limited (formerly Good Luck Steel Tubes Limited) will be held at Aura Grand, 439, Jagriti Enclave, Delhi-92 at 9.30 a.m. on Friday, 29th day of September, 2017 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, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on equity shares for the financial year 2016-17.
3. To appoint a Director in place of Mr. Ramesh Chandra Garg (DIN: 00298129), who retires by rotation and, being eligible, offer himself for re-appointment.
4. To appoint auditors of the company and to fix their remuneration and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

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

**SPECIAL BUSINESS**

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

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 60,000 (Rupees Sixty Thousand only) plus out-of-pocket expenses payable to Mr. Surender Rai Kapur, a Cost Accountant in Practice, who is appointed as the Cost Auditor of the Company to conduct Cost Audit relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder, for the year ending on 31st March, 2018."

6. Re-appointment of Mr. Vijender Kumar Tyagi as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Mr. Vijender Kumar Tyagi (DIN 01584278), who was appointed as Non- Executive Independent Director w.e.f. September 30, 2014, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. September 30, 2017.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies."

7. Re-appointment of Mr. Iswar Chandra Agasti as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Mr. Iswar Chandra Agasti (DIN 01483515), who was appointed as Non- Executive Independent Director w.e.f. September 30, 2014, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. September 30, 2017.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies."

8. Re-appointment of Mr. Rahul Goel as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Mr. Rahul Goel (DIN 02067212), who was appointed as Non- Executive Independent Director w.e.f. September 30, 2014, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. September 30, 2017.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies."

9. To approve an option available to the Lenders for Conversion of Financial Assistance into Equity Shares of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and subject to the provisions of Memorandum and Articles of Association of the Company, listing Agreements entered into with the stock exchanges where the shares of the Company are listed and to such approval(s) and condition(s) as may be applicable, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted by the Board to exercise its powers, including the powers conferred by this Resolution) in respect of availing of the Financial Assistance (comprising loans or any other financial assistance categorised as loans), inter-alia, up to an amount and in a manner as approved by the Shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013 from various banks and financial institutions (Lenders), on terms and conditions contained in the respective financing documents as may be approved by the Board from time to time, which terms and conditions may, inter alia, provide an enabling option to the Lenders, at their absolute discretion, during the currency of such Financial Assistance, with the rights conferred on the Lenders pursuant to any regulations of Reserve Bank of India as may be modified from time to time; to convert the whole or any part of such outstanding Financial Assistance into fully paid up Equity Shares of the Company, as per the relevant guidelines of the Securities Exchange Board of India or such other method as may be prescribed, and in the manner specified in a notice in writing (which shall be in accordance with the applicable law) to be given by the relevant Lenders (or their agents or trustees) to the Company ("Notice of Conversion").

**RESOLVED FURTHER THAT** upon receipt of Notice of Conversion, the Board be and is hereby authorised to do all such acts, deeds and things, including allotment and issue of requisite number of fully paid up Equity Shares in the Company to such Lenders, as it deems fit.

**RESOLVED FURTHER THAT** the Equity Shares to be so allotted and issued to such Lenders pursuant to its exercising the right of conversion under the said financing documents shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable or as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares, to get listed the aforesaid shares of the Company with the stock exchanges and to resolve and settle any question, difficulty or doubt that

may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion may deem fit."

By order of the Board  
For **Goodluck India Limited**  
(formerly Good Luck Steel Tubes Limited)

Date: 14th August, 2017  
Place: Ghaziabad

**(M C Garg)**  
Chairman

## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto. Applicable details relating to Director pursuant to the Listing Regulation are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER(S) HOLDING MORE THAN 10% OF THE TOTAL PAID-UP SHARE CAPITAL CAN APPOINT ONLY A SINGLE PERSON AS PROXY.** A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 23rd September, 2017 to Friday, 29th September, 2017 (both days inclusive).
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 22nd September, 2017 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by electronic means or in the Annual General meeting.
5. The Final Dividend for the financial year ended 31st March, 2017, as recommended by the Board, if approved by the Members, will be paid within 30 days from the date of declaration to those Members whose names appear in the Register of Members of the Company as on the book closure dates.
6. In accordance with the provisions of the Section 101 of the Companies Act, 2013 and rules made there under, this Notice and Annual Report of the Company for the Financial year 2016-17 are being sent by e-mail to those members who have registered their e-mail address with the Company in respect of the shares held in physical form or with their Depository Participants (DP) in respect of the shares held in electronic form and made available to the Company by the depositories.
7. The Annual Report for the financial year 2016-17 of the Company will be made available on the Company's website at [www.goodluckindia.com](http://www.goodluckindia.com) and also be submitted to the stock exchanges.
8. Shareholders are requested to address all communication regarding transfer/transmission of share, change of address etc. to company's Registrar and Share Transfer Agent M/s MAS SERVICES LTD, T- 34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi-110020.
9. Members are requested to note that as per Section 124 of the Companies Act, 2013, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF).
10. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act and Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Company has appointed Mr. N. K. Rastogi, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
11. The Ministry of Corporate Affairs ('MCA') through provisions in new Companies Act, 2013 has allowed paperless compliances by Companies through electronic mode. To take part in this initiative,

Your Company proposes to send documents like the Notice convening the General Meetings, Financial Statements,

Annual Reports etc. in electronic form to those Members who wish to get the same in electronic form, in lieu of receiving in physical mode, at their e-mail addresses registered with the Company/Depositories. Members desirous of availing the above facility in future are requested to register/update their email IDs with the Company's Registrar and Share Transfer Agent at the address mentioned above.

**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 Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder for the year ending 31st March, 2018, at a remuneration of Rs. 60,000 (Rupees Sixty Thousand) plus out-of-pocket expenses.

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

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

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

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

Your directors recommend the resolution as item no. 5 for your approval.

**ITEM NO. 6, 7 & 8:**

The Members of the Company, at the 28th Annual General Meeting held on September 30, 2014 had approved the appointment of Mr. Vijender Kumar Tyagi, Mr. Iswar Chandra Agasti, and Mr. Rahul Goel as Independent Directors of the Company, whose terms are due to expire on 29th September, 2017.

As per Section 149(10) of the Companies Act, 2013 (CA 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of all the Independent directors, it is proposed to re-appoint them for the second term as an independent Director on the Board of Goodluck India Limited for a period of five years with effect from 30th September, 2017.

Your Board considers that their association with the Company as Independent Directors would benefit the Company. Declaration from the individual directors has been received that they meet the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and regulations of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015. Your Board is also of the opinion that each of these directors fulfils the conditions specified in the Act and the Rules thereunder for their appointment as Independent Director and that they are independent of the management of the Company.

None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives, except Mr. Tyagi, Mr. Agasti and Mr. Rahul, to whom the respective resolution relates, is interested in the resolutions

Your directors recommend the resolution as item no. 6, 7 & 8 for your approval.

**ITEM NO. 9:**

In line with the various directives issued by the Reserve Bank of India, the Company has been advised to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder for enabling the Lenders to convert the outstanding Financial Assistance (comprising loans or any other financial assistance categorised as loans) into Equity Shares of the Company. **The Company hereby clarifies that this resolution is merely an enabling resolution and there are no proposals of conversion of loan into Equity, either pending or envisaged currently.**

Accordingly, the Board recommends the proposed Special Resolution as an enabling Resolution under the provisions of Section 62(3) and other applicable provisions of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the Resolution.

Your directors recommend the resolution as item no. 9 for your approval.

**ANNEXURE TO NOTICE**

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

| <b>S. No.</b> | <b>Name of the Director</b>           | <b>Mr. Ramesh Chandra Garg</b>  | <b>Mr. Vijender Kumar Tyagi</b>   | <b>Mr. Iswar Chandra Agasti</b>  | <b>Mr. Rahul Goel</b>   |
|---------------|---------------------------------------|---|---|--|---|
| 1.            | Date of Birth                         | 15/07/1946  | 05.10.1957  | 15.03.1953   | 14.09.1972  |
| 2.            | Date of Initial Appointment           | 12/09/1988  | 19.12.2006  | 30.09.2014   | 19.12.2006  |
| 3.            | Educational Qualification             | Graduate in the Field of Mining from ISM- Dhanbad   | LL.B  | M.A. (Political Science) & CAIIB   | B. Com.   |
| 4.            | Expertise in specific functional area | Being the Chief Mining Engineer, he has a distinguished career with M/s Coal India Ltd. He joined the hand with his brother and contributed his enriched experience in the functioning of the Company. Mr. Garg has around 47 years of expertise in the Industry. | He is an independent and a non-executive director of the company. He is legal luminary and well known practicing lawyer and has a rich experience of his field. | Mr. Agasti, a banker, is retired from IDBI Bank as a Principal Officer. During the tenure of his 35 years of service as a banker, he has worked in the area of Branch Banking, retail banking, corporate banking, operation, audit, administration, etc. He has excelled in all the areas.<br>Mr. Iswar is a good leader, an able administrator, a strong businessman, quick decision maker, an intense operations person. He has led large teams and handled various portfolios successfully. Mr. Agasti was nominated by IDBI as a director of Haldia Petrochemicals Limited and has worked as member of various committees. | Mr. Rahul Goel, an independent non-executive director has a good experience of finance and accounting functions. He is distinguished entrepreneur having rich experience of steel business. |

|     |  |  |  |  |  |
|-----|--|--|--|--|--|
| 5.  | Terms of Appointment   | As per the resolution passed by the shareholders through Postal Ballot on 15th December, 2016. | Re-appointed as Independent Director for a period of 5 years | Re-appointed as Independent Director for a period of 5 years | Re-appointed as Independent Director for a period of 5 years |
| 6.  | Remuneration proposed to be paid                                   | As per the resolution passed by the shareholders through Postal Ballot on 15th December, 2016. | NIL  | NIL  | NIL  |
| 7.  | Shareholding in the Company  | Please refer Corporate Governance Report section of the Annual Report 2016-17                  |  |  |  |
| 8.  | Relationship with other Directors/Key Managerial Personnel         |  |  |  |  |
| 9.  | Number of meetings of the Board attended during the financial year |  |  |  |  |
| 10. | Directorships of other Boards                                      |  |  |  |  |
| 11. | Membership / Chairmanship of Committees of other Boards            |  |  |  |  |

By order of the Board  
For **Goodluck India Limited**  
(formerly Good Luck Steel Tubes Limited)

Date: 14th August, 2017  
Place: Ghaziabad

**(M C Garg)**  
Chairman

**GOODLUCK INDIA LIMITED**

(formerly Good Luck Steel Tubes Limited)

Regd. Off: 509, Arunachal Building, Barakhambha Road, Connaught Place, New Delhi - 01

Website: www.goodluckindia.com; E-Mail: goodluck@goodluckindia.com

CIN: L74899DL1986PLC050910

**PROXY FORM**

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

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

(1) Name: ..... Address: .....  
 E-mail Id: ..... Signature: ..... or falling him;

(2) Name: ..... Address: .....  
 E-mail Id: ..... Signature: ..... or falling him;

(3) Name: ..... Address: .....  
 E-mail Id: ..... Signature: .....

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Friday, 29th September, 2017 at 9.30 a.m. at Aura Grand, 439, Jagriti Enclave, Delhi-92 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.           | Resolutions  | Optional* |         |
|--------------------------|--|-----------|---------|
|                          |  | For       | Against |
| <b>Ordinary Business</b> |  |           |         |
| 1.                       | Adoption of Standalone & Consolidated Financial Statements for the year ended 31st March, 2017.                        |           |         |
| 2.                       | Approval of final dividend for the financial year 2016-17.   |           |         |
| 3.                       | Re-appointment of Mr. Ramesh Chandra Garg who retires by rotation.   |           |         |
| 4.                       | Appointment of M/s. Sanjeev Anand & Associates, as Statutory auditors.   |           |         |
| <b>Special Business</b>  |  |           |         |
| 5.                       | Ratification of Cost Auditors appointment and his remuneration.  |           |         |
| 6.                       | Re-appointment of Mr. Vijender Kumar Tyagi as an Independent Director of the Company                                   |           |         |
| 7.                       | Re-appointment of Mr. Iswar Chandra Agasti as an Independent Director of the Company                                   |           |         |
| 8.                       | Re-appointment of Mr. Rahul Goel as an Independent Director of the Company   |           |         |
| 9.                       | To approve an option available to the Lenders for Conversion of Financial Assistance into Equity Shares of the Company |           |         |

Signed this .....day of.....2017

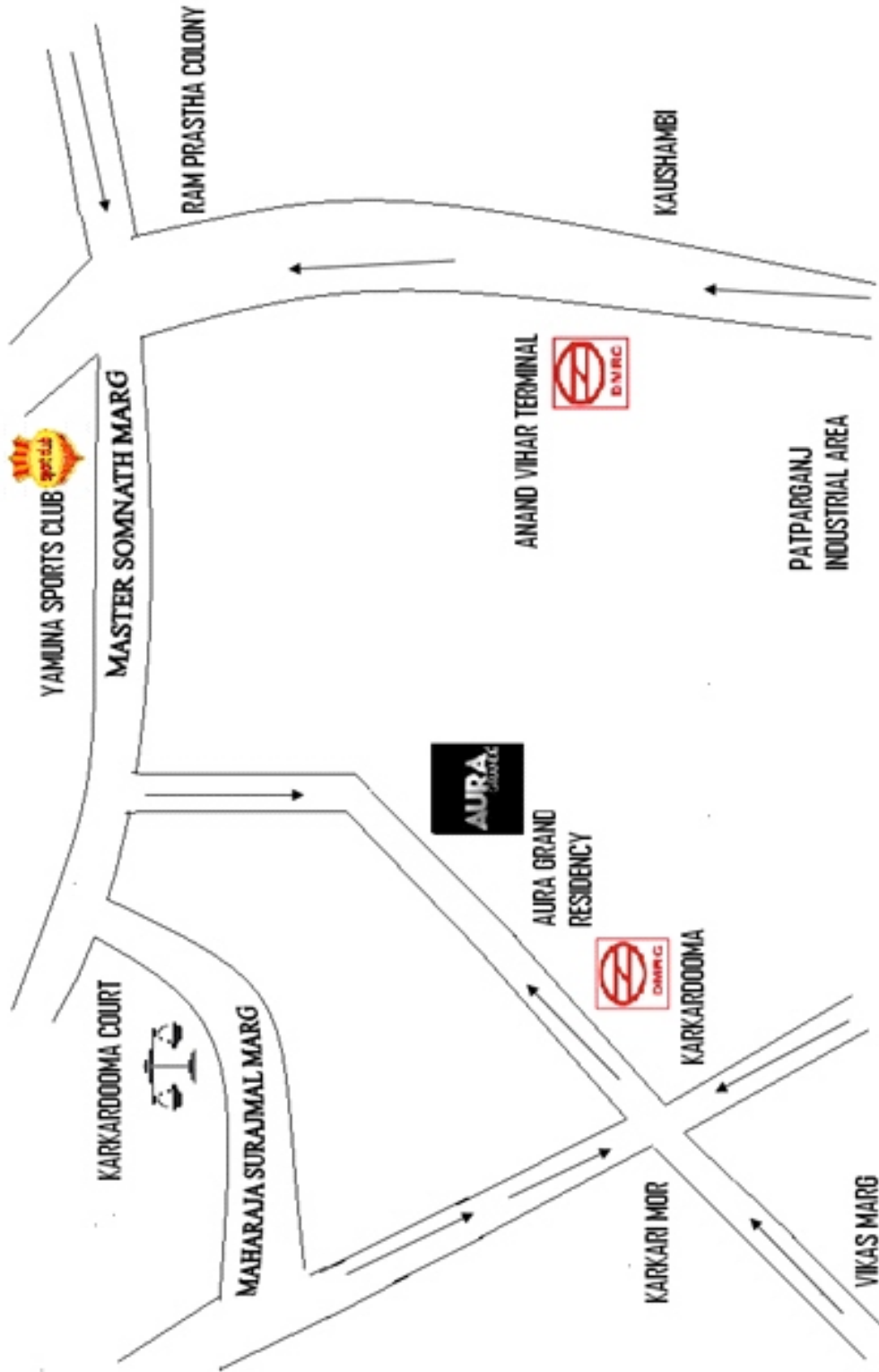
Signature of shareholder .....

Signature of Proxy holder(s) .....

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory statement and Notes, please refer to the Notice of the 31st Annual General Meeting.
3. \* It is optional to put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING  
ON FRIDAY, SEPTEMBER 29, 2017 AT 9:30 A.M.**



**Aura Grand,**  
439, Jagriti Enclave,  
Delhi - 110092

**Map is not on scale.**



**GOODLUCK INDIA LIMITED**

(formerly Good Luck Steel Tubes Limited)

**CIN: L74899DL1986PLC050910**

**Regd. Office: 509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi – 110 001**

**E-mail: [goodluck@goodluckindia.com](mailto:goodluck@goodluckindia.com) Website: [www.goodluckindia.com](http://www.goodluckindia.com)**

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**ELECTRONIC VOTING PARTICULARS**

| <b>EVEN (Electronic Voting Event Number)</b> | <b>USER ID</b> | <b>PASSWORD / PIN</b> | <b>NO.OF SHARE(S)</b> |
|--|----------------|-----------------------|-----------------------|
|  |                |                       |                       |

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

|                                 |   |
|---------------------------------|---|
| <b>Commencement of e-voting</b> | <b>From 09.00 a.m. (IST) on September 26, 2017</b>  |
| <b>End of e-voting</b>          | <b>Up to 05.00 p.m. (IST) on September 28, 2017</b> |

The cut-off date (i.e. the record date) for the purpose of e-voting is 22<sup>nd</sup> September, 2017.

----- TEAR HERE -----

**GOODLUCK INDIA LIMITED**

(formerly Good Luck Steel Tubes Limited)

**CIN: L74899DL1986PLC050910**

**Regd. Office: 509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi – 110 001**

**E-mail: [goodluck@goodluckindia.com](mailto:goodluck@goodluckindia.com) Website: [www.goodluckindia.com](http://www.goodluckindia.com)**

**ATTENDANCE SLIP**

Regd. Folio No. / DP ID - Client ID : \_\_\_\_\_  
Name & Address of First/Sole Shareholder : \_\_\_\_\_  
No. of Shares held : \_\_\_\_\_

I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Friday the 29<sup>th</sup> day of September, 2017 at 09.30A.M. at Aura Grand, 439, Jagriti Enclave, Delhi – 110 092

\_\_\_\_\_  
**Signature of Member/Proxy**

Notes:

- (a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- (b) Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

**The procedure and instructions for e-voting is given hereunder for easy reference:**

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
  - (a) Open e-mail and open PDF file viz."remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
  - (c) Click on Shareholder-Login.
  - (d) Put user ID and password as initial password noted in step (i) above. Click Login.
  - (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (g) Select "EVEN" of "Goodluck India Limited".
  - (h) Now you are ready for remote e-voting as Cast Vote page opens.
  - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [naveen@nkrassociate.com](mailto:naveen@nkrassociate.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. In case of Members receiving Physical copy of Notice of 31<sup>st</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
  - a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> September, 2017.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22<sup>nd</sup> September, 2017, will be provided the notice through by post after the cut-off date. Such members may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@masserv.com](mailto:info@masserv.com) RTA MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.1800-222-990.
- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date 22<sup>nd</sup> September, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. Shri Naveen K. Rastogi, Practicing Company Secretary (CP No. 3785), Proprietor, M/s. N K Rastogi & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 24 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.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.goodluckindia.com](http://www.goodluckindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Stock Exchanges, where the shares of the Company are listed.