

**GOODLUCK INDIA LIMITED**

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

**NOTICE**

Notice is hereby given that 33rd Annual General Meeting of the members of Goodluck India Limited will be held at JP Hotel & Resorts 6B, Patparganj, I.P. Extension, NH-24, Delhi-110092 at 09:30 a.m. on Monday, 30th day of September, 2019 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, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. 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.
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 Vipin Kumar & Co. ( Firm Registration No- 002123C) Chartered Accountants, 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 38th Annual General Meeting, at a remuneration of Rs.4.50 Lakhs (Rupees Four lakhs Fifty Thousand only) to conduct the audit for the financial year 2019-20 payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred."

**SPECIAL BUSINESS**

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

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 60,000 (Rupees Sixty Thousand only) plus out-of-pocket expenses payable to Mr. Surender Rai Kapur, a Cost Accountant in Practice, who is appointed as the Cost Auditor of the Company to conduct Cost Audit relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder, for the year ending on 31st March, 2020"

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

Date: 29th August, 2019  
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 **Tuesday 24th September, 2019 to Monday, 30th September, 2019** (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 **23rd September, 2019** (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by electronic means or in the Annual General meeting.
5. In accordance with the provisions of the Section 101 of the Companies Act, 2013 and rules made there under, this Notice and Annual Report of the Company for the Financial year 2018-19 are being sent by e-mail to those members who have registered their e-mail address with the Company in respect of the shares held in physical form or with their Depository Participants (DP) in respect of the shares held in electronic form and made available to the Company by the depositories.
6. The Annual Report for the financial year 2018-19 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.
7. 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.
8. 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](http://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.
9. 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.
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. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide its notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only w.e.f 05th December, 2018. According to the Circular, request for effecting transfer of securities shall

not be processed unless the securities are held in the Dematerialized form with the depository. Therefore Registrars and Transfer Agent and Company will not be accepting any request for transfer of shares in physical form. Shareholders, holding shares in physical form are requested to arrange the dematerialization of the said shares at earliest to avoid any inconvenience in future for transferring those shares.

12. In order to facilitate payment of dividends, Securities and Exchange Board of India has vide Circular No. EBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated Registrars and Transfer Agent and Company to obtain copy of PAN Card and Bank Account details from all the shareholders holding shares in physical form. Accordingly, Shareholders are requested to furnish their documents to update the records.

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

##### **ITEM NO 3:**

The Members of the Company at the 32nd Annual General Meeting ('AGM') held on 29th September, 2018 approved the appointment of M/S M Aggarwal & Associates, Chartered Accountants, as the Auditors of the Company for a period of one year from the conclusion of the said AGM. M/S M Aggarwal & Associates will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/S Vipin Kumar & Co., Chartered Accountants, as the Auditors of the Company for a term of five years from the conclusion of this AGM till the conclusion of the 38th AGM. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of M/s Vipin Kumar & Co. for the financial year 2019-20 as set out in the Resolution relating to their appointment. The Committee considered various parameters like capability to serve a diverse and large business landscape as that of the Company, audit experience in the Company's operating segment, market standing of the firm, clientele served, technical knowledge etc., and found M/s Vipin Kumar & Co., Chartered Accountant to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. Mr. Vipin Kumar Agarwal, proprietor of M/s Vipin Kumar & Co., Chartered Accountants, is having an experience of more than 35 years in the field of audit, accounts, taxation and Finance. M/s Vipin Kumar & Co., Chartered Accountants, have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends this Resolution for your approval.

##### **ITEM NO 4:**

The Company is directed, under Section 148 of the Act to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of Mr. Surender Rai Kapur as the Cost Auditors of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder for the year ending 31st March, 2020, at a remuneration of Rs. 60,000 (Rupees Sixty Thousand) plus out-of-pocket expenses. Mr. Surender Rai Kapur has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. Mr. Surender Rai Kapur has vast experience in the field of cost audit and has conducted the audit of the cost records of the Company for the past several years. The Board has approved the remuneration of Rs. 60,000 (Rupees Sixty Thousand) plus out-of-pocket expenses to Mr. Surender Rai Kapur as the Cost Auditors and the ratification of the shareholders is sought for the same by an Ordinary Resolution. None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

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

**ANNEXURE TO NOTICE**

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

S. No.	Name of the Director	Mr. Ramesh Chandra Garg
1.	Date of Birth	15/07/1946
2.	Date of Initial Appointment	12/09/1988
3.	Educational Qualification	Graduate in the Field of Mining from ISM- Dhanbad
4.	Expertise in specific functional area	He joined the Company and contributed his enriched experience in the field of procurement and administration functioning of the Company. Mr. Garg has around 48 years of expertise in the Industry.
5.	Terms of Appointment	As per the resolution passed by the shareholders through Postal Ballot on 15th December, 2016.
6.	Remuneration proposed to be paid	As per existing terms and conditions
7.	Shareholding in the Company	Please refer Corporate Governance Report section of the Annual Report 2018-19
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**

Date: 29th August, 2019  
Place: Ghaziabad

**(M C Garg)**  
Chairman

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**PROXY FORM**

Name of the member(s):

Registered address:

E-mail Id:

Folio/ DP ID- Client ID No.:

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

(1) Name: ..... Address: .....

E-mail Id: ..... Signature: ..... or falling him;

(2) Name: ..... Address: .....

E-mail Id: ..... Signature: ..... or falling him;

(3) Name: ..... Address: .....

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

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 09.30 a.m. at JP Hotel & Resorts 6B, Patparganj, I.P. Extension, NH-24, Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
Ordinary Business		For	Against
1.	Adoption of Standalone & Consolidated Financial Statements for the year ended 31st March, 2019.		
2.	Re-appointment of Mr. Ramesh Chandra Garg, Director who retires by rotation.		
3.	Appointment of M/s.Vipin Kumar & Co., as the Statutory auditor.		
Special Business			
4.	Ratification of Cost Auditors appointment and his remuneration.		

Signed this .....day of.....2019

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 33rd Annual General Meeting.
3. \* It is optional to put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

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### **BALLOT PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

S. No.	Particulars	Details
1.	Name(s) of the First Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered Folio No. / *Client Id (*Applicable to shareholders holding shares in dematerialize form)	
4.	Class of shares	

I hereby exercise my vote in respect of Ordinary/ Special Resolution enumerated in the Notice of 33rd Annual General Meeting of the Company, on Monday, 30th September, 2019 at 09.30 a.m. at JP Hotel & Resorts 6B, Patparganj, I.P. Extension, NH-24, Delhi-110092, by recording my assent or dissent to the said resolution in the following manner:

Item No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent to the resolution
<b>Ordinary Business</b>				
1.	Adoption of Standalone & Consolidated Financial Statements for the year ended 31st March, 2019.			
2.	Re-appointment of Mr. Ramesh Chandra Garg, Director who retires by rotation.			
3.	Appointment of M/s. Vipin Kumar & Co., as the Statutory auditors.			
<b>Special Business</b>				
5.	Ratification of Cost Auditors appointment and his remuneration			

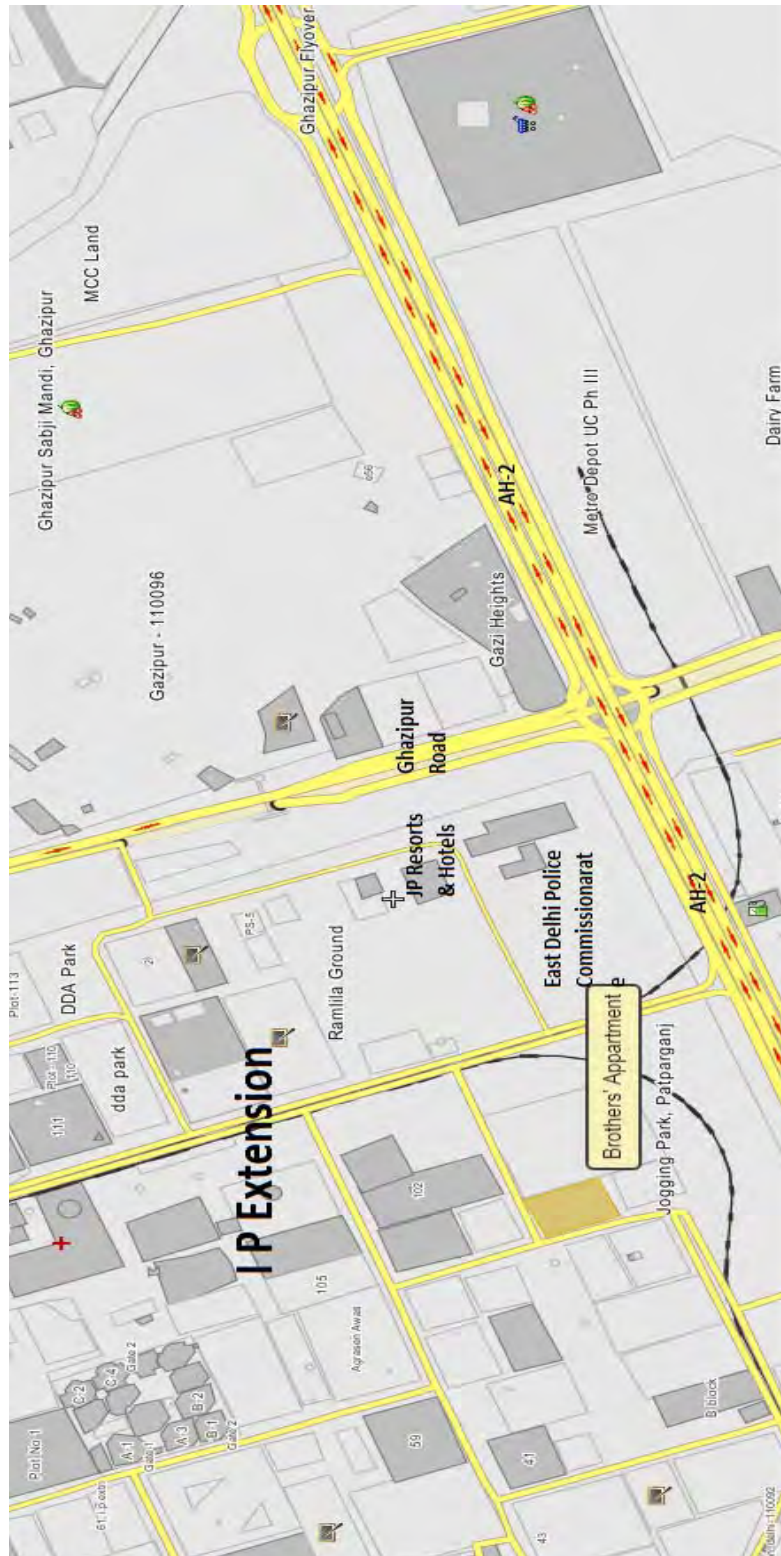
Place:

Date:

(Signature of the shareholder)



**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING  
ON MONDAY, SEPTEMBER 30, 2019 AT 09:30 A.M.**



**Map is not on scale.**

**JP HOTEL & RESORTS 6B, PATPARGANJ, I.P. EXTENSION, NH-24, DELHI-110092**



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CIN: L74899DL1986PLC050910

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### ELECTRONIC VOTING PARTICULARS

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

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

Commencement of e-voting	From 09.00 a.m. (IST) on September 27 <sup>th</sup> , 2019
End of e-voting	Upto 05.00 p.m. (IST) on September 29 <sup>th</sup> , 2019

The cut-off date (i.e. the record date) for the purpose of e-voting is 23<sup>rd</sup> September, 2019.

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



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CIN: L74899DL1986PLC050910

### ATTENDANCE SLIP

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

I/We hereby record my/our presence at the Annual General Meeting of the above named Company held at on Monday, 30th September, 2019 at 09.30 a.m. at JP Hotel & Resorts, 6B, Patparganj, I.P. Extension, NH-24, Delhi-110092

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

Name of Proxy (in block letters)

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

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

#### NOTES:

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



**The procedure and instructions for e-voting as given in the Notice of the 33<sup>rd</sup> Annual General Meeting are hereunder:**

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

- a. Open e-mail and open PDF file viz. "remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "Goodluck India Limited".
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [naveen@nkrassociate.com](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 33<sup>rd</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 query or grievance pertaining to e-voting, Members may contact Ms.Pallavi Mhatre, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013. Email : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel : 912224994545 / 1800-222-990. Further, Members may also refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.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 23<sup>rd</sup> September, 2019. Remote e-voting shall not be allowed beyond 5.00 pm of 29<sup>th</sup> September, 2019.
- 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. 23<sup>rd</sup> September, 2019, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. Shri Naveen K. Rastogi, Practicing Company Secretary (CP No. 3785), Proprietor, M/s. N K Rastogi & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.goodluckindia.com](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 share of company are listed, BSE Limited & NSE Ltd.
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