

GOODLUCK INDIA LIMITED

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

NOTICE

Notice is hereby given that 34th Annual General Meeting of the members of Goodluck India Limited will be held on Wednesday, 30th September 2020 at 03.00 pm through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the financial year ended on 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nitin Garg (DIN: 02693146), who retires by rotation and, being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

3. 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, 2021"

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

Date: 25th August, 2020
Place: Ghaziabad

(M C Garg)
Chairman

Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circulars No. 14/2020 dated April 8, 2020 and No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue of the 34th AGM shall be registered office of the Company.
2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
3. Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to Naveen@nkrassociate.com with a copy marked to helpdesk.evoting@cdslindia.com.

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. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
6. Members may join 34th AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 2:30 p.m. IST i.e. 30 minutes before the time scheduled to start the 34th AGM.
7. The Annual Report for the financial year 2019-20 of the Company will be made available on the Company's website at www.goodluckindia.com and also be submitted to the stock exchanges.
8. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors reappointing at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is appended hereto and forms part of this Notice.
9. All shareholders/members attending AGM through VC or OAVM, who wish to speak or pose questions shall register themselves on or before 25th September, 2020 with their Folio no. DP ID/Client ID, E-mail id and Mobile no. at the e-mail id of the Company i.e. cs@goodluckindia.com.
10. In case of any query or grievance pertaining to e-voting, Members may contact Mr, Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel, East Mumbai 400013. Email: evoting@cDSLindia.com, Tel : 1800-225-533. Further, Members may also contact with Mr. Deepanshu Rastogi, Assistant Manager, MAS Services Limited, RTA at info@masserv.com or on Telephone No.: 011-26387281/82/83
11. The Scrutinizer shall after the conclusion of e-Voting at the 34th AGM, first download votes cast at the AGM and thereafter unblock votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of total votes cast in favour or against, invalid votes, if any, and whether resolution(s) has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of 34th AGM, who shall then countersign and declare the result of voting forthwith.
12. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.goodluckindia.com and on the website of CDSL immediately after declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
13. 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 34th AGM.
14. The results on resolutions shall be declared on or before closing business hours i.e. 06:00 p.m. on Thursday, October 1, 2020 at the Corporate office of the Company and the same along with scrutinizer's report shall also be available on the website of the Company and on the website of CDSL and that of BSE & NSE. 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.
15. 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.
16. 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 01st April, 2019. 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.

17. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September 2020 to 30th September, 2020 (both days inclusive).
18. The remote e-voting period commences on Sunday, September 27, 2020 (09:00 am) and ends on Tuesday, September 29, 2020 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2020, may cast their vote by remote e-voting.
19. 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.
20. Members are requested to note that as per Section 124 of the Companies Act, 2013, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF) and The company has already communicated to the shareholders via newspaper advertisement regarding shares are liable to be transferred to IEPF Authority under the said Rules for taking appropriate action(s). The full details of such shareholders including their names, folio no. or DP ID & Client ID and shares due for transfer are also posted on the website of the Company i.e., www.goodluckindia.com. The concerned shareholders are thus requested to claim the dividend which is unpaid/unclaimed for a period of 7 (seven) years from the date of declaration of dividend, or else the company has to transferred the shares and the unclaimed dividend to the IEPF account as per the section 124 of the Companies Act,2013. The necessary steps will be initiated by the Company to transfer the shares which are due for transfer to IEPF without further notice, in accordance with the Rules.
21. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number. In case share are in demat form members are requested to update their bank detail with their depository participant .
22. 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 upto the date of meeting.
23. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
24. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 34thAGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

25. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given below.

INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Goodluck India Limited.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to info@masserv.com
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

- (I) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your USERID as informed in e-email..

In the "last name" field - Enter your Name

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:
 - ✓ Windows 7, 8 or 10
 - ✓ I3
 - ✓ Microphone, speaker
 - ✓ Internet speed minimum 700 kbps
 - ✓ Date and time of computer should be current date and time

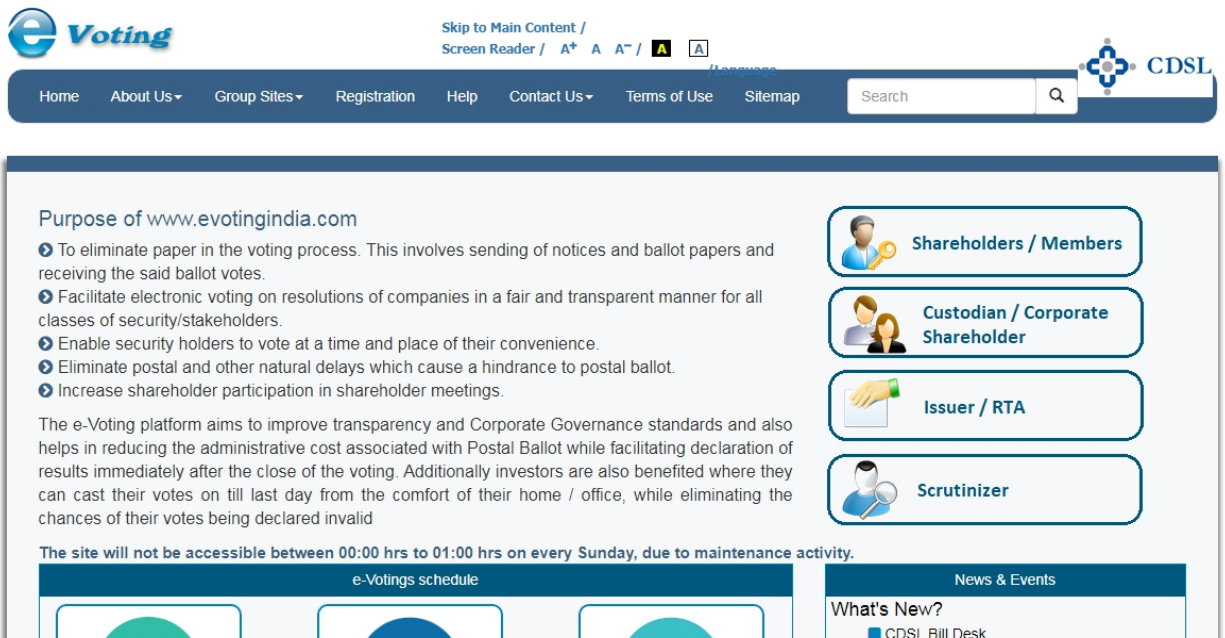
PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

- ✓ Please download webex application from play store

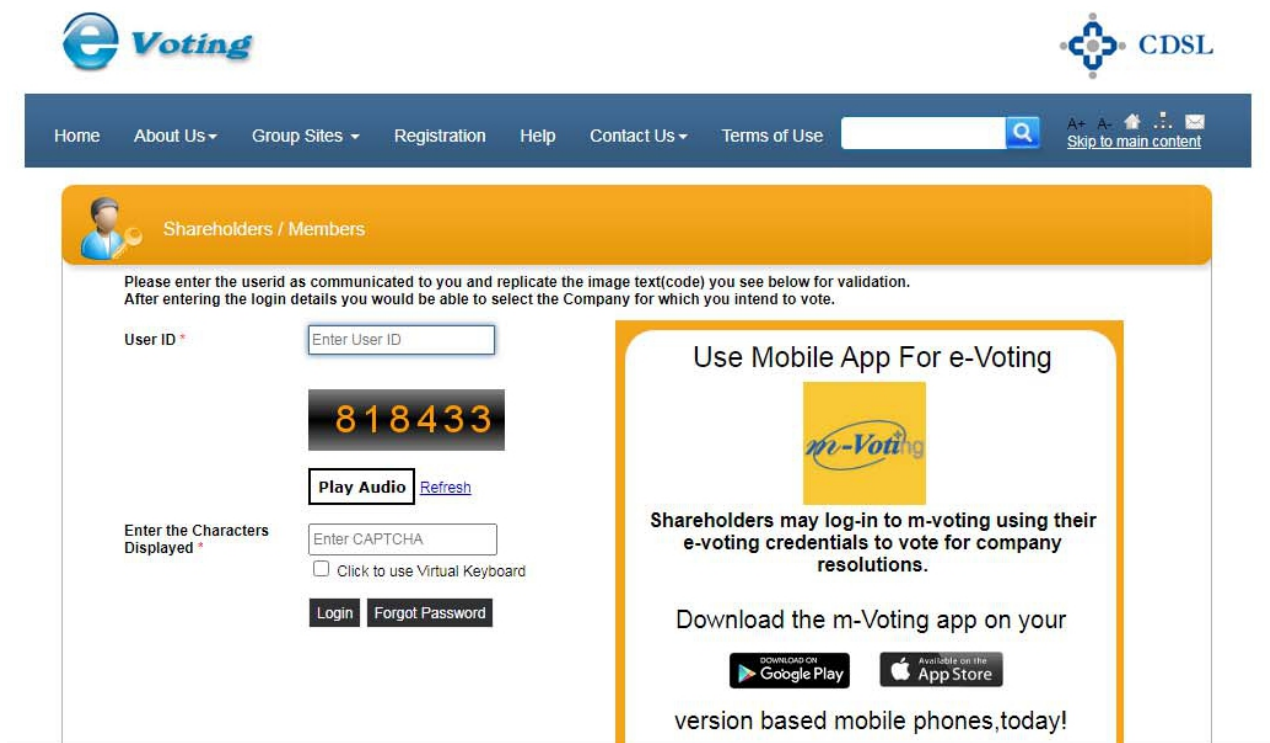
NOTE: IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.

PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

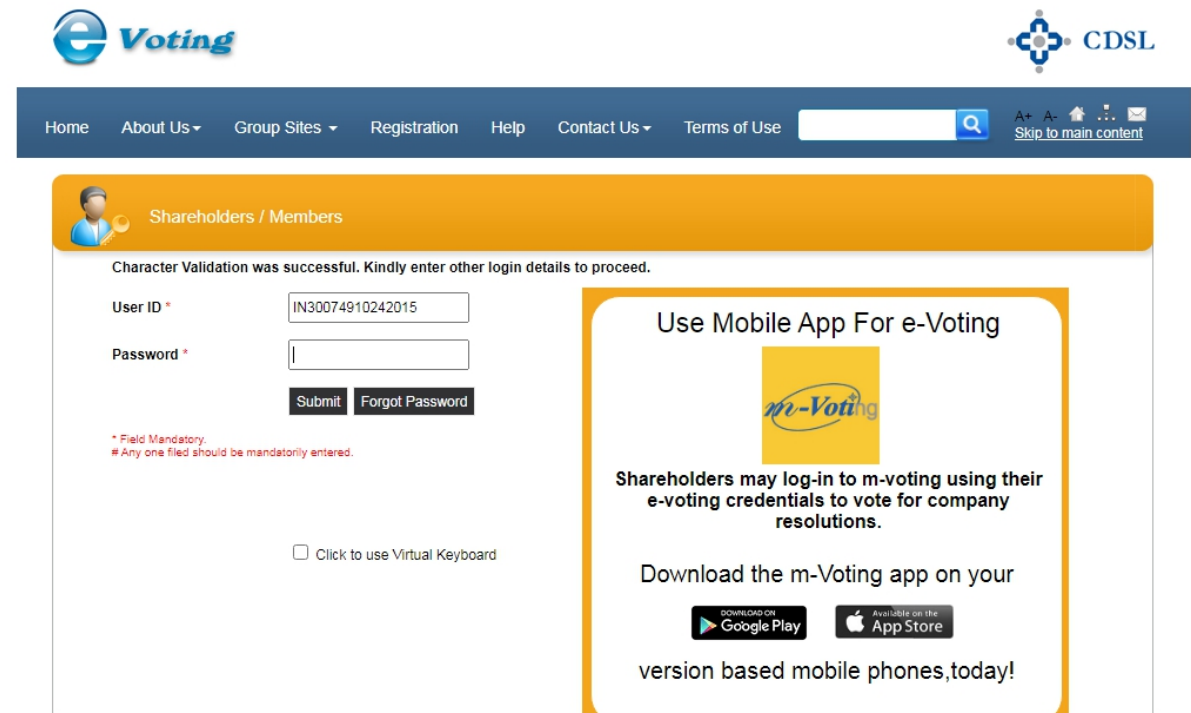
- I. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>. Below screen will be appear.



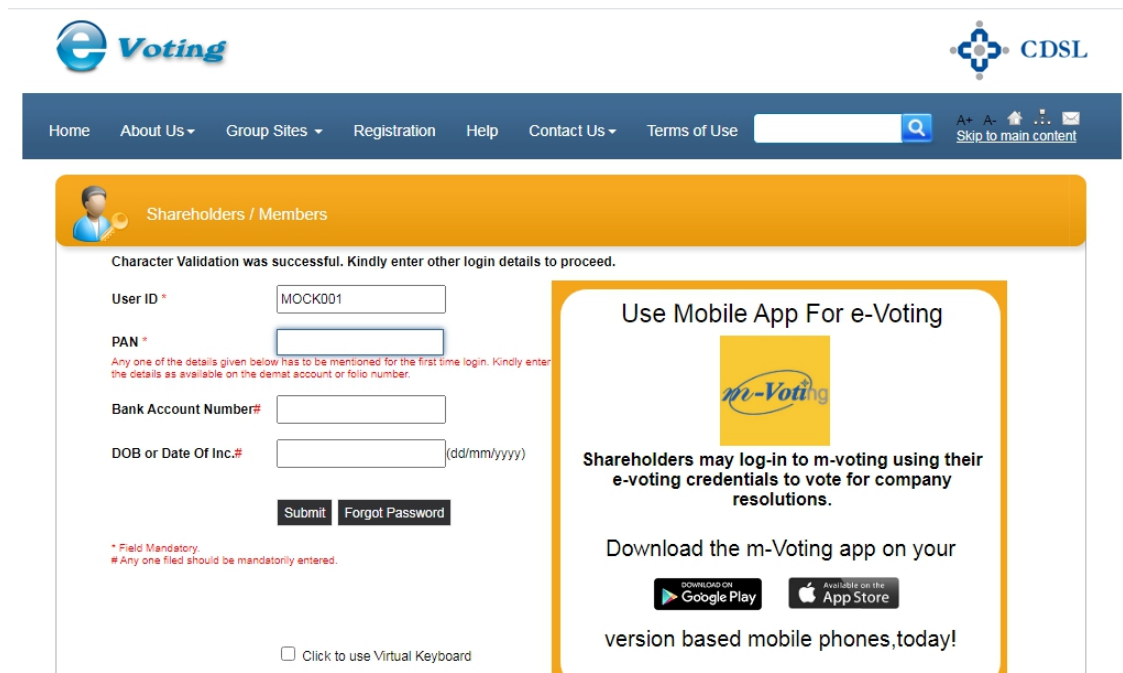
- ii. Press Shareholders/Members tab, after which the below screen will be appear.



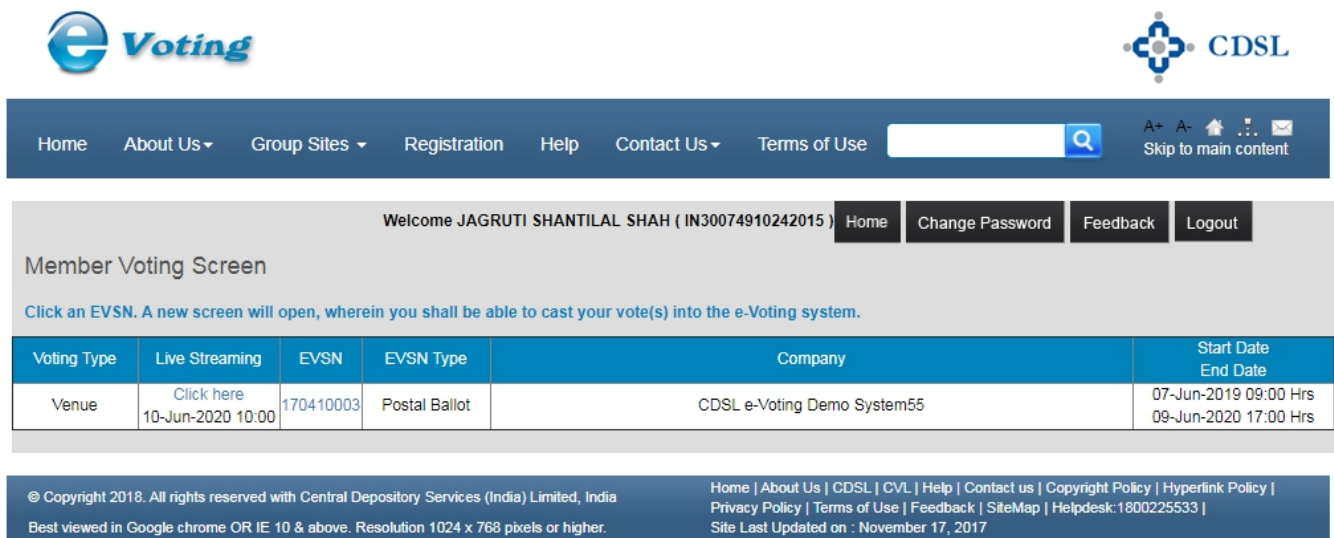
- iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above. Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



- iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.



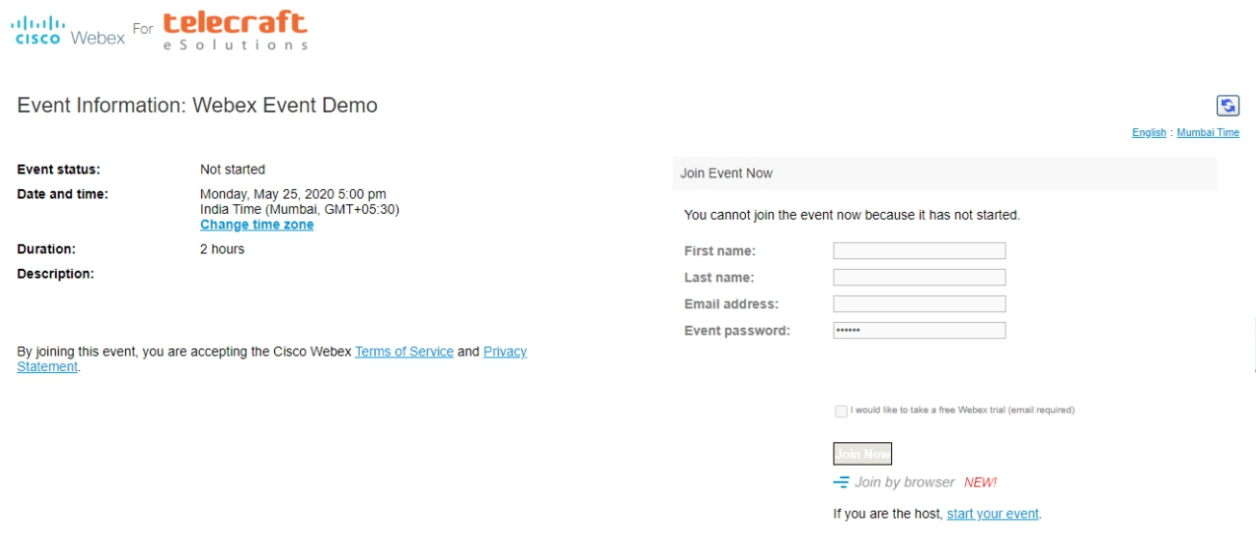
- v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.



- vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column.
E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:



Fill the details as:

In the "Name" field - Enter your USERID as given in email

In the "last name" field - Enter your Name

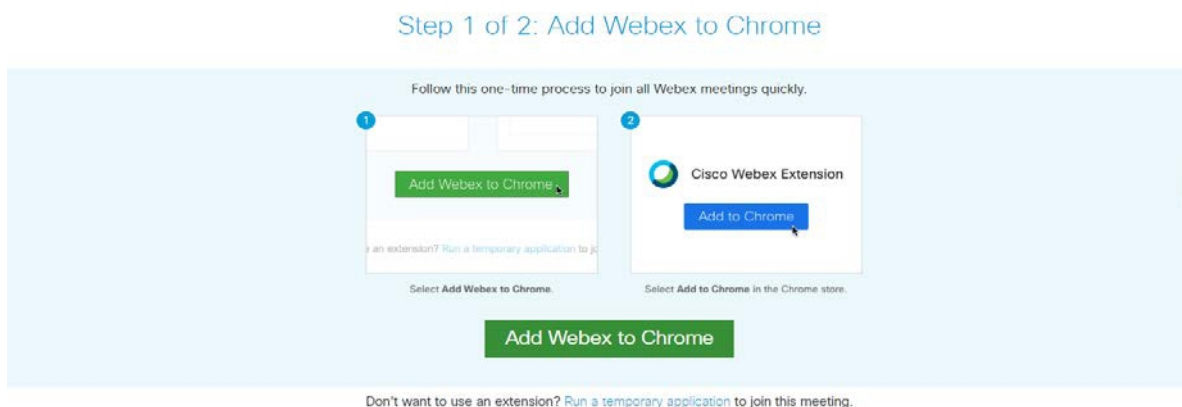
In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

vii. Once you click on 'Join now' tab, the following screen will be appear :



viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

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

ITEM NO 3:

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, 2021, at a remuneration of Rs. 60,000 (Rupees Sixty Thousand) plus out-of-pocket expenses. Mr. Surender Rai Kapurhas furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. Mr. Surender Rai Kapurhas 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. 3 of the Notice.

Your directors recommend the resolution as item no. 3 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. Nitin Garg
1.	Date of Birth	31/05/1980
2.	Date of Initial Appointment	01/05/2012
3.	Educational Qualification	B. Tech (Mechanical) M.B.A. from NarseeMonjee Institute of Management Studies
4.	Expertise in specific functional area	After completing his higher studies he joined steel industry as an engineer. He has depth Knowledge and understanding of production process. At present he is looking after the whole production of Steel Tubes/ pipes and CR Division.
5.	Terms of Appointment	As per the resolution passed by the shareholders at the Annual General Meeting held on September 30, 2014, Shri Nitin Garg was re-appointed as a Whole-time Director of the Company.
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 2019-20
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: 25th August, 2020
Place: Ghaziabad

(M C Garg)
Chairman