

NOTICE

Notice is hereby given that 35th Annual General Meeting of the members of Goodluck India Limited will be held on Wednesday, 29th September 2021 at 12.30 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, 2021 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.

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, 2022"

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to the re-appointment of Shri Mahesh Chandra Garg (DIN: 00292437), who has already attained the age of 70 years, as the Chairman and Whole Time Director of the Company w.e.f. October 1, 2021 for a period of 3 (three) years, not be liable to retire by rotation, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Shri Mahesh Chandra Garg during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Shri Mahesh Chandra Garg under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Shri Mahesh Chandra Garg as the Chairman and Whole Time Director of the Company, the Company has no profits or its profits are inadequate, Shri Mahesh Chandra Garg will be paid, then current remuneration or the remuneration as may be approved by the Board of Directors of the Company (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to the re-appointment of Shri Ramesh Chandra Garg (DIN: 00298129), who has already attained the age of 70 years, as the Whole Time Director of the Company w.e.f. October 1, 2021 for a period of 3 (three) years, be liable to retire by rotation, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorised to vary,

alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Shri Ramesh Chandra Garg during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Shri Ramesh Chandra Garg under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Shri Ramesh Chandra Garg as the Whole Time Director of the Company, the Company has no profits or its profits are inadequate, Shri Ramesh Chandra Garg will be paid, then current remuneration or the remuneration as may be approved by the Board of Directors of the Company (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to the re-appointment of Shri Nitin Garg (DIN: 02693146), as the Whole Time Director of the Company w.e.f. October 1, 2021 for a period of 3 (three) years, be liable to retire by rotation, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Shri Nitin Garg during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Shri Nitin Garg under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Shri Nitin Garg as the Whole Time Director of the Company, the Company has no profits or its profits are inadequate, Shri Nitin Garg will be paid, then current remuneration or the remuneration as may be approved by the Board of Directors of the Company (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

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

"RESOLVED THAT pursuant to applicable provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, Smt. Rashmi Garg (DIN: 08188918), who was appointed as Non-Executive and Independent Woman Director of the Company and who holds office up to September 29, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as Non-Executive and Independent Woman Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, that is, up to September 29, 2026."

8. 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) and in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any amendment, modification or re-enactment thereof), the consent of the members be and is hereby accorded to pay the monthly remuneration not exceeding Rs. 10,00,000 (Rupees Ten lakhs only) to Mr. Manish Garg, COO, a

related party (Son of Mr. Mahesh Chandra Garg, Chairman 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 Rs. 10,00,000 (Rupees Ten lakhs) per month.
- 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 authorised 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.”

9. 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) and in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any amendment, modification or re-enactment thereof), the consent of the members be and is hereby accorded to pay the monthly remuneration not exceeding Rs. 10,00,000 (Rupees Ten lakhs only) to Mr. Umesh Garg, Senior Management Executive, a related party (Son of Mr. Ramesh Chandra Garg, Whole Time Director 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 Rs. 10,00,000 (Rupees Ten lakhs) per month.
- 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 authorised 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.”

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

Date: 2nd September, 2021
Place: Ghaziabad

(**Abhishek Agrawal**)
Company Secretary

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 and Circular no. 02/2021 dated January 13, 2021 (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 35th 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@nrassociate.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 35th AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 12:00 noon IST i.e. 30 minutes before the time scheduled to start the 35th AGM.
7. The Annual Report for the financial year 2020-21 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 24th September, 2021 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, may 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 35th 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 35th 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 NSDL 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 35th AGM.
14. The results on resolutions shall be declared on or before closing business hours i.e. 06:00 p.m. on Thursday, September 30, 2021 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 NSDL 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 23rd September 2021 to 29th September, 2021 (both days inclusive).
18. The remote e-voting period commences on Sunday, September 26, 2021 (09:00 am) and ends on Tuesday, September 28, 2021 (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 22, 2021, 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 22nd September, 2021 (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 2021 including notice of 35th AGM 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

The remote e-voting period begins on Sunday, 26th September, 2021 at 09:00 A.M. and ends on Tuesday, 28th September, 2021 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. 22nd September, 2021, 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 22nd September 2021.

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 options available against company name or e-Voting service provider - 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.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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.</p>

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method 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 is 101456 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 General 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@nkrassociate.com with a copy marked to evoting@nsdl.co.in.
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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anil Vishal 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:

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@masserv.com.
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. 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.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 cs@goodluckindia.com. The same will be replied by the company suitably.

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 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. 3 of the Notice.

Your directors recommend the resolution as item no. 3 for your approval.

ITEM NO 4:

In terms of the Appointment and Remuneration Policy of the Company (the Policy) and pursuant to the recommendation of the Nomination and Remuneration Committee (the Committee), the Board of Directors of the Company (the Board) at its meeting held on September 02, 2021, appointed **Shri Mahesh Chandra Garg** as the Chairman and the whole-time Director of the Company, w.e.f. October 1, 2021 for a period of 3 (three) years on the terms and conditions including remuneration as set out herein below:

- a) Remuneration: The remuneration upto a limit of Rs. 12, 50,000 (Rupees Twelve Lacs Fifty Thousands only) per month, whether paid as salary, commission, allowances, perquisites or a combination thereof.

Provided further that payment towards the following statutory perquisites will not be included in the aforesaid remuneration:

- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;

- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii) Encashment of leave at the end of tenure.

Provided further that payment/re-imbusement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties, will not be included in the aforesaid remuneration.

- b) Minimum Remuneration: The total remuneration payable to the Whole Time Director as aforesaid shall not exceed the overall limits laid down under sections 196, 197, 203 of the Act.

In the event of loss or inadequacy of profits in any year during the aforesaid tenure, the Whole Time Director shall be paid the remuneration which shall be governed by the limits set out in Schedule V to the Act or any amendment thereof.

- e) Other terms: The terms and conditions of the said appointment may be altered and varied from time to time by the Board (which includes the Nomination & Remuneration Committee of the Board) as it may, in its discretion, deem fit within the minimum remuneration payable to the Whole Time Director in accordance with the provisions of the Act or any amendments made hereinafter in this regard or with the approval of the Central Government wherever required.

The above terms are subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

Section 196(3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Shri Mahesh Chandra Garg is over 75 years of age on the date of reappointment.

Keeping in view that Shri Mahesh Chandra Garg has a rich and varied experience in the industry to which the Company belongs, has been at the helm of the affairs of the Company for over 50 years and during this period the Company has achieved growth, both in the top line and bottom line, as also has spread its footprints in the international markets to more than 100 countries in South East Asia, SAARC nations, America, Europe, the Middle East and the African continent, it would be in the interest of the Company to continue the employment of Shri Mahesh Chandra Garg as the Chairman and Whole Time Director of the Company.

Shri Mahesh Chandra Garg is not disqualified from being appointed as Director in terms of Section 164 of the Act. Once appointed, he would not be liable to retire by rotation.

Accordingly, special resolution is proposed to take shareholders' approval for the re-appointment of Shri Mahesh Chandra Garg as the Chairman and Whole Time Director of the Company with effect from October 1, 2021 till the expiry of his tenure.

Additional information in respect of Shri Mahesh Chandra Garg, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is given in Annexure-A to this Notice.

The remuneration payable to Whole Time Director shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors. (ii) There is no default in repayment of any of its debts or interest payable thereon. The Nomination and Remuneration Committee has already approved the above remuneration payable to Shri Mahesh Chandra Garg, Whole Time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Considering Shri Mahesh Chandra Garg's experience in steel industry, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

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

ITEM NO 5:

In terms of the Appointment and Remuneration Policy of the Company (the Policy) and pursuant to the recommendation of the Nomination and Remuneration Committee (the Committee), the Board of Directors of the Company (the Board) at its meeting

held on September 02, 2021, appointed Shri Ramesh Chandra Garg as the whole-time Director of the Company, w.e.f. October 1, 2021 for a period of 3 (three) years on the terms and conditions including remuneration as set out herein below:

- a) Remuneration: The remuneration upto a limit of Rs. 12, 50,000 (Rupees Twelve Lacs Fifty Thousands only) per month, whether paid as salary, commission, allowances, perquisites or a combination thereof.

Provided further that payment towards the following statutory perquisites will not be included in the aforesaid remuneration:

- iv) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- v) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- vi) Encashment of leave at the end of tenure.

Provided further that payment/re-imbursment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties, will not be included in the aforesaid remuneration.

- b) Minimum Remuneration: The total remuneration payable to the Whole Time Director as aforesaid shall not exceed the overall limits laid down under sections 196, 197, 203 of the Act. In the event of loss or inadequacy of profits in any year during the aforesaid tenure, the Whole Time Director shall be paid the remuneration which shall be governed by the limits set out in Schedule V to the Act or any amendment thereof.

- e) Other terms: The terms and conditions of the said appointment may be altered and varied from time to time by the Board (which includes the Nomination & Remuneration Committee of the Board) as it may, in its discretion, deem fit within the minimum remuneration payable to the Whole Time Director in accordance with the provisions of the Act or any amendments made hereinafter in this regard or with the approval of the Central Government wherever required.

The above terms are subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

Section 196(3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Shri Ramesh Chandra Garg is over 75 years of age on the date of reappointment.

Keeping in view that Shri Ramesh Chandra Garg has a rich and varied experience in the industry to which the Company belongs, has been at the helm of the affairs of the Company for over 50 years and Shri R C Garg has worked hard and improved the working of the Company and under his able leadership, the Company has made a steady growth and strengthened the financial position as evidenced in the financial results and his continuance is very much required for the Company. It would be in the interest of the Company to continue the employment of Shri Ramesh Chandra Garg as the Whole Time Director of the Company.

Shri Ramesh Chandra Garg is not disqualified from being appointed as Director in terms of Section 164 of the Act. Once appointed, he would be liable to retire by rotation.

Accordingly, special resolution is proposed to take shareholders' approval for the re-appointment of Shri Ramesh Chandra Garg as the Whole Time Director of the Company with effect from October 1, 2021 till the expiry of his tenure.

Additional information in respect of Shri Ramesh Chandra Garg, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is given in Annexure-A to this Notice.

The remuneration payable to Whole Time Director shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors. (ii) There is no default in repayment of any of its debts or interest payable thereon. The Nomination and Remuneration Committee has already approved the above remuneration payable to Shri Ramesh Chandra Garg, Whole Time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Considering Shri Ramesh Chandra Garg's experience and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

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

ITEM NO 6:

In terms of the Appointment and Remuneration Policy of the Company (the Policy) and pursuant to the recommendation of the Nomination and Remuneration Committee (the Committee), the Board of Directors of the Company (the Board) at its meeting held on September 02, 2021, appointed Shri Nitin Garg as the whole-time Director of the Company, w.e.f. October 1, 2021 for a period of 3 (three) years on the terms and conditions including remuneration as set out herein below:

- a) Remuneration: The remuneration upto a limit of Rs. 10,00,000 (Rupees Ten Lacs only) per month, whether paid as salary, commission, allowances, perquisites or a combination thereof.

Provided further that payment towards the following statutory perquisites will not be included in the aforesaid remuneration:

- vii) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- viii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- ix) Encashment of leave at the end of tenure.

Provided further that payment/re-imbusement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties, will not be included in the aforesaid remuneration.

- b) Minimum Remuneration: The total remuneration payable to the Whole Time Director as aforesaid shall not exceed the overall limits laid down under sections 196, 197, 203 of the Act. In the event of loss or inadequacy of profits in any year during the aforesaid tenure, the Whole Time Director shall be paid the remuneration which shall be governed by the limits set out in Schedule V to the Act or any amendment thereof.
- e) Other terms: The terms and conditions of the said appointment may be altered and varied from time to time by the Board (which includes the Nomination & Remuneration Committee of the Board) as it may, in its discretion, deem fit within the minimum remuneration payable to the Whole Time Director in accordance with the provisions of the Act or any amendments made hereinafter in this regard or with the approval of the Central Government wherever required.

The above terms are subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

Shri Nitin Garg is an engineer and management graduate and has a rich experience in the production and operation field to which the Company belongs, and Shri Nitin Garg has worked hard and improved the working of the Company. He is young and enthusiastic and it would be in the interest of the Company to continue the employment of Shri Nitin Garg as the Whole Time Director of the Company.

Shri Nitin Garg is not disqualified from being appointed as Director in terms of Section 164 of the Act. Once appointed, he would be liable to retire by rotation.

Accordingly, special resolution is proposed to take shareholders' approval for the re-appointment of Shri Nitin Garg as the Whole Time Director of the Company with effect from October 1, 2021 till the expiry of his tenure.

Additional information in respect of Shri Nitin Garg, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is given in Annexure-A to this Notice.

The remuneration payable to Whole Time Director shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors. (ii) There is no default in repayment of any of its debts or interest payable thereon. The Nomination and Remuneration Committee has already approved the above remuneration payable to Shri Nitin Garg, Whole Time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Considering Shri Nitin Garg's caliber and experience, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the directors, the Key Managerial Personnel and their relatives is 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 Special Resolution.

ITEM NO 7:

At the Annual General Meeting held on 29.09.2018, the Members of the Company had appointed Mrs. Rashmi Garg (DIN: 08188918) as a Non Executive Independent woman Director of the Company, to hold office for a term upto three consecutive years with effect from 29th September, 2018. ("first term"). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mrs. Rashmi Garg as a Non Executive Independent woman Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his professional background and experience and contributions made by him during his tenure, the continued association of Mrs. Rashmi Garg would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mrs. Rashmi Garg as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mrs. Rashmi Garg is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director. The Company has also received declaration from Mrs. Rashmi Garg that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mrs. Rashmi Garg fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mrs. Rashmi Garg is independent of the management.

Details of Mrs. Rashmi Garg are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. She may be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment of Mrs. Rashmi Garg setting out the terms and conditions of appointment is available electronically for inspection by the Members.

Mrs. Rashmi Garg is interested in the resolution set out at Item No. 7 of the Notice with regard to her reappointment.

No Director, other than the appointee or Key Managerial Personnel or their relatives is directly or indirectly, concerned or interested, financial or otherwise in the passing of the Resolution

The Board recommends the Resolution set out in the Notice for approval of the members by way of Special Resolution.

ITEM NO 8:

The Company is proposing to revise the remuneration of Mr. Manish Garg, COO of the Company. Brief of particulars are given below:

Name	Sh. Manish Garg
Age	About 50 years
Qualification	Engineer Graduate
Experience	He has more than 25 years of experience in steel Industry. Initially he was engaged in the business of Imported scrap and Sponge Iron, after that he entered into the production. During this period he has successfully handled a lot of International Assignments and currently handling the over all operation of Auto Tube Division.

Since Mr. Manish Garg is the relative of Mr. Mahesh 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 appointment as COO to the Company, 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. Mahesh Chandra Garg, Whole-time Director, relative of Mr. Manish 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 9:

The Company is proposing to revise the remuneration of Mr. Umesh Garg, a Senior Management Executive of the Company. Brief of particulars are given below:

Name	Sh. Umesh Garg
Age	About 36 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 appointment as a Senior Management Executive to the Company, 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.

ANNEXURE TO NOTICE

ANNEXURE A

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 are provided herein below:

S. No.	Name of the Director	Mr. M C Garg	Mr. R C Garg	Mr. Nitin Garg	Mrs. Rashmi Garg
1.	DIN	00292437	00298129	02693146	08188918
2.	Date of Birth	28/06/1946	15/07/1946	31/05/1980	2461979
3.	Age	75	75	41	42
4.	Nationality	Indian	Indian	Indian	Indian
5.	Date of Initial Appointment	06/11/1986	12/09/1988	01/05/2012	31/07/2018
6.	Educational Qualification	B Tech from IIT Roorkee	Graduate in the Field of Mining from ISM-Dhanbad	B. Tech (Mechanical) M.B.A. from Narsee Monjee Institute of Management Studies	Management Graduate
7.	Expertise in specific functional area	B Tech from IIT Roorkee After completion of his education he took up overseas assignment and erected many steel tubes mills and thereafter started his own venture. He is the founder promoter of the company and has more than 50 years of rich experience in the Industry.	Being the Chief Mining Engineer, he has a distinguished career with M/s Coal India Ltd. He later joined the hand with his brother and contributed his enriched experience in the functioning of the Company. Mr. Garg more than 50 years of expertise in the Industry.	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.	Mrs. Rashmi Garg, old, Management Graduate is having an experience of over 8 years in the field of management and administration. She is actively participating and involved in activities related to cultural and social causes.
8.	Terms of Appointment	As per the resolution as set out in the resolution of this notice read with explanatory statement thereto.	As per the resolution as set out in the resolution of this notice read with explanatory statement thereto	As per the resolution as set out in the resolution of this notice read with explanatory statement thereto	As per the resolution as set out in the resolution of this notice read with explanatory statement thereto
9.	Number of Meeting of Board Attended (FY 2020-21)	12	12	12	7
10.	Remuneration Last Drawn(including sitting fees, if any) during FY 2020-21	Rs. 61,14,600/-	Rs. 61,14,600/-	Rs. 35,83,350/-	NIL
11.	Remuneration proposed to be paid	Upto a limit of Rs. 12,50,000 pm. Subject to terms and conditions.	Upto a limit of Rs. 12,50,000 pm. Subject to terms and conditions.	Upto a limit of Rs. 10,00,000 pm. Subject to terms and conditions.	NIL

12.	Shareholding in the Company as on 31st March, 2021	3,77,250	5,70,250	14,86,750	NIL
13.	Relationship with other Directors/Key Managerial Personnel	Brother of R C Garg, Whole Time Director	Brother of M C Garg, Chairman and Whole Time Director	None	NIL
14.	Directorships of other Boards	No Directorship in other Public Company	No Directorship in other Public Company	No Directorship in other Public Company	No Directorship in other Public Company
15.	Membership/ Chairmanship of Committees of other Boards	No Membership/ Chairmanship of Committees other Public Company	No Membership/ Chairmanship of Committees other Public Company	No Membership/ Chairmanship of Committees other Public Company	No Membership/ Chairmanship of Committees other Public Company

Relevant information and disclosures prescribed in Schedule V to the Companies Act, 2013 are given below:

I.	General Information			
1.	Nature of Industry	The company is engaged in the production and export of various value added steel products like Auto Pipes, Sheets, Engineered Structure, Forging etc.		
2.	Date of Commencement of commercial Production	Commercial operations commenced in the year 1987.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
4.	Financial Performance based on given indicator	As per Standalone Audited Financials 2020-21		
		Particulars	2020-21 (Rs. in Lakhs)	
		Gross Turnover	1578	
		Earnings before interest, tax & depreciation	122	
		Finance cost	55	
		Depreciation	27	
		Profit before tax	40	
		Profit after tax	30	
		Earning per Share (in Rs.)	13.01	
5.	Foreign Investment based on given Indicator	The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company in the last three financial years. Foreign investors, mainly comprising NRIs, FIIs, FPIs, etc. are investors in the Company on account of past issuance of securities / purchase of shares of the Company from the secondary market.		
II	Information about the Appointee	Sh. Mahesh Chandra Garg	Sh. Ramesh Chandra Garg	Sh. Nitin Garg
1.	Background details	Refer to Annexure-A to the Notice.	Refer to Annexure-A to the Notice.	Refer to Annexure-A to the Notice.
2.	Past remuneration	Refer to Annexure-A to the Notice.	Refer to Annexure-A to the Notice.	Refer to Annexure-A to the Notice.
3.	Recognition or awards	NIL	NIL	NIL

4.	Job profile and his suitability	Refer to Explanatory Statement to the Notice	Refer to Explanatory Statement to the Notice	Refer to Explanatory Statement to the Notice
5.	Remuneration proposed	Refer to Explanatory Statement to the Notice	Refer to Explanatory Statement to the Notice	Refer to Explanatory Statement to the Notice
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profile and the position, the remuneration is fully justifiable and comparable to that prevailing in the industry.	Keeping in view the profile and the position, the remuneration is fully justifiable and comparable to that prevailing in the industry.	Keeping in view the profile and the position, the remuneration is fully justifiable and comparable to that prevailing in the industry.
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed and dividend paid / payable on the equity shares held by him (if any), he does not have any pecuniary relationship with the Company. Mr. Ramesh Chandra Garg, is the brother of Mr. Mahesh Chandra Garg.	Besides the remuneration proposed and dividend paid / payable on the equity shares held by him (if any), he does not have any pecuniary relationship with the Company. Mr. Mahesh Chandra Garg, is the brother of Mr. Ramesh Chandra Garg.	Besides the remuneration proposed and dividend paid / payable on the equity shares held by him (if any), he does not have any pecuniary relationship with the Company. None of the directors, the Key Managerial Personnel are his relatives.
III.	Other Information			
1.	Reasons of loss or inadequate profits	The Company is a profit making entity and does not envisage any loss or inadequate profits in any financial year during the tenure of appointment of the whole time Directors. The Company proposes to obtain approval of the members by way of Special Resolution as an abundant caution in case profits are inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.		
2.	Steps taken or proposed to be taken for improvement	The Company takes various steps on a regular basis such as better product mix, cost control, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.		
3.	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future		
IV	Disclosures			
	The prescribed disclosures with respect to elements of remuneration package, details of fixed component, performance criteria, service contracts, notice period, severance fees and stock options details of all the Directors, as applicable, shall be mentioned in the Corporate Governance section of the Annual Report of the Company.			

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

Date: 2nd September, 2021
Place: Ghaziabad

(Abhishek Agrawal)
Company Secretary