

GOODLUCK INDIA LIMITED

Registered Office: 509, Arunachal, Barakhamba Road, Connaught Place, New Delhi – 110 001

Corporate Office: Good Luck House, II-F, 166-167, Nehru Nagar, Ambedkar Road, Ghaziabad, 201001

CIN: L74899DL1986PLC050910

Tel: 91-120-4196600; **Fax:** 91-120-4196666

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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and applicable Circulars issued by the MCA)

To

The Members,

Notice is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 (the "Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (the "Rules", which shall include any statutory modifications, amendments or re-enactments thereto), including General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, to the extent applicable and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) for seeking approval of the shareholders for the matter as considered in the Resolution appended below through postal ballot by way of remote e-voting ("Postal Ballot").

In compliance with the requirements of the MCA Circulars thus hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system only. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors of the Company ("the Board") has, in compliance to the Rule 22(5) of Companies (Management and Administration) Rules, 2014 appointed Sh. Naveen K. Rastogi, Company Secretary in practice, having C.P. No. 3785, as the Scrutinizer to scrutinize the postal ballot/remote e-voting process in a fair and transparent manner

The Board of Directors of the Company now proposes to obtain the consent of the Members by way of Postal Ballot for the matter as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution, setting out material facts and the reasons for the Resolution, is also annexed. You are requested to peruse the proposed Resolution, along with the Explanatory Statement, and thereafter record your assent or dissent by remote e-voting facility provided by the Company.

SPECIAL BUSINESSES:

Item No. 1: Further issue of securities on preferential and private placement basis

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

"Resolved That pursuant to the provisions of Section 23(1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) ("SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI (LODR) Regulations") and the Foreign Exchange Management Act, 1999 as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/or the stock exchanges and the enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company ("the Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose); the consent and approval of the Company be and is hereby granted to create, offer, issue and allot on a preferential and private

placement basis, upto 12,90,000 (twelve lakhs ninety thousands) warrants (hereinafter referred to as “**Convertible Warrant**”), on preferential basis at an exercise price of Rs. 305/- per underlying equity share of the face value of Rs. 2/- each (including a premium of Rs. 303/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees, belonging to the promoter group category (hereinafter referred to as “**Proposed Allottee**”):

SN	Name of the Proposed Allottee	Category	Number of Warrants
1	Manish Garg	Promoter Group	83000
2	Shikha Garg	Promoter Group	123000
3	Umesh Garg	Promoter Group	84000
4	Swati Bansal	Promoter Group	127500
5	Dhruv Aggarwal	Promoter Group	92000
6	Ankita Agarwal	Promoter Group	93000
7	Parul Garg	Promoter Group	125500
8	Radhika Garg	Promoter Group	125500
9	Ritu Garg	Promoter Group	125500
10	Bhavya Garg	Promoter Group	127700
11	Ashish Garg	Promoter Group	183300
		Total	12,90,000

Resolved Further That aforesaid issue and allotment of Convertible Warrants/ Resulting Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

- a. An amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants/ Resulting Equity Shares will be payable at the time of subscription to the Convertible Warrants, as prescribed by Regulation 169 of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares. Convertible Warrant exercise price equivalent to the 75% of the issue price shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant.
- b. The consideration for allotment of Convertible Warrants/ Resulting Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottee.
- c. The Convertible Warrants/ Resulting Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.
- d. The Convertible Warrants/ Resulting Equity Shares to be allotted shall be in dematerialized form only.
- e. The Resulting Equity Shares shall rank pari-passu in all respects including as to dividend with the existing fully paid-up equity shares of face value INR 2/- each of the Company.
- f. The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be. Convertible Warrants shall not be listed.
- g. The Convertible Warrants shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of the shareholders’ resolution.
- h. Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, in one or more tranches. In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.
- i. Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- j. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company.

Resolved Further That as per the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of determining the issue price of aforesaid Warrants/ Resulting Equity Shares shall be June 07, 2022, being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., July 07, 2022.

Resolved Further That for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Convertible Warrants/ Resulting Equity Shares, including but not limited to seeking listing of the Resulting Equity Shares on the relevant stock exchange, making application to the relevant depository for admission of the Convertible Warrants/ Resulting Equity Shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Convertible Warrants/ Resulting Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved Further That the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

Resolved Further That all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

For **Goodluck India Limited**

Sd/-

Abhishek Agrawal
Company Secretary
ACS 20983

Date: June 6, 2022
Place: Ghaziabad

NOTES

1. Pursuant to Section 102 of the Act, an Explanatory Statement setting out material facts and reasons for the proposed Special Businesses are appended to the notice.
2. The Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners, as received from National Security Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on June03, 2022 and who have registered their email addresses with the Company and/or with the Depositories. It is however, clarified that all the persons who are members of the Company as on June03, 2022(including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice.
3. Members holding shares of the Company in demat mode and who have not registered their e-mail addresses are requested to register the same with the Depository Participant, where they maintain their demat accounts.
4. Voting rights will be reckoned on the paid-up value of shares registered in the names of the members on June03, 2022. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on June03, 2022 will be entitled to cast their votes. A person who is not a member as on April June03, 2022 should treat this Notice for information purpose only.
5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board resolution/authorization 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.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote
7. As per SEBI circular dated 03/11/2021 every shareholder who are holding shares in physical form is mandatorily required to register their PAN, Bank detail, Mobile number, E-mail id and nomination otherwise their holding will be frozen and after December 2025 all these shares will be referred to the Administering Authority under Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. These Shareholders are requested to register the same if they have not registered already. Form for registering the same can be download from RTA website i.e. www.masserv.com.
8. In view of the above, members holding shares in physical form are requested to convert their shares to dematerialized form to eliminate all associated risks.

9. The remote e-voting period begins on Wednesday, 08 June, 2022 at 09:00 A.M. (IST) and ends on Thursday 07th July, 2022 at 05:00 P.M. (IST). 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 cut-off date i.e. 03rd June, 2022 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.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday 07th July, 2022 i.e., the last date specified for receipt of votes through the e-voting process.
11. In accordance with Section 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated and the members can vote through e-voting only.
12. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolution set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The Company has engaged the services of National Securities Depository (India) Limited (NSDL) as the agency to provide the remote e-voting facility.
13. Dispatch of the Notice shall be deemed to be completed on the day on which NSDL sends out the communication for the postal ballot process by e-mail to the members of the Company.
14. The Notice is being uploaded on the website of the Company i.e., at www.goodluckindia.com and on the website of NSDL at www.evoting.nsdl.com and shall also be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.
15. The Board of Directors has appointed Sh. Naveen K. Rastogi, Company Secretary in practice, having C.P. No. 3785 having office at 03, Shankar Vihar, 2nd Floor, Vikas Marg, Delhi – 110092, as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
16. The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any other person authorized by him in writing who shall countersign the same.
17. The result of the voting on resolution passed by Remote e-voting will be declared on or before July 08, 2022. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the postal ballot as per the statutory timelines. The results of the Postal Ballot along with the Scrutinizer's report will be hosted on the websites of the Company i.e. www.goodluckindia.com and also shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Company will also display the results at its registered and corporate office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolutions.
18. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
19. All relevant documents referred to in the Explanatory Statement would be made available for inspection at the Registered/ Corporate Office of the Company on all working days between 2.00 P.M. (IST) and 4.00 P.M. (IST) up to the date of declaration of the result of Postal Ballot. A member may write to the Company Secretary at cs@goodluckindia.com requesting supply of relevant documents referred in the Explanatory Statement and can inspect the documents electronically. Further, any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at the aforementioned e-mail id. 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 "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.
20. Any query/grievance with respect to voting on above Postal Ballot may please be addressed to Mr. Abhishek Agrawal, Company Secretary at: Email id: cs@goodluckindia.com, phone no.:- +91- 0120- 4196600 or to the Registrar and Transfer Agent, MAS Services Limited, at T-34, 2nd Floor, Okhla Industrial Area, Phase – II, New Delhi – 110 020, e-mail: info@masserv.com, phone no. +91 11 2638 7281/ 82/ 83
21. The instructions and other information relating to e-voting are as under :

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 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"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 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 hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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.
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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 user 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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. Amit 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 provide Folio No., Name of 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) by email to cs@goodluckinda.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested

scanned copy of Aadhar Card) to cs@goodluckinda.com. 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 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.

Explanatory Statement under Section 102 of the Companies Act, 2013

The following Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions, sets out all material facts relating to the business mentioned under each item of the accompanying Notice:

Item No. 1:

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of securities. Your Board proposes to issue upto 12,90,000 (twelve lakhs ninety thousands) Convertible Warrants, on preferential issue basis at an exercise price of Rs. 305/- per underlying equity share of the face value of Rs. 2/- each (including a premium of Rs. 303/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the Proposed Allottee, belonging to the promoter group category, on preferential and private placement basis.

Since your Company is a listed company, the proposed issue of Convertible Warrants/ Resulting Equity Shares would be made in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2018, and other applicable provisions, if any. In terms of the provisions of the Companies Act, 2013 and the rules made thereunder and the aforesaid SEBI Regulation, the relevant disclosures/details are given below:

Instrument and Numbers: The Company proposes to issue 12,90,000 (twelve lakhs ninety thousands) warrants, on preferential basis at an exercise price of Rs. 305/- per underlying equity share of the face value of Rs. 2/- each (including a premium of Rs. 303/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees:

SN	Name of the Proposed Allottee	Category	Number of Warrants
1	Manish Garg	Promoter Group	83000
2	Shikha Garg	Promoter Group	123000
3	Umesh Garg	Promoter Group	84000
4	Swati Bansal	Promoter Group	127500
5	Dhruv Aggarwal	Promoter Group	92000
6	Ankita Agarwal	Promoter Group	93000
7	Parul Garg	Promoter Group	125500
8	Radhika Garg	Promoter Group	125500
9	Ritu Garg	Promoter Group	125500
10	Bhavya Garg	Promoter Group	127700
11	Ashish Garg	Promoter Group	183300
		Total	12,90,000

Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 2/- each of the Company ("Resultant Equity Share"), in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company.

Pending Preferential Issue: No issue or allotment on preferential basis has been made during the financial year and further there is no preferential allotment under process except as proposed in this notice.

Relevant Date: As per SEBI (ICDR) Regulations, 2018, the relevant date for the purpose of determination of issue price of the Equity Shares is 07th June, 2022.

Issue Price: In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issues has to be calculated as (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or (b) the 10 trading

days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher. Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

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

We hereby certify that the Articles of Association of the Company does not provide for a method of determination, which results in a floor price higher than that determined under ICDR Regulations, 2018.

It is proposed that the Convertible Warrants shall be issued at an exercise price of Rs. 305/- per underlying equity share of the face value of Rs. 2/- each (including a premium of Rs. 303/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018. Accordingly, the proposed issue price shall be more than the price determined under Regulation 164(1) of the SEBI (ICDR) Regulations, 2018.

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

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Re-computation of Price: The Company shall re-compute the issue price of the Equity Shares/ Convertible Warrants, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottees.

Payment: In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants/ Resulting Equity Shares will be payable at the time of subscription to the Convertible Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares. A Convertible Warrant exercise price equivalent to the 75% of the issue price shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant.

In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

Identity & particulars of proposed allottee and pre & post issue holding of the proposed allottee: Present preferential issue of Equity Shares is proposed to be made to the following Promoter Group person. The identity and the pre-issue & post issue shareholding of the proposed allottee is shown in the table below:

Name of the Proposed Allottee	Address	PAN	Identity of the natural persons who are the ultimate beneficial owners of the shares of the proposed allottee and/or who ultimately control the proposed allottee	No. of Convertible Warrants/ Resulting Equity Shares proposed to be allotted	Pre-preferential shareholding		Post-preferential shareholding *	
					(No. of shares)	%	(No. of shares)	%
Manish Garg	R-4/52, Raj Nagar, Ghaziabad- 201001	ACKPG4174H	Manish Garg	83000	7,55,107	2.90	838107	3.07
Shikha Garg	R-4/52, Raj Nagar, Ghaziabad- 201001	AATPG1867E	Shikha Garg	123000	4,99,250	1.92	622250	2.28
Umesh Garg	R-10/159, Raj Nagar, Ghaziabad- 201001	AGQPG5361E	Umesh Garg	84000	5,56,768	2.14	640768	2.35
Swati Bansal	R-10/159, Raj Nagar, Ghaziabad- 201001	AQRPB8590P	Swati Bansal	127500	75,000	0.29	202500	0.74
Dhruv Aggarwal	R-2/93, Raj Nagar, Ghaziabad- 201001	ARDPA5916F	Dhruv Aggarwal	92000	75,000	0.29	167000	0.61
Ankita Agarwal	R-2/93, Raj Nagar, Ghaziabad- 201001	ACGPA0986K	Ankita Agarwal	93000	3,73,314	1.44	466314	1.71

Parul Garg	KF-7 Kavi Nagar, Ghaziabad- 201001	AENPJ4566K	Parul Garg	125500	2,20,000	0.85	345500	1.27
Radhika Garg	KF-7 Kavi Nagar, Ghaziabad- 201001	AYLPG8627J	Radhika Garg	125500	2,20,000	0.85	345500	1.27
Ritu Garg	KF-7 Kavi Nagar, Ghaziabad- 201001	AIPPG2691E	Ritu Garg	125500	2,21,371	0.85	346871	1.27
Bhavya Garg	KF-7 Kavi Nagar, Ghaziabad- 201001	AVDPG7188B	Bhavya Garg	127700	2,50,000	0.96	377700	1.38
Ashish Garg	R-2/99, Raj Nagar, Ghaziabad- 201001	ACCPG9570D	Ashish Garg	183300	1,24,000	0.48	307300	1.13

* Assuming full conversion of Convertible Warrants

The Company has obtained the Permanent Account Numbers and the Demat account number of all the proposed allottee. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of convertible warrants or such extended period as may be required as per the SEBI (ICDR) Regulations, 2018.

Proposed Allottee has not sold or transferred any shares of the Company during the 90 trading days preceding the Relevant Date. Further, all the pre-preferential shareholding of the Proposed Allottees are held in dematerialized form.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottee is debarred or prohibited to access the capital market. Further, neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottee is a willful defaulter or a fugitive economic offender or a fraudulent borrower. Accordingly, disclosure as per Schedule VI of the SEBI (ICDR) Regulations, 2018 is not applicable.

Change in control, if any, upon preferential issue: Consequent to the proposed preferential issue of Convertible Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company.

The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter: All the aforesaid Proposed Allottees are persons belonging to the Promoter Group, as on the date and before the preferential issue. There shall not be any change in the status of the Proposed Allottees even after the preferential issue and they shall remain as part of the Promoter Group of the Company.

Dues toward SEBI, Stock Exchange or Depositories: There is no outstanding dues payable to Dues toward SEBI, Stock Exchange or Depositories.

Valuation Report: As the proposed preferential issue, would not result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert; there is no requirement for a valuation report from an independent registered valuer. The proposed issue price is fixed as per regulation 164(1) Of the SEBI (ICDR) Regulations, 2018.

Lock-in Period: The lock-in of the Equity Shares/ Convertible Warrants/ Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018. The Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis by the Promoter Group, shall be locked-in for a period of eighteen months from the date of trading approval by the stock exchanges.

The Convertible Warrants shall also be under lock-in for a period of one year from the date of allotment or such other period as may be required as per the SEBI (ICDR) Regulations, 2018.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations.

Intention of promoters/directors/key management persons to subscribe: The present preferential issue is proposed to be made to persons belonging to the promoter group persons. Apart from the Proposed Allottees, as mentioned above, no promoter or any director or key management person intend to subscribe to the present preferential issue.

Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Company is as below:

S. No	Category	Pre-Issue		Proposed Allotment of Convertible Warrants	Post-issue*	
		No. of Shares	%		No. of Shares	%
A.	Promoters' holding					
	Indian					
1	Individual	1,43,87,319	55.32	12,90,000	1,56,77,319	57.43
2	Body Corporate	0	0.00	0	0	0.00
3	Others - HUF	16,20,620	6.23	0	16,20,620	5.94
	Sub Total	1,60,07,939	61.55	12,90,000	1,72,97,939	63.37
1	Foreign Promoters	0	0.00	0	0	0.00
	Sub Total	0	0.00	0	0	0.00
	Total Promoters Holding (A)	1,60,07,939	61.55	12,90,000	1,72,97,939	63.37
B.	Non-Promoters' holding					
1	Institutional Investors	7,388	0.03	0	7,388	0.03
2	Non-Institution:					
	Body Corporate	26,96,044	10.37	0	26,96,044	9.88
	Individuals/HUF	68,22,218	26.23	0	68,22,218	24.99
	Other (Including NRIs, Clearing Members & IEPF)	4,72,661	1.82	0	4,72,661	1.73
	Total Non-Promoters Holding (B)	99,98,311	38.45	0	99,98,311	36.63
	Grand Total (A+B)	2,60,06,250	100.00	12,90,000	2,72,96,250	100.00

* Assuming full conversion of Convertible Warrants.

Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

Objects and purpose of the Preferential Issue: Funds raised through the proposed preferential issue will be utilized for the purpose of meeting long-term/ short-term working capital requirements and other general corporate purposes.

Proposed time of Allotment: The allotment of the Convertible Warrants in the present preferential issue will be made within a period of 15 days from the date of passing of the Special Resolution by the members through the present postal ballot.

Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 2/- each of the Company, in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants.

Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.

Undertaking with regard to re-computation of issue price: In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Convertible Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottee.

Certificate of the Practicing Company Secretary: A Practicing Company Secretary –Mr. Ravi S Sharma has certified that the present preferential issue is being made in accordance with the requirements contained the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2018, as amended up to date. A copy of the certificate shall be kept for inspection at the Registered Office of the Company during the business hours and also uploaded on the website of the company at the following link: <https://www.goodluckindia.com/shareholder-information.html>.



As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, and rules made thereunder and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions. The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

Mr. M. C. Garg, Mr. R. C. Garg, and Mr. Nitin Garg are interested in the special resolution as Promoters/promoter group, directors and shareholders of the Company. Apart from this, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 1 of this Notice.

For **Goodluck India Limited**

Sd/-

Abhishek Agrawal

Company Secretary

ACS 20983

Date: June 6, 2022

Place: Ghaziabad