

**GOODLUCK****GOODLUCK INDIA LIMITED****(formerly Good Luck Steel Tubes Limited)****CIN : L74899DL1986PLC050910****Regd. Office:** 509, Arunachal Building, Barakhamba Road, Connaught Place New Delhi-110001**Corporate Office:** Goodluck House, II F 166-167, Nehru Nagar, Ambedkar Road, Ghaziabad-201001**Ph:** +91-120-4196600, 4196700 **Fax:** +91-120-4196666 **Website :** www.goodluckindia.com, **E-mail :** goodluck@goodluckindia.com**NOTICE OF POSTAL BALLOT AND E-VOTING TO THE SHAREHOLDERS OF THE COMPANY****NOTICE PURSUANT TO SECTION 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, uniform listing agreement entered into by the Company with the BSE Limited and National Stock Exchange of India Limited****Dear Shareholder(s),**

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Listing Agreement and other applicable provisions, if any. Approval of shareholders of Goodluck India Ltd is sought by way of special resolutions for issuance of 1000000 warrants convertible into equal number of equity shares to promoter category on preferential basis; to revise the remuneration of Mr. M C Garg, Chairman & Whole Time Director and to revise the remuneration of Mr. R C Garg, Whole Time Director of the Company as per draft resolutions appended below. The Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons thereof is annexed.

The Company has appointed Mr. Praveen Kumar Bharti (LL.B, ACS), Advocate, having his address at 785, Pocket-E, Mayur Vihar Phase – 2, Delhi – 110091, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before close of business hours on **Wednesday, 14th December, 2016**, the last date for the receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other Whole Time Director of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner and the result of the Postal Ballot will be announced on **Thursday, 15th December, 2016**, during the working hour at the Corporate Office of the Company.

The result of the Postal Ballot along with the Scrutinizer's Report shall also be hosted on the website of the Company www.goodluckindia.com and also be displayed at the registered office as well as at the Corporate Office of the Company besides communicating to the stock exchanges, where the Company is listed and to Registrar and Share Transfer Agent of the Company on the same date. The date of declaration of the results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed by the shareholders, if approved by requisite majority.

Proposed Resolutions:

1. 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 62(1)(c) read with section 42 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and such other applicable provisions, if any, and subject to the provisions of the Memorandum & Articles of Association of the Company, the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, as amended and other applicable regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), Government of India (“GOI”), or any other relevant authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, permissions or sanctions, and which may be agreed to by the Board of Director of the Company (hereinafter referred to as “the Board” which expression shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) the consent, authority and approval of the members of the Company be and is hereby given to the Board to create, issue and allot, upto 10,00,000 (Ten lakhs) warrants (hereinafter referred to as “Convertible Warrant”), on preferential basis to **Ms. Shikha Garg, Mr. Manish Garg, Mr. Umesh Garg, Ms. Ankita Agarwal, Mr. Dhruv Aggarwal, Ms. Parul Garg, Ms. Radhika Garg, Ms. Ritu Garg, Ms. Sapna Garg and M/s Ashish Garg & Sons HUF** (person(s) belonging to the promoter category) at an exercise price of Rs. 125/- per underlying equity share of the face value of Rs. 2 (including a premium of Rs. 123.00) each or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2009 or other applicable provisions.

Resolved Further That the warrant holder shall be entitled to convert the Convertible Warrants, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 2/- each of the Company (hereinafter referred to as “Resultant Equity Share”), in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants, as per the terms and conditions, which, inter alia, include:

- a. Issue of upto 10,00,000 (Ten lakhs) Convertible Warrants to the following Promoter category with an entitlement to convert into equal number of Equity Shares of Rs. 2/- each of the Company, in one or more tranches, at the option of the warrant holder, within a period of 18 months from the date of allotment of such Convertible Warrants:

S.No.	Name of the proposed Allottees	Category	Number of Convertible Warrants
1	Manish Garg	Promoter Group	80000
2	Shikha Garg	Promoter Group	89417
3	Umesh Garg	Promoter Group	166137
4	Dhruv Aggarwal	Promoter Group	75000
5	Ankita Agarwal	Promoter Group	76137
6	Parul Garg	Promoter Group	120000
7	Radhika Garg	Promoter Group	120000
8	Ritu Garg	Promoter Group	121371
9	Sapna Garg	Promoter Group	75000
10	Ashish Garg & Sons HUF	Promoter Group	76938
	Total		10,00,000

- b. Entitlement of the Convertible Warrant to the extent not exercised by the warrant holder shall be lapsed and up-front amount paid on such warrants shall be forfeited.

- c. The Equity Shares allotted on conversion of the Warrants shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend with the existing equity shares of the Company except that new equity shares will be subject to lock-in requirement in terms of the provisions of the SEBI (ICDR) Regulations, 2009.
- d. In accordance with the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, the Relevant Date for the purpose of pricing of issue of Convertible Warrants and Resultant Equity Shares on conversion of the Warrants is **15th November, 2016** being the 30th day prior to the shareholder's approval, in terms of Section 62 of the Companies Act, 2013, to consider the proposed issue.

Resolved Further That for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the convertible warrants and resultant Equity Shares, to prescribe the forms of application and to take such actions or give such directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit."

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, and other applicable rules, if any, and subject to the approval of the Central Government, if required, and such other approvals and sanctions as may be necessary, approval of the Members of the Company be and is hereby accorded for the revision of the remuneration of Mr. M. C. Garg (DIN : 00292437) as the Chairman and Whole Time Director of the Company, who holds the position of a whole time Key Managerial Personnel, upto a limit as set out below with effect from 1st January, 2017 remaining all other terms & conditions unchanged as approved by the Nomination and Remuneration Committee:

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 that the aforesaid remuneration will not exceed 3.33% of the net profits of the Company during any financial year calculated as per sections 198 of the Companies Act, 2013 except that the remuneration of the directors shall not be deducted from the gross profit.

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-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.

Resolved Further That that the Board of Directors of the Company be and is hereby authorised to fix such remuneration as may be mutually agreed from time to time between the Company and the aforesaid appointee within the abovementioned limits.

Resolved Further That the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, and other applicable rules, if any, and subject to the approval of the Central Government, if required, and such other approvals and sanctions as may be necessary, approval of the Members of the Company be and is hereby accorded for the revision of the remuneration of Sri. R. C. Garg (DIN : 00298129) as the Whole Time Director of the Company, who holds the position of a whole time Key Managerial Personnel, upto a limit as set out below with effect from 1st January, 2017 remaining all other terms & conditions unchanged as approved by the Nomination and Remuneration Committee:

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 that the aforesaid remuneration will not exceed 3.33% of the net profits of the Company during any financial year calculated as per sections 198 of the Companies Act, 2013 except that the remuneration of the directors shall not be deducted from the gross profit.

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-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.

Resolved Further That that the Board of Directors of the Company be and is hereby authorised to fix such remuneration as may be mutually agreed from time to time between the Company and the aforesaid appointee within the abovementioned limits.

Resolved Further That the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date : 11th November, 2016
Place : Ghaziabad

For and on Behalf of the Board
For **Goodluck India Limited**
(formerly Good Luck Steel Tubes Ltd)

Sd/-
Abhishek Agrawal
Company Secretary
ACS: 20983

NOTES:

1. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts and the reasons for the proposed resolutions, as set out above, is given at the end of this Notice.
3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the Cut-Off Date being **Friday, 04th November, 2016**.
4. The Postal Ballot Notice along with the Postal Ballot Form is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding) unless he / she has requested for a hard copy of documents. For Members whose email addresses are not registered or in case of a Member having requested for a hard copy of documents, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 04th November, 2016 will be considered for the purpose of voting.
6. Resolutions approved by the Members through postal ballot (including e-voting) shall be deemed to have been duly passed by Members.
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may write to the Registrar and Transfer Agent (R&T) or send an e-mail to info@masserv.com. The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
10. Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form from the web link: www.evoting.nSDL.com or from Investor Section on the Company's website: www.goodluckindia.com, where the Postal Ballot Notice along with form is displayed and send the duly completed and signed Postal Ballot Form along with necessary documents, if any, so as to reach the Scrutinizer on or before Wednesday, 14th December, 2016.
11. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, 04th November, 2016.
12. In compliance with Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of the uniform listing agreement, the Company has provided facility to all the members to exercise their votes through electronic means as an option and have engaged the services of National Securities Depository Limited ("**NSDL**") as the Authorized Agency to provide e-voting facility.
13. A Member cannot exercise his vote by proxy on postal ballot.
14. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer at the registered office of the Company, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 P.M. IST) on Wednesday, 14th December, 2016. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 P.M. IST on Wednesday, 14th December, 2016, it will be considered that no reply from the Member has been received.
15. The resolution, if approved by the requisite majority, shall be deemed to have been passed the date of declaration of Result of the voting by postal ballot.
16. All the material documents referred to in the notice and explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Wednesday, 14th December, 2016.
17. **Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent/ Depository Participant(s) for sending future communication(s) in electronic form.**

18. E-Voting

In compliance with Uniform Listing Agreement and Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members. E-voting is optional. The e - voting rights of the members / beneficiary owners shall be reckoned in proportion to their shares of the paid up share capital of the Company as on **Friday, 04th November, 2016**, being the cut-off date for the purpose.

Members of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically during the e-voting period. The detailed procedure and instruction for e-voting is as under:

- a) In case a member receives e-mail from NSDL (for members whose e-mail addresses are registered with the Company/ Depository Participants), the member should open the PDF file attached with the e-mail (using his/her Client ID or Folio No. as password). The said PDF file contains his/ her User ID and password for e-voting. Please note that the password is an initial password.
- b) In case a member receives Postal Ballot Notice and Postal Ballot Form in physical form (for members whose email addresses are not registered

with the Company/Depository Participants), the User ID and initial password for e-voting is provided at the bottom of the Postal Ballot Form attached with the Postal Ballot Notice.

- c) The below mentioned steps should be followed for casting the vote through e-voting (in both the cases mentioned at Sr. No. 18 (a) & (b) above):
- i) Open the internet browser and type the following URL: <https://www.evoting.nSDL.com>
 - ii) Click on Shareholder Login.
 - iii) If you are already registered with NSDL for e-voting, then you can use your existing User ID and password.
 - iv) If you are logging in for the first time, please enter the User ID and password provided through email (as per Sr. No. 18 (a) above) or in physical form (as per Sr. No. 18 (b) above), as the case may be.
 - v) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of e-voting opens. Click on e-voting > Active Voting Cycles.
 - vii) Select "EVEN" (E-Voting Event Number) of Goodluck India Limited. Now you are ready for e-voting as Cast Vote page opens.
 - viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix) Upon confirmation, the message "vote cast successfully" will be displayed.
 - x) Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently.
 - xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pkbharti@gmail.com with a copy marked to evoting@nsdl.co.in.
- d) The e-voting period shall commence on Tuesday, November 15, 2016 (09.00 AM) and ends on Wednesday, December, 14, 2016 (5.00 PM). At the end of the e-voting period, the e-voting facility shall be blocked by NSDL forthwith. The e-voting shall not be allowed after December, 14, 2016 (5.00 PM).
- e) 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 www.evoting.nSDL.com or call on toll free no. 1800-222-990. In case of any queries/ grievances connected with e-voting, the members may also contact Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or rajivr@nsdl.co.in (Telephone No. 022-24994600/022-24994738). In case a member forgets his/her password, he/she may reset the password by using "Forgot User Details/Password" option available on www.evoting.nSDL.com.
19. The procedure for casting the vote through physical Postal Ballot Form is as under:
- A) The members who have received the Postal Ballot Notice along with Postal Ballot Form in physical form should return the Postal Ballot Form duly completed and signed by posting the same to the Scrutinizer through postage prepaid self-addressed Business Reply Envelope (only for postage within India) being sent with the Postal Ballot Form.
 - B) The members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the weblink www.evoting.nSDL.com or the website of the Company i.e. www.goodluckindia.com and take a print thereof or seek a duplicate Postal Ballot Form from our RTA M/s. MAS Services, Limited, T-34, 2 Floor, Okhla Industrial Area, Phase -II, New Delhi -110020. Such Postal Ballot Form should be duly completed, signed and sent to the scrutinizer.
 - C) The Postal Ballot Form deposited in person or sent by courier or registered/speed post at the expense of the members will also be accepted.
 - D) The completed Postal Ballot Forms should reach the scrutinizer on or before Wednesday, December 14, 2016 (5.00 PM) and the Postal Ballot forms received thereafter will be strictly treated as if the reply from the member has not been received.
 - E) The members are requested to carefully read the instructions printed overleaf the Postal Ballot Form.
20. Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period (both days inclusive):

Commencement of voting :	From 9.00 a.m. (IST) on Tuesday, 15 th November, 2016
End of voting :	At 5.00 p.m. (IST) on Wednesday, 14 th December, 2016

(The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.)

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013,

Item No. 1

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of Convertible Warrants. Your Board proposes to issue upto 10,00,000 (Ten Lakhs) Convertible Warrants with an entitlement to convert into equal number of Equity Shares of the Company.

Since your Company is a listed company, the proposed issue is in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, and other applicable provisions, if any. In terms of the provisions of the Companies Act, and the aforesaid SEBI Regulation, the relevant disclosures/ details are given below:

Instrument and Numbers: The Company is proposing to issue the following securities on preferential allotment basis:

- a. Convertible Warrants not exceeding 10,00,000 (Ten Lakhs) to person(s) belonging to the promoter category.
- b. The holder of these warrants shall be entitled to convert the warrants into Equity Shares of the Company in the ratio of 1:1 (i.e., one Equity Shares of Rs. 2/- each for every one Convertible Warrant held), within a period of 18 (eighteen) months from the date of allotment of Convertible Warrants.

The warrant holder shall make a written request to the Company to exercise the entitlement and send the same along with complete balance payment payable on the Resultant Equity Shares to the Company. Entitlement of the Convertible Warrants to the extent not exercised shall lapse and up-front amount paid on such Convertible Warrants shall be forfeited.

No allotment on preferential basis has been made during the year and further there is no preferential allotment under process except as proposed in this notice.

Relevant Date & Issue Price: The relevant date for the purpose of determination of issue price of the Convertible Warrants/ Resultant Equity Shares is 15th November, 2016.

As per Regulation 76(1) of the SEBI (ICDR) Regulations, 2009, a minimum issue price of the equity shares in preferential issues has to be calculated as follows:

- a) The average of weekly high and low of the volume weighted average price of the related shares quoted on the stock exchange during the twenty six weeks preceding the relevant date;
- or
- b) The average of weekly high and low of the volume weighted average price of the related shares quoted on a stock exchange during the two weeks preceding the relevant date; Whichever is higher.

The shares of the Company are listed and traded on BSE Ltd (BSE) and National Stock Exchange of India Limited (NSE). The issue price will be higher than the minimum issue price determined under Regulation 76 of the SEBI (ICDR) Regulations, 2009.

Payment:

In terms of the provisions of Regulation 77 of the SEBI (ICDR) Regulations, 2009, 25% of the issue price shall be payable before the allotment of Convertible Warrants. The balance 75% of the issue price shall be payable on or before allotment of Resultant Equity Shares pursuant to exercise of option against Convertible Warrants by the warrant holder.

In case the warrant holder does not exercise the option to take equity shares against any of the Convertible Warrant held by it; the up-front payment made in respect of such Convertible Warrant shall be forfeited by the Company.

Identity & particulars of proposed allottee and pre & post issue holding of the proposed allottee: Present preferential issue of Convertible Warrants is proposed to be made to the following person belonging to promoter category. The identity and the pre-issue & post issue shareholding of the proposed allottee is shown in the table below:

S. No.	Name & PAN	Address	Category	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 Warrants proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding*	
						No. of Shares	%	No. of Shares	%
1	Manish Garg ACKPG4174H	R-4/52, Raj Nagar, Ghaziabad- 201001	Promoter Group	N.A	80000	631707	2.87	711707	3.09
2	Shikha Garg AATPG1867E	R-4/52, Raj Nagar, Ghaziabad- 201001	Promoter Group	N.A	89417	289833	1.32	379250	1.65
3	Umesh Garg AGQPG5361E	R-10/159, Raj Nagar, Ghaziabad- 201001	Promoter Group	N.A	166137	315631	1.43	481768	2.09
4	Dhruv Aggarwal ARDPA5916F	R-2/93, Raj Nagar, Ghaziabad- 201001	Promoter Group	N.A	75000	0	0.00	75000	0.33
5	Ankita Agarwal ACGPA0986K	R-2/93, Raj Nagar, Ghaziabad- 201001	Promoter Group	N.A	76137	297177	1.35	373314	1.62
6	Parul Garg AENPJ4566K	KF-7, Kavi Nagar, Ghaziabad- 201001	Promoter Group	N.A	120000	0	0.00	120000	0.52
7	Radhika Garg AYLPG8627J	KF-7, Kavi Nagar, Ghaziabad- 201001	Promoter Group	N.A	120000	0	0.00	120000	0.52
8	Ritu Garg AIPPG2691E	KF-7, Kavi Nagar, Ghaziabad- 201001	Promoter Group	N.A	121371	0	0.00	121371	0.53
9	Sapna Garg ACCPG9569N	R-2/99, Raj Nagar, Ghaziabad- 201001	Promoter Group	N.A	75000	259247	1.18	334247	1.45
10	Ashish Garg & Sons HUF AABHA1663C	R-2/99, Raj Nagar, Ghaziabad- 201001	Promoter Group	Mr. Ashish Garg	76938	2000	0.01	78938	0.34

*Assuming 100% conversion of Warrants.

All the pre-preferential shareholdings of the proposed allottees are in demat form. Further, the proposed allottee has not sold any shares of the Company during the six months period prior to the Relevant Date. Further none of the promoter group shareholders has not sold any shares of the Company during last six months period prior to the Relevant Date.

There shall not be any change in control of the Company consequent to the proposed preferential issue of Convertible Warrants/ Resultant Equity Shares.

Lock-in Period

The Convertible Warrants issued to promoter allottees shall be subject to a lock-in period of three years or such other period as may be prescribed in accordance with the SEBI regulations. The Resultant Equity Shares allotted on conversion of Convertible Warrants to promoter allottees shall further be subject to a lock-in period three years from the date of trading approval of the stock exchanges.

Further, securities allotted on preferential basis shall not be transferred by the allottee till trading approval is granted by all the recognized stock exchanges, where the equity shares of the Company are listed.

The entire Pre preferential allotment shareholding of the allottees, shall be locked in as per SEBI (ICDR) Regulations, 2009.

Intention of promoters/directors/key management persons to subscribe:

No promoters/ directors/ key management persons intends to subscribe to the present preferential issue except the proposed allottees belonging to promoter group as disclosed in the notice. All the aforesaid proposed allottees are persons acting in concert with each other and with the promoter and promoter group.

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		Post-issue	
		No. of Shares	%	No. of Shares	%
(A)	Promoter & Promoter Group	13305108	6.46	14305108	62.18
(B)	Public	8701142	39.54	8701142	37.82
(C1)	Shares underlying DRs				
(C2)	Shares held by Employee Trust				
(C)	Non Promoter-Non Public (C1+C2)				
	Grand Total (A+B+C)	22006250	100.00	23006250	100.00

*Assuming 100% conversion of Warrants.

Objects and purpose of the Preferential Issue

Funds raised through the proposed preferential issue will be utilized for the purpose of meeting the long term and short term working capital requirements and other general corporate purpose.

Proposed time of Allotment

The allotment of 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, excluding the time taken in obtaining the necessary approvals, if any.

After allotment of Convertible Warrants, the warrant holder shall be entitled to convert the Convertible Warrants, into Equity Shares, in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants, as per the terms and conditions of the issue of Convertible Warrants.

Undertaking in terms of Regulation 73 read with Regulation 76(2) & (3) of the SEBI (ICDR) Regulations, 2009: Not applicable; since the equity shares of the Company have been listed on a recognized stock exchange for a period more than twenty six weeks as on the relevant date.

The Statutory Auditors of the Company 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, 2009, 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.

Adjustment of Price: Since there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly there is no adjustment in pricing is required in terms of Regulation 76B of the SEBI (ICDR) Regulations, 2009.

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

In terms of the provisions of the Companies Act and SEBI (ICDR) Regulations, the consent of members by way of a special resolution is required. The Board recommends the resolution for adoption by the members.

None of the directors, the Key Managerial Personnel and their relatives, except Mr. Mahesh Chandra Garg, Whole-time Director, Mr. Ramesh Chandra Garg, Whole-time Director and Mr. Nitin Garg, Whole-time Director and their relatives are deemed to be interested/ concerned in the proposed resolution. Aforesaid interested Directors are relatives of the proposed allottees of the promoter group.

No member of the company who is a related party shall vote to approve this special resolution.

Your directors recommend the resolution as item no. 1 for your approval.

ITEM NO. 2

Shri M. C. Garg was appointed as the Chairman and Whole Time Director of the Company and his reappointment and the terms of remuneration were approved by the Members of the Company at the Annual General Meeting held on 20.09.2012 and the terms were revised with the approval of shareholders on 30.09.15. Shri M C Garg is the founder promoter of the Company and under his able leadership, the Company has made a steady growth and has scaled a new height. His continuance is very much required for the Company.

To retain the services of the Company's key management personnel and in view of the highly competitive employment market which currently prevails, your Directors felt desirable that the compensation paid to Mr. M C Garg Chairman & whole-time Directors of the Company be revised w.e.f. 01.01.2017, more or less in line with the remuneration drawn by their counterparts in the country.

In view of the same, the Nomination Cum Remuneration Committee and the Board of Directors have approved an increase in the ceiling limit on remuneration payable to the director.

The board may, in its absolute discretion pay to Mr. M C Garg, Chairman & Whole-time Directors, lower remuneration than the maximum remuneration herein above stipulated and revise the same from time to time within the maximum limit stipulated by this resolution.

The proposed increase in ceiling on remuneration is within the limits prescribed under provisions of section 197 & 198 read with the Schedule V of the Companies Act, 2013.

Hence in the interest of the Company, the Board of Directors revises the remuneration of Mr. M C Garg, Chairman & Whole Time Director of the Company with the approval of the Nomination and Remuneration Committee subject to the approval of the Members of the Company. The detail of the remuneration has been set out in the Resolution. The remuneration proposed is also reasonable considering his responsibilities. The approval of the shareholder is sought by this Special Resolution for the revision of remuneration of Sri M. C. Garg as Chairman & Whole Time Director of the Company.

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.

No member of the company who is a related party shall vote to approve this special resolution.

Your directors recommend the resolution as item no. 2 for your approval.

ITEM NO. 3

Shri R. C. Garg was appointed as the Whole Time Director of the Company and his reappointment and the terms of remuneration were approved by the Members of the Company at the Annual General Meeting held on 20.09.2012 and the terms were revised with the approval of shareholders on 30.09.15. During his term of office, 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.

To retain the services of the Company's key management personnel and in view of the highly competitive employment market which currently prevails, your Directors felt desirable that the compensation paid to Mr. R C Garg whole-time Directors of the Company be revised w.e.f. 01.01.2017, more or less in line with the remuneration drawn by their counterparts in the country.

In view of the same, the Nomination Cum Remuneration Committee and the Board of Directors have approved an increase in the ceiling limit on remuneration payable to the director.

The board may, in its absolute discretion pay to Mr. R C Garg, Whole-time Directors, lower remuneration than the maximum remuneration herein above stipulated and revise the same from time to time within the maximum limit stipulated by this resolution.

The proposed increase in ceiling on remuneration is within the limits prescribed under provisions of section 197 & 198 read with the Schedule V of the Companies Act, 2013.

Hence in the interest of the Company, the Board of Directors revises the remuneration of Mr. R C Garg, Whole Time Director of the Company with the approval of the Nomination and Remuneration Committee subject to the approval of the Members of the Company. The detail of the remuneration has been set out in the Resolution. The remuneration proposed is also reasonable considering his responsibilities. The approval of the shareholder is sought by this Special Resolution for the revision of remuneration of Sri R C Garg as Whole Time Director of the Company.

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.

No member of the company who is a related party shall vote to approve this special resolution.

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

ANNEXURE TO NOTICE

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

S.No.	Name of the Director	Mr. M C Garg	Mr. R C Garg
1	Date of Birth	28/06/1946	15/07/1946
2	Date of Initial Appointment	06/11/1986	12/09/1988
3	Educational Qualification	B Tech from IIT Roorkee	Graduate in the Field of Mining from ISM- Dhanbad
4	Expertise in specific functional area	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 around 48 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 has around 47 years of expertise in the Industry.
5	Terms of Appointment	As per the resolution passed by the shareholders at the Annual General Meeting held on September 30, 2015.	As per the resolution passed by the shareholders at the Annual General Meeting held on September 30, 2015.
6	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.
7	Shareholding in the Company	377250	570250
8	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
9	Directorships of other Boards	No Directorship in other Public Company	No Directorship in other Public Company
10	Membership/Chairmanship of Committees of other Boards	No Membership/ Chairmanship of Committees other Public Company	No Membership/ Chairmanship of Committees other Public Company



GOODLUCK INDIA LIMITED

(formerly Good Luck Steel Tubes Limited)

CIN : L74899DL1986PLC050910

Regd. Office: 509, Arunachal Building, Barakhamba Road, Connaught Place New Delhi-110001

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

Ph: +91-120-4196600, 4196700 Fax: +91-120-4196666 Website : www.goodluckindia.com, E-mail : goodluck@goodluckindia.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Serial No

1. Name & Address of the Sole/ First named Shareholder as registered with the Company :

2. Name(s) of the joint Shareholder(s), if any, registered with the Company

3. Registered Folio No./ DPID No.* & Client ID No.* :
(*Applicable to investors holding shares in dematerialized form)

4. Number of shares held

5. I/We hereby exercise my/our vote in respect of the resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick mark (✓) at the appropriate box below:

Item No.	Description	No. of Shares held	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Approval for issuance of 1000000 warrants convertible into equal number of equity shares to promoter category on preferential basis			
2.	Approval for revision of the remuneration of Mr. M C Garg, Chairman & Whole Time Director			
3.	Approval for revision of the remuneration of Mr. R C Garg, Whole Time Director			

Place :

Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

Notes :

- Kindly read the instructions printed overleaf before filing the form.
- Last date for receipt of Postal Ballot Forms by Scrutinizer is 14th December, 2016.
- If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

P.T.O.

INSTRUCTIONS

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
 2. The Company has appointed Mr. Praveen K Bharti, (LLB,ACS), Advocate, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
 3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 4th November, 2016.
 4. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by email to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
 5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional. Shareholders have option to vote either through e-voting platform or through postal ballot.
1. Kindly note that the Members can opt for only one mode of voting i.e. either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
 2. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to info@masserv.com. The RTA shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
 3. The Postal Ballot Notice is also being uploaded on the Company's website viz., www.goodluckindia.com and of NSDL viz., <https://www.evoting.nsd.com>.
 4. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 4.00 p.m. on all working days from dispatch of this notice till 14th December, 2016.
 5. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Cut-off date.
 6. Instruction for E Voting are as under:
 - (a) In case of Shareholders receiving e-mail from NSDL :**
 - (i) Open e-mail and open the PDF file viz, "GOODLUCK INDIA LIMITED. pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>;
 - (iii) Click on Shareholder - Login;
 - (iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
 - (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
 - (vi) Home Page of e-Voting opens. Click on e-Voting: Active Evoting Cycles;
 - (vii) Select "EVEN" of GOODLUCK INDIA LIMITED.;
 - (viii) Now you are ready for e-Voting as Cast Vote page opens;
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed;
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote;
 - (xii) For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc together with attested specimen signatures of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at pkbharti@gmail.com with a copy marked to evoting@nsdl.co.in
 - (b) In case of Shareholders' receiving Postal Ballot Form by Post:**
 - (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - (c)** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com
 - (d)** If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.