

October 6, 2022

Manager, DCS
The Bombay Stock Exchange Ltd.
Phiroze jeejeebhoy Towers,
Dalal Street,
Mumbai

Ref: Scrip Code: - 530655

The Manager
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip Code: - GOODLUCK

Dear Sir,

Sub: Minutes 36th Annual General Meeting

We enclose herewith a copy of the minutes of the 36th Annual General Meeting of the Company held on 29th September 2022.

This is for your information and record.

Thanking you

For Goodluck India Limited

MAHESH
CHANDRA GARG

Digitally signed by
MAHESH CHANDRA GARG
Date: 2022.10.06 11:52:13
+05'30'

Director

Encls: as above

MINUTES OF THE 36th ANNUAL GENERAL MEETING OF GOODLUCK INDIA LIMITED HELD ON THURSDAY, 29TH SEPTEMBER, 2022 FROM 11.30 A.M. TO 11:56 A.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") DEEMED TO BE HELD AT 509, ARUNACHAL BUILDING, BARAKHAMBHA ROAD, CONNAUGHT PLACE, NEW DELHI - 110001

PRESENT:

Mr. M. C. Garg	Chairman
Mr. R. C. Garg	Whole Time Director
Mr. Nitin Garg	Whole Time Director
Mr. Vijender Kumar Tyagi	Independent Director
Mr. Sanjay Bansal	Chief Financial Officer
Mr. Abhishek Agrawal	Company Secretary

INVITEE:

Representative of M/s Vipin Kumar & Co., - Statutory Auditor

Mr. Ravi S. Sharma, Proprietor of M/s Ravi S. Sharma & Associates-
Secretarial Auditor

Mr. N. K. Rastogi, Practicing Company Secretary, - Scrutinizer

SHAREHOLDERS PRESENT:

88 Shareholders were present through Video Conferencing.

WELCOME ADDRESS AND CONFIRMATION OF QUORUM:

Mr. Mahesh Chandra Garg, Chairman of the meeting, on behalf of the Company, extended a warm welcome to the 36th Annual General Meeting of the Company which was being held through Video conferencing, without the physical presence of the Members at a common venue, as per the provisions of the Companies Act, 2013, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs. The Chairman announced that the quorum for the meeting is present and called the meeting to order.

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The members were informed that Company had provided remote e-voting facility through NSDL System. The remote e-voting period commenced on 9.00 A.M. on Monday, 26th September, 2022 and ended on Wednesday, 28th September, 2022 at 5.00 P.M. and Mr. N. K. Rastogi, Practicing Company Secretary has been appointed as the Scrutinizer. The Combined results of remote e-voting, and Online- Voting conducted at the meeting, would be declared within 48 hours from the conclusion of this meeting. The results declared for each resolution would be immediately intimated to the Stock Exchanges and be uploaded on the Company's website and NSDL's Website.

AVAILABILITY OF STATUTORY REGISTERS

The Chairman Informed the members that Register of Directors & Key Managerial Personnel and their shareholding, if any, and other Statutory Registers that are required to be kept open, are available to Members for inspection throughout the meeting in electronic mode.

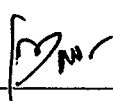
INTRODUCTION OF DIRECTORS:

Directors were introduced to the members present in the virtual meeting through Video Conferencing. The Chairman also informed the members that the Chairman of the Audit Committee, Member of the Nomination & Remuneration Committee, Chairman of Stakeholders Relationship Committee, the Chief Financial Officer, the Company Secretary, the Scrutinizer and the Authorised representatives of the Auditors were present for the Meeting.

NOTICE AND DIRECTORS REPORT

The Chairman Informed the Members that the Notice dated September 02, 2022 and a Copy of the Annual Report for the Financial Year ended March 31, 2022 has already been circulated electronically to the Members of the company and with their permission he shall take them as read.

The Chairman Further Informed the Members that Auditors Report on the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2022 is taken as read as it do not contain any Qualification, Observation or any adverse remark.


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CHAIRMAN'S ADDRESS

Mr. Mahesh Chandra Garg, Chairman then delivered the formal address. The AGM were held through Video Conference/Other Audio Visual Means. This is in Compliance with the direction issued by the Ministry of Corporate Affairs and the Company has taken requisite steps to enable members to participate and vote on the items being considered in this AGM. He also highlighted about today's steel business and growth, future outlook.

FORMAL BUSINESS

The Chairman requested to the Company Secretary to give detail of the Agenda Items and voting process. He informed the members that Board of Directors has appointed Mr. N. K. Rastogi Practicing Company Secretary, as the Scrutinizer to scrutinize the voting process on all resolutions proposed in the Notice of the Meeting in a fair and transparent manner, as stipulated under the Companies (Management & Administration) Rules, 2014.

The Company Secretary then informed to the shareholders that in terms of Companies Act, 2013 and the Listing Regulations, the Company had provided to shareholders remote e-voting facility through the system of NSDL. The remote e-voting period commenced at 9.00 A.M. on Monday, 26th September, 2022 and ended on Wednesday, 28th September, 2022 at 5.00 P.M. Such members, who have not already cast their vote through remote e-voting, can cast their vote now during this meeting through e-voting facility by visiting the NSDL voting page. The voting is opened and shall remain open till 15 minutes after the conclusion of this AGM. He further informed to the members that since the meeting are being conducted through Video Conferencing and the resolutions stated in the Notice of AGM are already put to vote through remote e-voting, there will no proposing and seconding of the resolutions. Then the Company Secretary briefed the agenda of the notice, as already circulated, to the shareholders.

QUERIES OF MEMBERS

The Chairman then began with question-answer session and informed to them that the Shareholders who have sent their queries in advance or have registered for speaking at the meeting or raise hands at the time of meeting, would be eligible to raise their query and speak at the meeting. The Chairman invited the Members to


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raise their queries, if any, with a request to ask their questions only related to this Annual Report (ended on 31.03.2022) and complete within 2 minutes who have registered themselves with us previously. Once they had asked their question they can log off and continued to watch the proceeding. To avoid repetition, all the questions would be responded at the end.

The Chairman then requested the Moderator to get the Shareholders to raise their queries and the following shareholders raise in the Order of their Registration as Speaker.

The Following members offered suggestions, comments and raise quarries :-

- 1) Mr. Susheel Arora (1202990004882757)
- 2) Mr. Subhash Chander Wadhwa (IN30011810082349)

The Chairman replied all the queries raised by members to their satisfaction.

Then the Chairman authorized Company Secretary to conduct the voting process.

VOTE OF THANKS

The Chairman on behalf of the Board of Directors thanked all the shareholders for taking time to attend the meeting and declared the meeting as closed subject to voting on all the business.

After due scrutiny of e-votes for all the resolutions, Mr. N. K. Rastogi, Scrutinizer submitted the following combined report to the Chairman on 30th September, 2022. The Chairman on 30th September, 2022 announced the results of the business agenda on the following items as set out in the Notice of 36th Annual General Meeting:

Agenda Item No. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	% age	Nos.	% age	Nos.
Item No. 1 of the Notice (As an Ordinary Resolution)	E- Voting	16163190	100	51	0	47889
	Poll	-	-	-	-	-
	TOTAL	16163190	100	51	0	47889
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting	16163153	100	88	0	47889
	Poll	-	-	-	-	-

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	TOTAL	16163153	100	88	0	47889
Item No. 3 of the Notice (As an Ordinary Resolution)	E- Voting	16162890	100	351	0	47889
	Poll	-	-	-	-	-
	TOTAL	16162890	100	351	0	47889
Item No. 4 of the Notice (As an Special Resolution)	E- Voting	16159965	99.98	3276	0.02	47889
	Poll	-	-	-	-	-
	TOTAL	16159965	99.98	3276	0.02	47889
Item No. 5 of the Notice (As an Special Resolution)	E- Voting	16159715	99.98	3526	0.02	47889
	Poll	-	-	-	-	-
	TOTAL	16159715	99.98	3526	0.02	47889
Item No. 6 of the Notice (As an Special Resolution)	E- Voting	16159714	99.98	3527	0.02	47889
	Poll	-	-	-	-	-
	TOTAL	16159714	99.98	3527	0.02	47889
Item No. 7 of the Notice (As an Special Resolution)	E- Voting	16163190	100	51	0	47889
	Poll	-	-	-	-	-
	TOTAL	16163190	100	51	0	47889

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Item No. 8 of the Notice (As an Ordinary Resolution)	E- Voting	16159965	99.98	3276	0.02	47889
	Poll	-	-	-	-	-
	TOTAL	16159965	99.98	3276	0.02	47889

The Resolutions for the ordinary and special business as set out in item No. 1 to 8 in the notice of the 36th AGM of the Company duly approved by the members with requisite majority are recorded hereunder as part of the proceeding of 36th AGM of the members held on 29th September, 2022.

ORDINARY BUSINESS:

ORDINARY RESOLUTION No. 1:

ADOPTION OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

“RESOLVED THAT the Standalone and Consolidated Financial Statements for the year ended 31st March 2022, and the reports of the Directors and Auditors thereon as placed before the Meeting be and are hereby adopted and approved.”

ORDINARY RESOLUTION No.2:

DECLARATION THE FINAL DIVIDEND OF RS. ₹ 2/- PER EQUITY SHARE OF THE FACE VALUE OF RS. ₹ 2/- EACH, I.E. @ 100%, OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

“RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company at their meeting held on 26th May, 2022, final dividend @ Rs. 2.00 per share, i.e., 100% on the paid up equity share capital be and is hereby declared out of current profits of the company for the year 2021-22.

RESOLVED FURTHER THAT the final dividend be paid within 30 days hereof to all equity shareholders, who are entitled to receive the payment.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution.”

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ORDINARY RESOLUTION No.3:**RE-APPOINTMENT OF MR. NITIN GARG (DIN: 02693146), WHO
RETIREES BY ROTATION**

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Article 118 of the Articles of Association of the Company, Mr. Nitin Garg (DIN: 02693146), who retires by rotation, be and is hereby re-appointed as a Director of the Company whose office is liable to retire by rotation."

SPECIAL BUSINESS:**ORDINARY RESOLUTION No.4:****RATIFICATION OF REMUNERATION OF COST AUDITOR.**

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 65,000 (Rupees Sixty-Five Thousand only) plus out-of-pocket expenses payable to Mr. Surender Rai Kapur, a Cost Accountant in Practice, who is appointed as the Cost Auditor of the Company to conduct Cost Audit relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder, for the financial year ending on 31st March, 2023"

SPECIAL RESOLUTION No.5:**REVISION IN OVERALL BORROWING POWERS OF THE COMPANY
UNDER THE PROVISIONS OF SECTIONS 180(1)(C) OF THE COMPANIES
ACT, 2013**

"RESOLVED THAT in supersession of the earlier Resolution passed by the Members through postal ballot on 11th September, 2014 and pursuant to the provisions of Sections 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, and the Rules framed thereunder including any statutory modification, or re-enactment thereof, and such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution) to exercise its power to delegate such authority to person or person(s) for raising borrowings in Indian Rupees or foreign currency through loans, credit or issue of Securities or otherwise to Bank(s), Financial or other


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Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, upto a limit of Rs. 1200 crores (Rupees Twelve Hundred Crores) (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) from time to time, as it may think fit, for the purpose of financing working capital requirement as also for acquisitions of capital assets and/or for the purpose of any other requirements of the company both for capital and revenue in nature, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), exceed the aggregate, for the time being, of the paid up capital of the Company, Share Premium and its free reserves.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution."

SPECIAL RESOLUTION No.6:

CREATION OF MORTGAGE/CHARGE ON THE ASSETS UNDER THE PROVISIONS OF SECTIONS 180(1)(A) OF THE COMPANIES ACT, 2013

"RESOLVED THAT in supersession of the earlier Resolution passed by the Members through postal ballot on 11th September, 2014 and pursuant to the provisions of Sections 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, and the Rules framed thereunder including any statutory modification, or re-enactment thereof, and such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution) to sell, lease or otherwise dispose off whole or substantially the whole of undertaking of the company or where the company owns more than one undertakings, of the whole or substantially the whole of any such undertakings or create charges, mortgages, hypothecations and pledges, in addition to the existing charges, mortgages, hypothecations and pledges, created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable /immovable properties of the Company, both present and future and/or whole or any part of undertaking (s) of the Company together with the power to take over the management of the business and concern of the company in certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee/Trustee(s) , for securing the borrowing of the company availed/to be availed by way of loans(s) and/or securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures, on all or any of the

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above, with or without detachable or non-detachable warrants and /or secured premium notes and/or floating rated notes/bonds or other debts instruments) issued/to be issued by the Company, from time to time, subject to the limit approved under section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges premium on prepayments, remuneration of the Agent(s)/Trustee, Premium (if any) of redemption, all other cost, charges and expenses as a results of devaluation/revaluation/fluctuation in the rates of exchanges and all other monies payable by the Company in terms of the Loan Agreement(s) /Heads of Agreement(s), Trust Deeds(s) or any other document entered into/to be entered into between the Company and the Lender(s), Agent(s) and Trustee(s)/Trustees, in respect of the said loans/borrowings/debentures/bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf and agrees to between the Board of Directors or Committee thereof and the Lender(s)/Agents/Trustee(s).

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution.”

SPECIAL RESOLUTION No.7:

APPOINTMENT OF MR. RAJIV GOEL (DIN: - 05161245) AS AN INDEPENDENT DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of Regulations 16(1) (b), 17 and 25 (2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Rajiv Goel (DIN:- 05161245), who has given his consent to appoint as Independent director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non- Executive Independent Director of the Company, and to hold office for a term of Five consecutive years with effect from 29th September, 2022 and whose office shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution.”


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SPECIAL RESOLUTION No.8:**APPOINTMENT OF MRS. RAJNI ABBI (DIN: - 08867489) AS A WOMEN INDEPENDENT DIRECTOR**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of Regulations 16(1) (b), 17 and 25 (2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mrs. Rajni Abbi (DIN:- 08867489), who has given her consent to appoint as Independent director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent woman Director of the Company to hold office for a term upto Five consecutive years with effect from 29th September, 2022 and whose office shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution.”

Place: Ghaziabad

Dated: 06.10.2022


(M. C. Garg)
CHAIRMAN

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