

August 16, 2019

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

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

Ref: Scrip Code: - 530655**Scrip Code: - GOODLUCK****SUB: POSTAL BALLOT NOTICE**

Dear Sir/Madam,

This is to inform you that the Board of Directors of the Company at its meeting held on August 13, 2019 has, inter alia, decided to ascertain the shareholder's approval as per the postal Ballot Notice in regard to the item given below, through Postal ballot process as per the provisions of section 110 of the Companies Act, 2013 read with the companies (management and administration) Rules, 2014, the Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any (including any statutory modifications or re-enactment thereof for the time being in force):

- (i) Issue of upto 15,00,000 warrants on preferential basis to person belonging to promoter category;

Please find enclosed a copy of postal ballot Notice and form.

This is for your information and record.

Thanking You

For GOODLUCK INDIA LIMITED


Director
Encl: as above





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

e-mail: goodluck@goodluckindia.com; **website:** goodluckindia.com

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification or re-enactment thereof for the time being in force), and any other applicable provisions of the Act and the rules made thereunder, that the resolutions appended below are proposed to be passed by the members through Postal Ballot/ electronic voting (“e-voting”).

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 Mr. Praveen Kumar Bharti (LL.B, ACS), Advocate, having his address at 785, Pocket-E, Mayur Vihar Phase – 2, Delhi – 110091, as the Scrutinizer to scrutinize the postal ballot/remote e-voting process in a fair and transparent manner.

Members are, requested to carefully read the instructions for voting by “Postal Ballot” or through “Remote E-Voting”, and (i) record their assent (for) or dissent (against) in the Postal Ballot Form, duly completed and return the same, in original in the attached postage pre-paid self-addressed envelope, so as to reach the scrutinizer not later than 5:00 pm on Monday, September 16, 2019; or (ii) Cast their vote electronically from Sunday, August 18, 2019 (9:00 am) to Monday, September 16, 2019 (5:00 pm) by following the procedures as explained in the Note to this notice.

Special business:

1. Issue of Warrants, convertible into Equity Shares of Preferential Issue basis

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

“Resolved That pursuant to the provisions of 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”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/or the stock exchange, where the shares of the Company are listed and 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 (“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 authorised 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 basis, upto 15,00,000 (fifteen lakhs) warrants (hereinafter referred to as “Convertible Warrant”), on preferential basis at an exercise price of Rs. 65/- per underlying equity share of the face value of Rs. 2/- each (including a premium of Rs. 63/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the promoter group persons on preferential issue basis to the following proposed allottees:

S.No.	Name of the Proposed Allottee	Category	Warrants to be allotted
1	Neeta Garg	Promoter Group	60000
2	Shikha Garg	Promoter Group	120000
3	Harsh Garg	Promoter Group	70000
4	Umesh Garg	Promoter Group	75000
5	Swati Bansal	Promoter Group	75000
6	Mithlesh Garg	Promoter Group	25000
7	Umesh Garg & Sons (HUF)	Promoter Group	75000
8	Shruti Aggarwal	Promoter Group	110000
9	Shyam Agrawal	Promoter Group	115000
10	Bhavya Garg	Promoter Group	250000
11	Parul Garg	Promoter Group	100000
12	Radhika Garg	Promoter Group	100000

13	Ritu Garg	Promoter Group	100000
14	Reena Garg	Promoter Group	150000
15	Sapna Garg	Promoter Group	75000
	TOTAL		1500000

Resolved Further That 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 (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.

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:

- 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. 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.
- The consideration for allotment of Convertible Warrants/ Resulting Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- The Convertible Warrants/ Resulting Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.
- The Convertible Warrants/ Resulting Equity Shares to be allotted shall be in dematerialized form only.
- 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.
- 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.
- The Convertible Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of passing of the shareholders’ resolution provided that where any approval or permission by any regulatory authority for the allotment of the Convertible Warrants is pending as on the date of the shareholders’ resolution, the period of 15 (Fifteen) days shall be counted from the date of approval or permission, as the case may be.
- 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.
- 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 pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, the consent of the Company be and is hereby accorded for the issuance of a private placement letter and application form in respect of the Convertible Warrants to be subscribed by the Proposed Allottees, in the form and manner prescribed under the applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder.

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 August 16, 2019, being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for receipt of the duly completed Postal Ballot Forms / e-voting, i.e., September 16, 2019.

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: 13-08-2019
Place: Ghaziabad

Notes:

1. The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out all material facts relating to the proposed Resolution is annexed hereto.
2. 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.
3. Resolutions approved by the Members through postal ballot (including e-voting) shall be deemed to have been duly passed by Members.
4. 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.
5. 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.
6. A Member cannot exercise his vote by proxy on postal ballot.
7. This Postal Ballot Notice is being sent to the members whose names appear in the register of members /list of beneficial owners as received from the Depositories as on Friday, August 9, 2019 (“cut-off date”).
8. The Postal Ballot Notice is being sent to Members in electronic form who have registered their email IDs with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a prepaid self-addressed envelope.
9. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, i.e. Friday, August 9, 2019.
10. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
11. **Voting through physical postal ballot forms:** 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 pre-paid self- addressed envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 p.m. on Monday, September 16, 2019. Envelopes containing Postal Ballots, if sent by courier or registered post or speed post at the expense of the Members, will also be accepted. Any postal ballot received after 5.00 p.m. on Monday, September 16, 2019 will be considered invalid. The instructions for voting through postal ballot are mentioned in the postal ballot form and the same is annexed hereto.
12. **Voting through electronic means:** In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has offered facility of remote e-voting (“e-voting”) to all its



members whether holding shares in Demat Form or in physical Form to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as Authorised Agency to provide remote e-voting facility to its members. The instructions for e-voting forms part of this Notice.

13. The Postal Ballot Notice will also be available on the Company’s website at www.goodluckindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
14. The Scrutinizer shall after the conclusion of e-voting period unblock the votes cast through remote e- voting and shall make, not later than three days of the conclusion of the voting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The result of the Postal Ballot (including e-voting) will be announced by the Chairman or any person authorised by him, on or before 5.00 p.m. on Tuesday, September 17, 2019 at the Corporate Office of the Company situated at Goodluck House, 166-167, Nehru Nagar, Ambedkar Road, Ghaziabad, U.P. – 201001.
16. The Result declared along with Scrutinizer’s Report shall be placed on the website of the company - www.goodluckindia.com and on the website of NSDL at www.evoting.nsdl.com, immediately after the declaration of result by the Chairman or a person authorized by him in writing and the same shall also be displayed on the Notice Board of the Company at its registered office and its head office/corporate office.
17. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Monday, September 16, 2019, i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
18. All the material documents referred to in the 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 Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/e-voting.

Explanatory Statement under Section 102 of the Companies Act, 2013:

The following Statement pursuant to Section 102 of the Companies Act, 2013, 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 15, 00,000 (fifteen lakhs) Convertible Warrants, on preferential issue basis at an exercise price of Rs. 65/- per underlying equity share of the face value of Rs. 2/- each (including a premium of Rs. 63/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to promoter group.

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 upto 15, 00,000 (fifteen lakhs) Convertible Warrants, on preferential issue basis at an exercise price of Rs. 65/- per underlying equity share of the face value of Rs. 2/- each (including a premium of Rs. 63/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to promoter group.

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 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 Convertible Warrant/ Resulting Equity Shares is August 16, 2019.

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

It is proposed to that the Convertible Warrants shall be issued at an exercise price of Rs. 65/- per underlying equity share of the face value of Rs. 2/- each (including a premium of Rs. 63/- 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 is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

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 persons**. The identity and the pre-issue & post issue shareholding of the proposed allottee is shown in the table below:

S.No.	Name of the 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	Warrants to be allotted	Pre-preferential shareholding		Post-preferential shareholding*	
						Share	%	Share	%
1	Neeta Garg	R-4/52, Raj Nagar, Ghaziabad-201001	AATPG1865G	Neeta Garg	60000	615770	2.68	675770	2.76
2	Shikha Garg	R-4/52, Raj Nagar, Ghaziabad-201001	AATPG1867E	Shikha Garg	120000	379250	1.65	499250	2.04
3	Harsh Garg	R-4/52, Raj Nagar, Ghaziabad-201001	BNRPG2301R	Harsh Garg	70000	0	0.00	70000	0.29
4	Umesh Garg	R-10/159, Raj Nagar,	AGQPG5361E	Umesh Garg	75000	481768	2.09	556768	2.27

		Ghaziabad-201001							
5	Swati Bansal	R-10/159, Raj Nagar, Ghaziabad-201001	AQRPB8590P	Swati Bansal	75000	0	0.00	75000	0.31
6	Mithlesh Garg	R-10/159, Raj Nagar, Ghaziabad-201001	AGPPG7201A	Mithlesh Garg	25000	690000	3.00	715000	2.92
7	Umesh Garg & Sons (HUF)	R-10/159, Raj Nagar, Ghaziabad-201001	AABHU3464K	Mr. Umesh Garg (PAN: AGQPG5361E)	75000	0	0.00	75000	0.31
8	Shruti Aggarwal	R-2-93, Raj Nagar, Ghaziabad-201001	AYVPG6866F	Shruti Aggarwal	110000	0	0.00	110000	0.45
9	Shyam Agrawal	R-2-93, Raj Nagar, Ghaziabad-201001	ACDPA9758Q	Shyam Agrawal	115000	143706	0.62	258706	1.06
10	Bhavya Garg	KF-7 Kavi Nagar, Ghaziabad-201001	AVDPG7188B	Bhavya Garg	250000	0	0.00	250000	1.02
11	Parul Garg	KF-7 Kavi Nagar, Ghaziabad-201001	AENPJ4566K	Parul Garg	100000	120000	0.52	220000	0.90
12	Radhika Garg	KF-7 Kavi Nagar, Ghaziabad-201001	AYLPG8627J	Radhika Garg	100000	120000	0.52	220000	0.90
13	Ritu Garg	KF-7 Kavi Nagar, Ghaziabad-201001	AIPPG2691E	Ritu Garg	100000	121371	0.53	221371	0.90
14	Reena Garg	R-2/99, Raj Nagar, Ghaziabad-201001	ACCPG9573A	Reena Garg	150000	186294	0.81	336294	1.37
15	Sapna Garg	R-2/99, Raj Nagar, Ghaziabad-201001	ACCPG9569N	Sapna Garg	75000	334247	1.45	409247	1.67
	TOTAL				1500000	3192406	13.88	4692406	19.15

* Assuming full conversion of Convertible Warrants

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

None of the promoter group person and none of the proposed allottee has sold or transferred any shares of the Company during the six months period prior to the Relevant Date. All the pre-preferential shareholding held by the proposed allottees has been held in demat form.

None of the promoters, promoter group persons, directors or the proposed allottee is debarred or prohibited to access the capital market. Further, none of the promoters, promoter group persons, directors or the proposed allottees is a wilful defaulter or a fugitive economic offender. Accordingly, disclosure under Schedule VI of the SEBI (ICDR) Regulations, 2018 is not applicable.

Proposed change in control upon preferential issue: Consequent to the proposed preferential issue of Equity Shares; there shall not be any change in control of the Company.



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 to Promoter and Promoter Group and the Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis to the Promoter and Promoter Group, shall be locked-in for a period of three years from the date of trading approval by the stock exchange. However, not more than twenty percent of the total capital of the issuer shall be locked-in for three years from the date of trading approval by the stock exchange and equity shares allotted in excess of the twenty percent shall be locked-in for one year from the date of trading approval by the stock exchange.

The Convertible Warrants shall also be under lock-in for a period of one year 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 six months 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: Apart from the proposed allottees as mentioned in the special resolution and this explanatory statement, no other promoters or any directors or key management persons 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 held	%		No. of Shares held	%
A.	Promoter and Promoter Group Holding					
1	Indian					
	Individual & HUF	14305108	62.18	1500000	15805108	64.50
	Bodies-corporate	0	0	0	0	0.00
2	Foreign	0	0	0	0	0.00
	Sub-total	14305108	62.18	1500000	15805108	64.50
B	Non Promoter shareholding					
1	Institutional Investors	1930	0.01	0	1930	0.01
2	Non- Institutional	0	0	0	0	0.00
	Private Corporate Bodies	1192685	5.18	0	1192685	4.87
	Indian Public (Individuals/ HUF)	6745701	29.32	0	6745701	27.53
	Others (including NRIs)	760826	3.31	0	760826	3.10
	Sub-total	8701142	37.82	0	8699212	35.50
	Grand Total	23006250	100.00	1500000	24504320	100.00

* Assuming full conversion of Convertible Warrants

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

Proposed time of Allotment: The allotment of Equity Shares and 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 in the present general meeting, excluding the time taken in obtaining the necessary statutory approvals.



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.

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 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 allottees.

Auditor's Certificate: 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, 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.

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.

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.

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

For Goodluck India Limited

Sd/-

Abhishek Agrawal
Company Secretary
ACS 20983

Date: 13-08-2019

Place: Ghaziabad

**GOODLUCK****GOODLUCK INDIA 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, 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 1500000 warrants convertible into equal number of equity shares to promoter category on preferential basis			

Place :

Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN (E Voting Sequence Number)	USER ID	PASSWORD

Notes :

1. Kindly read the instructions printed overleaf before filing the form.
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is 16th September, 2019.
3. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

P.T.O.

1. **Voting through electronic means:**

- a. In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has offered facility of remote e-voting ("e-voting") to all its members whether holding shares in Demat Form or in physical Form to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") as Authorised Agency to provide remote e-voting facility to its members. The instructions for e-voting forms part of this Notice.
- b. Members are requested to carefully read the instructions for e-voting before casting their vote.
- c. The e-voting facility will be available during the following voting period after which Blocked and shall not be available for e-voting:

Commencement of remote e-voting	From 09.00 a.m. (IST) on Sunday, August 18, 2019
End of remote e-voting	Upto 05.00 p.m. (IST) on Monday, September 16, 2019

- d. The procedure and instructions for remote e-voting are as under:
- i. Incase of Members receiving Postal Ballot Notice through e-mail from NSDL [for members whose e-mail addresses are registered with Company / Depository Participant(s)]:
- (a) Open e-mail and open 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 remote e-voting. Please note that the password is an initial password.
- (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- (c) Click on Shareholder– Login
- (d) Put user ID and password as initial password noted instep (a)above. Click Login
- (e) Passwordchangemenuappears.Changethepasswordwithnewpasswordofyour choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (g) Select "EVEN" of "**Goodluck India Limited**".
- (h) Now you are ready for remote e-voting as Cast Vote page opens.
- (I) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (l) 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.
- ii. Incase of Members receiving Postal Ballot Notice by post and opting for voting through Electronic means [for members whose e-mail addresses are not registered with the Company/ Depository Participant(s)]:
- (a) initial password is provided at the bottom of the postal ballot form/ in the communication being sent separately.
- (b) Please follow instructions from Sl. No. (a) to (l) under heading (I) above to vote through remote e-voting platform
- e. Incase of any query or grievance pertaining to e-voting, Members may contact Ms.Pallavi Mhatre, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013. Email : evoting@nsdl.co.in / pallavid@nsdl.co.in, Tel : 912224994545 / 1800-222-990. Further, Members may also refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no. :1800-222-990.
- f. Once the vote on are solution is cast by the member, he shall not be allowed to change it subsequently or cast vote again
- g. The Members can opt for only one mode of voting, i.e., either by physical ballot or e voting. Incase members cast their votes through both the modes, votes cast through e voting shall be treated as Valid and votes cast through physical Postal Ballot Form will be treated as invalid.
2. The Postal Ballot Notice will also be available on the Company's website at www.goodluckindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
3. The Scrutinizer shall after the conclusion of e-voting period unblock the votes cast through remote e- voting and shall make, not later than three days of the conclusion of the voting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
4. The result of the Postal Ballot (including e-voting) will be announced by the Chairman or any person authorised by him, on or before 5.00 p.m. on Tuesday, September 17, 2019 at the Corporate Office of the Company situated at Goodluck House,166-167, Nehru Nagar, Ambedkar Road, Ghaziabad, U.P. - 201001.
5. The Result declared along with Scrutinizer's Report shall be placed on the website of the company - www.goodluckindia.com and on the website of NSDL at www.evoting.nsdl.com, immediately after the declaration of result by the Chairman or a person authorized by him in writing and the same shall also be displayed on the Notice Board of the Company at its registered office and its head office/corporate office.
6. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Monday, September 16, 2019, i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
7. All the material documents referred to in the 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 Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/e-voting.