

## REPORT ON CORPORATE GOVERNANCE

### MANAGEMENT'S PERSPECTIVE ON CORPORATE GOVERNANCE

In Goodluck India Limited, Corporate Governance is an integral element in improving efficiency and growth as well as investor confidence. The Company believes that strong governance standards, focusing on fairness, transparency, accountability and responsibility are vital, not only for the healthy and vibrant corporate sector growth, but also for inclusive growth of the economy. The Company has always focused on good Corporate Governance, which is a key driver of sustainable corporate growth and long term value creation for its stakeholders. The Company always endeavors to leverage its human and capital resources to translate opportunities into reality, create awareness of corporate vision and spark dynamism and entrepreneurship at all levels.

The Company is in compliance with the principles of Corporate Governance as prescribed by SEBI in regulation 17 to 27 read with Schedule V and regulation 46 of SEBI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). The Directors fully endorse and support the essentials of Corporate Governance and accordingly herein below gives a report on Corporate Governance.

### BOARD OF DIRECTORS

The Company has a very balanced and diverse Board of Directors, which primarily takes care of the business needs and stakeholders' interest. The Board is at the core of our corporate governance practice and oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. The Board

comprises persons of eminence with excellent professional achievements in their respective fields. The Non-executive Independent Directors on the Board are experienced, competent and highly renowned persons from the fields of finance & taxation, economics, law, governance etc. They take active part at the Board and Committee Meetings by providing valuable guidance to the Management on various aspects of business, policy direction, governance, compliance etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors.

The composition of the Board complies with Regulation 17 of the Listing Regulations as well as the provisions of the Companies Act, 2013. As on March 31, 2024, the Company has Eight Directors on its Board of which 4 Directors are Independent Directors including two woman director which was 50 % of the total number of Directors. At present the number of Non- Executive Directors (NEDs) is more than 50% of the total number of Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships held by them in other companies as on 31st March, 2024 are given below:

Name of the Director	Category	No. of Board Meetings attended		Attendance at last AGM (Yes/No)	Relationships between Directors inter-se	No. of Directorships in other public Limited Cos.	Name of the listed entity where the person is a director and the category of Directorship	No. of Chairmanship / Memberships of Committees in other Public Ltd. Cos.	
		Held	Attended					Chairmanship	Membership
Mr. M.C. Garg	Promoter, Executive Chairman	11	11	Yes	Brother of Mr. R. C. Garg	4	0	0	2
Mr. R. C. Garg	Executive Director	11	10	Yes	Brother of Mr. M. C. Garg	4	0	0	1
Mr. Nitin Garg	Executive Director	11	11	Yes	Not Applicable	3	0	-	-
Mr. Shambhu Nath Singh	Executive Director	7	7	No	Not Applicable	0	0	-	-
Mr. Rajiv Goel	Independent, Non-Executive Director	11	11	Yes	Not Applicable	0	0	-	-

Mrs. Rajni Abbi	Independent, Non-Executive Director (woman)	11	11	Yes	Not Applicable	0	0	-	-
Mrs. Charu Jindal	Independent, Non-Executive Director (woman)	11	9	No	Not Applicable	1	0	0	1
Mr. Madhur Gupta	Independent, Non-Executive Director	11	11	No	Not Applicable	1	0	2	0
Mr. Satish Kumar Gupta*	Independent, Non-Executive Director	1	0	No	Not Applicable	0	0	0	0

**Note:**

- On account of Professional judgement, Mr. Satish Kumar Gupta has shown his inability to continue with the position of Independent Director of the Company and ceased to be director with effect from 08<sup>th</sup> April, 2023.

**Details of equity shares of the Company held by the Non- Executive Directors are given below:**

Name	Category	Number of equity shares
Mr. Rajiv Goel	Independent, Non-Executive	0
Mrs. Rajni Abbi	Independent, Non-Executive (woman)	0
Mr. Madhur Gupta	Independent, Non-Executive	0
Mrs. Charu Jindal	Independent, Non-Executive (woman)	0

**NUMBER OF MEETINGS OF THE BOARD**

Eleven Board meetings were held during the year, as against the minimum requirement of four meetings.

**Notes: -**

- During the Financial Year 2023-24, Eleven Board Meetings were held and the gap between two meetings did not exceed four months. The Board Meetings were held on 08th April 2023, 15th May 2023, 19th July 2023, 02nd September, 2023, 03rd October 2023, 28th October, 2023, 09th November, 2023, 15th November, 2023, 06th January, 2024, 01st February, 2024 and 30th March 2024.
- In accordance with the provisions of the Listing Regulation, Membership/chairmanship of only, Audit Committee and Shareholders'/Investors' Grievance Committee have been considered.
- During the year 2023-24, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliance, if any.
- The details of the familiarisation programme of the Independent Directors are available on the website of the Company (<http://www.goodluckindia.com>).

**CODE OF CONDUCT**

The Company has framed Code of Conduct which is applicable to all Directors and members of Senior Management. Pursuant to this Code all the Directors & Senior Management have affirmed compliance with this Code for the year ended March 31, 2024. A declaration of compliance of this Code signed by Chairman is annexed to this report.

## Report on Corporate Governance (Contd.)

**SKILL/EXPERTISE/COMPETENCIES**

The Board has identified the names of the Directors who have following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board. Further, in the opinion of the Board the independent directors fulfill the conditions specified in these regulations and are independent of the management.

Sr. No.	Skill/Expertise/Competencies	Mahesh Chandra Garg	Ramesh Chandra Garg	Nitin Garg	Shambhu Nath Singh	Rajiv Goel	Rajni Abbi	Madhur Gupta	Charu Jindal
<b>1</b>	<b>Global Business</b>								
	Understanding of global business dynamics, across various geographical markets	✓	✓	-	-	✓	-	✓	-
	industry verticals and regulatory jurisdictions.	✓	✓	✓	✓	✓	✓	✓	✓
<b>2</b>	<b>Strategy and Planning</b>								
	Appreciation of long-term trends	✓	✓	✓	✓	✓	✓	✓	-
	Strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.	✓	✓	✓	✓	✓	✓	✓	✓
<b>3</b>	<b>Understanding of industry and operations</b>								
	Experience and knowledge of the functioning	✓	✓	✓	✓	✓	✓	✓	✓
	operations	✓	✓	✓	✓	✓	✓	✓	✓
	growth drivers	✓	✓	✓	✓	✓	✓	✓	-
	business environment and changing trends in the metals	✓	✓	✓	✓	✓	-	✓	-
	manufacturing and engineering industries as well as experience in overseeing large supply chain operations	✓	✓	✓	✓	✓	-	✓	-
<b>4</b>	<b>Understanding of finance and related aspects</b>								
	Experience in financial management of large corporations with understanding of capital allocation & funding and financial reporting processes	✓	✓	-	-	✓	-	✓	-
<b>5</b>	<b>Knowledge of Governance and Law</b>								
	Experience in developing governance practices	✓	✓	✓	✓	✓	✓	✓	✓
	serving the best interests of all stakeholders	✓	✓	✓	✓	✓	✓	✓	-
	maintaining board and management accountability	✓	✓	✓	✓	✓	✓	✓	✓
	building long-term effective stakeholder engagements and driving corporate ethics and values.	✓	✓	✓	✓	✓	✓	✓	✓

## COMMITTEES OF THE BOARD

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted/ Reconstituted a set of Committees with specific terms of reference / scope: Audit Committee, Corporate Social Responsibility, Nomination cum Remuneration Committee & Stakeholder Relationship Committee. The terms of reference of the Committee(s) detailing their scope of work are determined by the Board from time to time. The Board periodically reviews the minutes of the meetings of all Committees. Composition, terms of reference, number of meetings and related attendance etc., of these committees are detailed herein.

### AUDIT COMMITTEE

The Audit Committee of the company has been dealing with matters prescribed by the Board of Directors on a case to case basis. In general, the primary role/objective of the Audit Committee is to review the financial statements of the Company, strengthen internal controls & look into all transactions having monetary implications on the functioning of the Company. The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013.

As on March 31, 2024, the Committee has four Directors. Out of that three Directors are Non-Executive and Independent Directors in accordance with the prescribed guidelines. Mr. Rajiv Goel, is the Chairman of the Committee. The other members are Mr. M. C. Garg, Mr. Madhur Gupta and Mrs. Charu Jindal. The members of the Committee have

adequate knowledge in the field of finance, accounting, and law. The Scope of the functioning of the Audit Committee is to review, from time to time, the internal control procedures, the accounting policies of the Company and such other functions, as may be recommended from time to time by SEBI, Stock Exchanges and/or under the Companies Act, 2013, which inter-alia include review of:

1. Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by the management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal Audit Reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the Statutory Auditor and Chief Internal Auditor; and
6. Statement of Deviation, if any.

The CFO of the Company is permanent invitees to the meetings of the Committee. The Company Secretary acts as Secretary to the Committee. During the year, 8 (Eight) meetings of the Audit Committee were held on 15th May, 2023, 19th July, 2023, 02nd September 2023, 03rd October 2023, 28th October, 2023, 09th November, 2023, 15th November, 2023 and 01st February, 2024, due compliance with the stipulated provisions. The attendance record of members of the Audit Committee is given as under:

S. No.	Name of the Member	Category	Member/Chairman	Meeting Attended
1.	Mr. Rajiv Goel	Independent director	Chairman	8
2.	Mr. Mahesh Chandra Garg	Executive Director	Member	8
3.	Mr. Madhur Gupta	Independent Director	Member	8
4.	Mrs. Charu Jindal <sup>1</sup>	Independent Director	Member	6

#### Note:

1. Upon resignation of Mr. Satish Kumar Gupta from the directorship of the Company, the Audit Committee has been reconstituted and Mrs. Charu Jindal has been appointed as member of the committee w.e.f 08.04.2023 in place of Mr. Satish Kumar Gupta.

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to section 135 of the Act and rules made thereunder the Board has constituted Corporate Social Responsibility Committee. The CSR Committee has prepared a transparent

monitoring mechanism for ensuring implementation of the projects / programs / activities proposed to be undertaken by the Company.

The CSR Committee has the authority to obtain professional advice from external sources and have full access to information contained in the records of the Company as well as the powers to call any employee / external consultant or such other person(s) and for such purpose as may be deemed expedient for the purpose of accomplishments of overall CSR objectives laid down under the Act.

## Report on Corporate Governance (Contd.)

The CSR Committee will review the CSR activities of the Company and will provide progress update to the Board of Directors. The Composition of the Committee and other details has been given under related annexure to the Directors report.

S. No.	Name of the Member	Category	Member/Chairman	Meeting Attended
1.	Mrs. Rajni Abbi	Independent director	Chairman	2
2.	Mr. Ramesh Chandra Garg	Executive Director	Member	2
3.	Mr. Nitin Garg	Executive Director	Member	2

**NOMINATION CUM REMUNERATION COMMITTEE**

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Companies Act, 2013. The role of the Committee, inter alia, is following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of every Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to

During the year, 2 (Two) meetings of the Corporate Social Responsibility Committee meetings was held on 15th May, 2023 and 30th March, 2024. The composition of the Committee and the detail about the meetings of Corporate Social Responsibility Committee are as follows:

remuneration for Directors, Key Managerial Personnel and Senior Management.

- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a policy on Board diversity.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

The detail about Remuneration Policy and remuneration paid to all the directors has already been described in relevant section of the main report. The composition of the Committee and the detail about the meetings of Nomination Cum Remuneration Committee are as follows:

S. No.	Name of the Member	Category	Member/Chairman	Meeting Attended
1.	Mrs. Rajni Abbi	Independent director	Chairman	3
2.	Mr. Rajiv Goel	Independent director	Member	3
3.	Mr. Madhur Gupta	Independent director	Member	3
4.	Mr. M C Garg	Executive Director	Member	3
5.	Mrs. Charu Jindal	Independent director	Member	2

During the year, 3 (Three) meetings of the nomination cum remuneration committee meetings were held on 08th April, 2023, 02nd September, 2023, and 28th October, 2023.

**Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that

may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgment.

**Remuneration to the Whole Time Directors, Non-Executive Directors/ Independent Directors:**

The shareholders of the Company have approved the appointment of Mr. M. C. Garg as Chairman & Whole Time Director and Mr. R. C. Garg and Mr. Nitin Garg as the Whole Time Directors of the Company. The terms and conditions of their appointment including remuneration payable to him was approved in accordance with the provisions of Section 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force). The details of the Remuneration paid the Whole Time Directors, Non-Executive Directors/ Independent Directors is given below:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager (p.a.)			Total Amount
		M.C. Garg	R.C. Garg	Nitin Garg	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	99,60,000	99,60,000	63,60,000	2,62,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	39,600	39,600	1,18,800
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	N.A	N.A	N.A.	N.A
3	Sweat Equity	N.A	N.A	N.A.	N.A
4	Commission - as % of profit - others, specify	N.A	N.A	N.A.	N.A
5	Others, (Incentive)	1,10,00,000	1,00,00,000	1,00,00,000	3,10,00,000
	<b>Total (A)</b>	<b>2,09,99,600</b>	<b>1,99,99,600</b>	<b>1,63,99,600</b>	<b>5,73,98,800</b>

**Remuneration to other directors**

SN.	Particulars of Remuneration					Total Amount
		Rajiv Goel	Rajni Abbi	Charu Jindal	Madhur Gupta	
1	Independent Directors					
	Fee for attending board/ committee meetings	3,85,000	3,85,000	N.A	N.A	<b>7,70,000</b>
	Commission	N.A	N.A	N.A	N.A	<b>N.A</b>
	Others, please specify	N.A	N.A	N.A	N.A	<b>N.A</b>
	Total (1)	3,85,000	3,85,000	N.A	N.A	<b>7,70,000</b>
2	Other Non-Executive Directors	N.A.	N.A.	N.A.	N.A.	<b>N.A.</b>
	Fee for attending board committee meetings	N.A.	N.A.	N.A.	N.A.	<b>N.A.</b>
	Commission	N.A.	N.A.	N.A.	N.A.	<b>N.A.</b>
	Others, please specify	N.A.	N.A.	N.A.	N.A.	<b>N.A.</b>
	Total (2)	N.A.	N.A.	N.A.	N.A.	<b>N.A.</b>
	<b>Total (B)=(1+2)</b>	<b>3,85,000</b>	<b>3,85,000</b>	<b>N.A</b>	<b>N.A</b>	<b>7,70,000</b>
	Total Managerial Remuneration	N.A.	N.A.	N.A.	N.A.	<b>N.A.</b>

During the financial year 2023-24, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors apart from paying Sitting fees. Further, the Directors have not entered into any contracts with the Company or its subsidiaries, which will be in potential conflict with the interest of the Company at large. The Company does not have any stock options plan. Accordingly, none our Directors hold stock options as on March 31, 2024. None of the Executive Directors are eligible for payment of any severance fees.

## Report on Corporate Governance (Contd.)

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Board has constituted the Stakeholders Relationship Committee during the year keeping in line with the statutory requirement. The Committee specifically look into the redressal of shareholders' complaints including complaints related to transfer of shares, non-receipt of annual reports and non-receipt of declared dividends. The Shareholders'/Investors' Grievance Committee consists of the following directors:

S. No.	Name of the Member	Category	Member/Chairman attended	No. of meeting
1.	Mr. Madhur Gupta	Independent director	Chairman	6
2.	Mr. M C Garg	Executive Director	Member	6
3	Mr. R C Garg	Executive Director	Member	6

During the year, 6 (Six) meetings of the Stakeholder and Relationship Committee meetings were held on 29th April, 2023, 29th May, 2023, 18th September, 2023, 09th November, 2023, 29th November, 2023 and 18th March, 2024.

Mr. Abhishek Agrawal, Company Secretary acts as Secretary to the Committee who is also the Compliance Officer.

The terms of reference of the Committee include the following:

- To specifically look into complaints received from the shareholders of the Company.
- To oversee the performance of the Registrar and Transfer Agent of the Company.

- To recommend measurements for overall improvement in the quality of Investors Relation services.

Details pertaining to the numbers of complaints received and resolved and the status thereof during the financial year ended 31st March 2024 are given as follows:

Detail of complaints received/resolved during the year

- No. of Complaints received during the year : 04
- No. of Complaints not resolved to the satisfaction of Shareholders : Nil
- No. of Pending Complaints : Nil
- No. of Pending share transfer as on 31.03.2024 : Nil

**GENERAL BODY MEETING****(I) Annual General Meeting (AGM) Detail**

The details of the last three Annual General Meeting are as follows:

YEARS	DAY, DATE and TIME	VENUE	SPECIAL RESOLUTION PASSED
2021	Wednesday, 29.09.2021 at 12.30 P.M.	The Meeting was held through two-way video conferencing	04
2022	Thursday 29.09.2022 at 11:30 AM	The Meeting was held through two-way video conferencing	04
2023	Saturday 30.09.2023 at 11:00 AM	The Meeting was held through two-way video conferencing	04

**(II) Extra Ordinary General Meeting Detail**

The details of the Extra Ordinary General Meeting of the shareholders are as follows:

YEARS	DAY, DATE and TIME	VENUE	SPECIAL RESOLUTION PASSED
2023	Wednesday, 01.11.2023 at 11:00 A.M.	The Meeting was held through two-way video conferencing	02



**(III) Postal Ballot**

A. During FY 2023-24, the Company sought the approval of the shareholders by way of postal ballot through notice dated 15.11.2023, on the following Special Resolution(s):

S. No.	Description of the Special Resolution(s)	Votes in favor of the resolution		Votes against the resolution	
		No. of votes	% of total vote	No. of votes	% of total vote
1.	To consider and approve the proposal for capital raising in one or more tranches by way of issuance of equity shares through Qualified Institutions Placement ("QIP")	16076985	99.98	3363	0.02

The voting period for remote e-voting commenced on **Sunday, 19th November, 2023 at 9:00 AM (IST)** and ended on **Monday, 18th December, 2023 at 5:00 PM (IST)**. The consolidated report on the result of the postal ballot through remote e-voting for approving aforementioned resolutions was provided by the Scrutinizer on December 19, 2023.

The Board of Directors had appointed Sh. Naveen K. Rastogi, Practicing Company Secretary, having C.P. No. 3785, as the Scrutinizer to scrutinize both the postal ballot process in a fair and transparent manner.

The Special Resolution(s) were passed with requisite majority.

**Procedure for Postal Ballot:**

The Postal Ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, General Circular no.3/2022 dated May 5, 2022, General Circular no.11/2022 dated December 28, 2022 and General Circular no.9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs.

**Details of special resolution proposed to be conducted through postal ballot:**

None of the businesses proposed to be transacted at the ensuing Annual General Meeting, requires passing of a Special Resolution through Postal Ballot.

**DISCLOSURES**

The Board of Directors receives the required disclosures, from time to time, relating to financial and commercial transactions from the key managerial personnel of the company. There have been no materially significant related

party transactions which may have a potential conflict with the interests of the Company. During the year, no personnel have been denied access to the audit committee.

The policy for determining 'material' subsidiaries is disclosed and policy on dealing with related party transactions has been uploaded on the Company's website at [www.goodluckindia.com](http://www.goodluckindia.com)

There has not been any occasion of non-compliance by the Company and therefore, no penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any other Statutory Authority, on any matter related to capital markets, during the last three years.

The Company has formulated a Whistle Blower Policy / Vigil Mechanism for the directors and employees (including their representative body) to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases. Further, we affirm that no personnel has been denied access to the audit committee. The detail policy is uploaded on the website of the Company.

**NEAPS (NSE Electronic Application Processing System), BSE Corporate Compliance & the Listing Centre:**

NEAPS and NSE Digital Exchange Portal is a web-based application designed by NSE for corporate e-filing.

BSE Listing is a web-based application designed by BSE for corporate e-filing.

All periodical compliance filings, inter alia, shareholding pattern, Corporate Governance Report, corporate announcements, amongst others are in accordance with the Listing Regulations filed electronically with NEAPS, NSE Digital Exchange Portal and BSE Listing Centre.



**MEANS OF COMMUNICATION****(I) Quarterly/ Half Yearly/ Annual Results**

The Quarterly, Half Yearly and Annual Results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board

**(II) News Releases**

The Quarterly, Half Yearly and Annual Results of the Company are published in the prescribed format within 48 hours of the conclusion of the meeting of the Board in which they are considered, at least in one English newspaper and in one Vernacular newspaper of the State where the Registered Office of the Company is situated. The Company generally publishes its financial results in Financial Express/Jansatta.

**(III) Website**

The Company's website [www.goodluckindia.com](http://www.goodluckindia.com) contains a separate dedicated section to Investors, where the shareholders information and Financial Results are available. The Company's Information, financial results, shareholding pattern and other

information are also available on [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

**(IV) Presentations to Institutional Investors or Analysts**

Presentations for Investors and Analysts are uploaded on NEAPS and BSE Online Portal of NSE and BSE respectively and uploaded on the Company's website [www.goodluckindia.com](http://www.goodluckindia.com)

**CERTIFICATE FOR NON-DISQUALIFICATION OF DIRECTOR**

A certificate has been received from Ravi S. Sharma & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

**POLICY FOR DETERMINING THE MATERIAL SUBSIDIARY**

The Company's website [www.goodluckindia.com](http://www.goodluckindia.com) contains a separate dedicated section to Investors, where the policy for determining the material subsidiary is available.

**FEE FOR THE SERVICES PAID BY THE COMPANY AND ITS SUBSIDIARIES TO THE STATUTORY AUDITOR**

Particulars	Amount (₹ in Lakhs)
Services as statutory auditors (including quarterly audits)	8.80
Tax audit	NIL
Services for tax matters Other matters	NIL
Re-imbursment of out-of-pocket expenses	NIL

**GENERAL SHAREHOLDER INFORMATION****(I) Annual General Meeting (Tentative & subject to Change)**

The Annual General Meeting is proposed to be held on **September 28, 2024**

Day, Date and Time	Saturday, September 28, 2024 at 11:00 A.M.
Venue	through Video Conferencing / Other Audio Visual Means ('OAVM').
Date of Book Closure	From 22.09.2024 to 28.09.2024 (both days Inclusive)
Dividend Payout Date	27th October, 2024

**(II) Financial Calendar 2024-25 (Tentative & Subject to Change)**

First Quarter Result	July, 2024
Second Quarter Result	November, 2024
Third Quarter Result	February, 2025
Annual Results for the year ending on 31.03.2025	May, 2025

### (III) Listing on Stock Exchange

The company's shares are listed at the following stock exchanges and has paid the annual listing fee to both of the stock exchange:

#### BSE Limited

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001  
Stock Code : 530655

#### National Stock Exchange Limited

Exchange Plaza C-1,Block-G Bandra Kurla Complex Bandra  
(E) Mumbai-400051  
Stock Code : GOODLUCK

### (IV) Market Price Data

The monthly high/low market price of shares during last financial year 2023-24 at the National Stock exchange (NSE) are as under:

Month	High Price	Low Price	Close Price
Apr-23	472.5	414.8	455.35
May-23	496.5	367	474.65
Jun-23	479.95	393.3	423.8
Jul-23	512.7	422.05	506.4
Aug-23	605	475	572.75
Sep-23	627.65	554.7	609.7
Oct-23	877	597.2	850.35
Nov-23	930.95	803.15	874.35
Dec-23	968.95	852	940.65
Jan-24	1168.75	944.8	1061.5
Feb-24	1115.5	939.3	971.1
Mar-24	999	774.55	874.8

### STOCK PRICE PERFORMANCE (NSE)

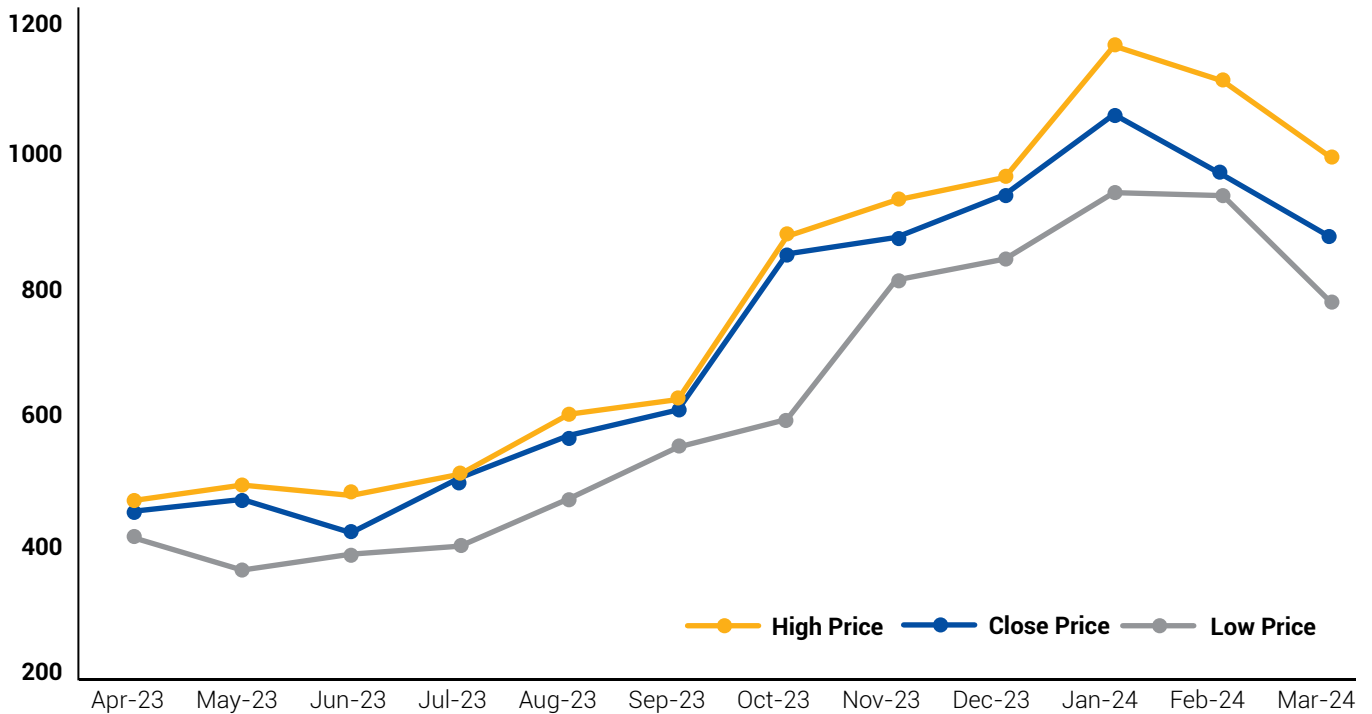


## Report on Corporate Governance (Contd.)

The monthly high/low market price of shares during last financial year 2023-24 at the Bombay Stock Exchange (BSE) are as under:

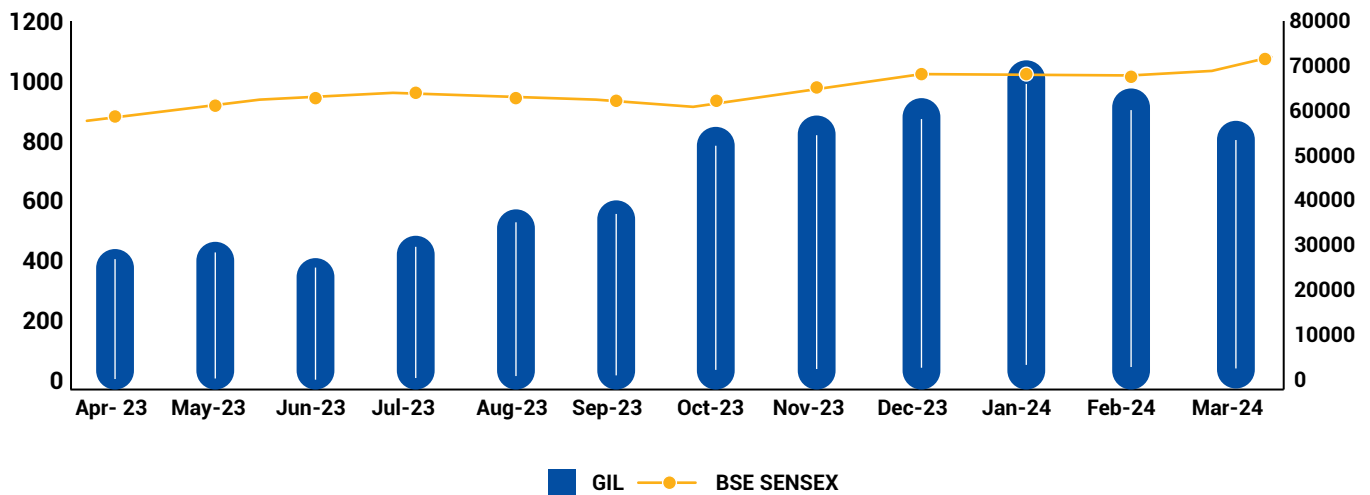
Month	High Price	Low Price	Close Price
Apr-23	472.1	415.35	455.7
May-23	495.9	365.6	473.9
Jun-23	479.95	390	422.85
Jul-23	512.5	402.3	507.1
Aug-23	604.4	475.05	571.95
Sep-23	627	554.05	611.05
Oct-23	877	596.55	850.05
Nov-23	932.5	810	875.3
Dec-23	967.35	842.25	941.15
Jan-24	1168.8	944	1063.85
Feb-24	1115	939.4	971
Mar-24	996.85	774.55	874.6

## STOCK PRICE PERFORMANCE (BSE)



**(V) Performance of the share price of the Company in comparison to the BSE Sensex:**

**GOODLUCK INDIA SHARE PRICE VS. BSE SENSEX**



**(VI) Registrar And Share Transfer Agent**

The company has appointed MAS Services Ltd. as the Registrar and Share Transfer Agent of the company. The Correspondence address of the agent is as follows:

MAS Services Ltd.  
 T – 34, 2nd Floor,  
 Okhla Industrial Area, Phase – II,  
 New Delhi – 110 020  
 Email – investor@masserv.com

**(VII) Share Transfer System**

The Company's shares are traded compulsorily in Demat segment on the Stock Exchanges. Shares received for transfer in physical mode are processed and valid transfers are approved within prescribed time limit. Duly transferred share certificates are dispatched within statutory time limit.

A summary of approved transfers, transmissions, deletion requests, etc., are placed before the Board of Directors from time to time as per Listing Regulations. Your Company obtains a half-yearly compliance

certificate from a Company Secretary in Practice as required under Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force) and files a copy of the said certificate with BSE & NSE.

**(VIII) Investor Education and Protection Fund (IEPF)**

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF authority. Accordingly, the Company has transferred the unclaimed and unpaid dividends. Further, the corresponding shares will be transferred as per the requirement of the IEPF rules, details of which are provided on Company's website [www.goodluckindia.com](http://www.goodluckindia.com).

Report on Corporate Governance (Contd.)

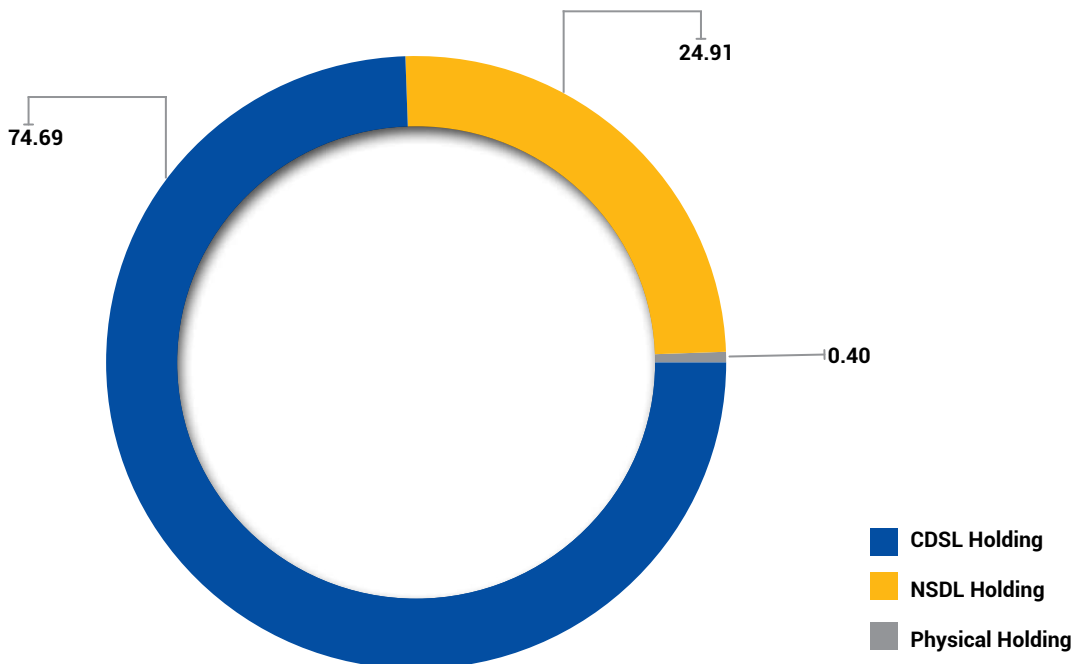
**(IX) Distribution of Shareholding and Shareholding Pattern**

Distribution of shareholding and shareholding pattern of the shares as on 31.03.2024 are as follows:

SHARE HOLDING OF NOMINAL VALUE OF ₹ 2/-	SHARE HOLDERS		SHARES HELD	
	NUMBER	% TO TOTAL	NUMBER	% TO TOTAL
1 TO 1000	30,733	92.45	19,64,310	6.18
1001 TO 2000	1,162	3.50	9,04,272	2.85
2001 TO 4000	622	1.87	9,16,667	2.89
4001 TO 6000	200	0.60	5,00,458	1.58
6001 TO 8000	103	0.31	3,63,584	1.14
8001 TO 10000	88	0.27	4,05,501	1.28
10001 TO 20000	151	0.45	10,66,079	3.36
20001 AND ABOVE	185	0.56	2,56,53,038	80.74
<b>TOTAL</b>	<b>33,244</b>	<b>100</b>	<b>3,17,73,909</b>	<b>100</b>

**(X) Dematerialization of Shares and Liquidity**

	NO. OF SHAREHOLDERS	% OF NO. OF SHAREHOLDERS	NO. OF SHARE	% OF SHARE HELD
NSDL	9,064	27.06	79,13,830	24.91
CDSL	24,315	72.59	2,37,33,079	74.69
PHYSICAL	116	0.35	1,27,000	0.40
<b>TOTAL SHARE HOLDERS</b>	<b>33,495</b>	<b>100</b>	<b>3,17,73,909</b>	<b>100</b>

**% of Shares held**

**(XI) Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:**

During the year, the Company has issued 500000 warrants convertible into equal no. of equity shares at a price of ₹ 600/- each (Including a premium of ₹ 598/- per share) on November 09, 2023 to the persons belonging to promoter group on preferential Basis on a price determined as per SEBI (Issue of capital and disclosure requirements), 2018. These warrants have to be converted into equal no. of Equity shares, in one or more tranches, within a period of eighteen months from the date of allotment of convertible warrants.

Further the Company has issued 11,00,000 Equity shares at ₹ 600/- each (Including a premium of ₹ 598/- per share) on November 09, 2023 to the persons belonging to non-promoter group on preferential Basis.

Pursuant to the conversion of warrants, the Company has allotted 1290000 equity share of the face value of

₹ 2/- each, at a price of ₹ 305/- per equity share to the persons belonging to the Promoter group on January 06, 2024.

Further during the financial year, the Company has also issued 2127659 equity share at a price of ₹ 940/- each (Including a premium of ₹ 938/- per share) to Qualified Institutional Buyer (QIB) under Qualified Institutional Placement (QIP) on January 17, 2024.

The fund raised through the allotment of shares & warrants issued on preferential basis has been utilized for the purpose for which the funds were raised. Consequent to the preferential issue of Equity Shares; there is not any change in control of the Company.

**(XII) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities**

The company has the exposure towards risk related to commodity price as well as the foreign exchange risk. The concern risks have been discussed under the Management Discussion and Analysis and note on financial statements forming part of the Annual Report.

**(XIII) Plant Location**

A 42 & 45, Industrial Area, Sikandrabad, Distt. – Bulandshahar (U. P.)	A-51, Industrial Area, Sikandrabad, Distt. – Bulandshahar (U.P.)	Khasra No. 2839, Dhoom Manik Pur, Dadri, Distt.- G. Budh Nagar (U.P.)	A-59, Industrial Area, Sikandrabad, Distt. -Bulandshahar (U.P.)	D-2, 3 & 4 UPSIDC Gopalpur Industrial Area & Khata No. 5/17, 73/18 & 75/9, Village Rajarampur, Sikandrabad(U.P.)	Survey No. 495. Vill. Sikra, Talluka – Bhachau, Dist. – Kutch, Gujarat
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**(XIV) Correspondence Address**

The Investor's may send their correspondence to the Registrar and Share Transfer agent or directly to the company at the following Address:

**Good Luck House,**

II – F, 166-167, Nehru Nagar,

Ambedkar Road, Ghaziabad – (U.P.) - 201001

Email: investor@goodluckindia.com

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members of**

**Goodluck India Limited**

509, Arunachal Building,  
Barakhamba Road, Connaught Place,  
New Delhi – 110001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of "Goodluck India Limited" having CIN L74899DL1986PLC050910 and having registered office at 509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi -110001 and (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN
1.	MAHESH CHANDRA GARG	00292437
2.	RAMESH CHANDRA GARG	00298129
3.	NITIN GARG	02693146
4.	MADHUR GUPTA	03193827
5.	RAJIV GOEL	05161245
6.	RAJNI ABBI	08867489
7.	CHARU JINDAL	09776017
8.	SHAMBH NATH SINGH	09847470

For, **RAVI S SHARMA & ASSOCIATES**

Company Secretaries

Firm Reg. No-I2008DE626400

**Ravi. S. Sharma**

M. No. - F7336

COP No - 8007

UDIN: F007336F000451441

Place: New Delhi

Date: May 28<sup>th</sup>, 2024



## AFFIRMATION OF COMPLIANCE WITH CODE OF CONDUCT

Pursuant to the requirements of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for year ended 31.03.2024.

**For Goodluck India Limited**

Place: Ghaziabad

Date: 28<sup>th</sup> May, 2024

**Maresh Chandra Garg**

Chairman

## COMPLIANCE CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To

The Members of **Goodluck India Limited**

We have examined the compliance of the conditions of Corporate Governance by Goodluck India Limited for the year ended 31st March, 2024, as stipulated in Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our Examination was limited to a review of procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, **RAVI S SHARMA & ASSOCIATES**

Company Secretaries

Firm Reg. No-I2008DE626400

**Ravi. S. Sharma**

M. No. - F7336

COP No - 8007

UDIN: F007336F000451450

Place: New Delhi

Date: 28.05.2024