

NOTICE

Notice is hereby given that 1st Annual General Meeting of the members of **Goodluck Defence and Aerospace Limited** will be held on, Saturday, 21st Day of September, 2024 at 11.00 AM through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended on 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mahesh Chandra Garg (DIN: 00292437), who retires by rotation and, being eligible, offer himself for re-appointment.
3. To appoint auditors of the company and to fix their remuneration and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Sanjeev Anand & Associates, Chartered Accountants (Firm Reg. No.: 007171C), be and is hereby appointed as Statutory Auditor of the Company for a period of five years starting from 01.04.2024 and that they shall hold office from the conclusion of this AGM till the conclusion of 6th AGM for the financial year 2028-29 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. TO ALTER THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** in accordance with the provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, the consent of the members of the Company be and is hereby accorded for effecting the alteration in the existing Clause 3(B) of the Memorandum of Association of the Company in the following manner :

In Existing Clause 3(B) – Matters Which are necessary for the furtherance of the Objects specified in Clause 3 (A) of the MOA be altered by deletion of ‘sub clause No. 1 to 29’ and addition of New ‘sub Clause No. 1 to 41’ as given below:

1. To enter into contracts, agreements and arrangements with any other company, firm or person in India or abroad on behalf of the company for the objects for which the company is formed.
2. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns or undertakings or of any assets, properties, rights in connection with the business of the company.
3. To establish branches, subsidiary companies or appoint agencies for or in connection with any of the objects of the company, and to enter into any arrangement with such subsidiary company for taking the profits to and bearing the losses of any business or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which seems desirable with reference to any business or branch so carried on including power at any time either temporarily or permanently, or close any such branch or business.
4. To establish and maintain branch offices and local registers and to procure recognition of the company and to carry on business in any part of the world as are possessed by local companies or partnerships or as may be thought desirable.
5. To nominate directors or managers of any such subsidiary or any other company in which this company is or may be interested.
6. Subject and supervision of the Act to take part in the technical supervision and control of the business or operations of any company or undertaking having similar objects and to appoint and remunerate any directors, accountants or other experts or agents for such business operation.
7. To purchase, take on rent or in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, and in particular any land, buildings, machinery, plant and either to retain any property so acquired for the purpose of the Company's business or to the same to account as may seem expedient.
8. To construct, improve, maintain, work, manage, carry out or control any buildings, offices, roadways,

branches or siding, bridges, wells, reservoirs, watercourses, wharves, warehouse, electric works, shops, stores and other buildings for housing employees, workers and others, other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and contribute to , subsidise or otherwise assist or take part in the construction, improvement, maintenance, development working, management, carrying out or control thereof.

9. To sell, rent, mortgage, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights, and effects of the company or any part thereof, for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.
10. To acquire and undertake whole or any part of the business, property and liabilities of any person, firm or company carrying on or proposing to carry on any business which the company is authorized to carry on or possessed of property suitable for the purpose of this company.
11. To amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person, firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the company, or enter into arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company, to acquire the business of the company or connected therewith any of the company's property and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
12. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other company whose objects are, or include objects similar to those of this company whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking subject to the liabilities of this or any such company as aforesaid, with or without winding up or by sale or purchase of fully or partly paid up shares or otherwise of controlling interest in the shares or stock of this or any other company as aforesaid or in any other manner.
13. To enter into arrangement with any government or authorities, municipal, local or otherwise, or any other person or company that may seem conducive to the company's objects, or any of them, and to obtain from such government, authority, person or company any rights, privileges, charters, contracts, licenses and any concessions which the company may think fit, desirable to obtain and to carry out, exercise and comply therewith.
14. To apply for, promote, and obtain any act, charter, order, regulation, privilege, concession, license, or authorization of any government, municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for any other purpose which seems expedient and to oppose any bills, proceedings or applications which may be seen calculated to prejudice the company's interests, and to appropriate any of the company's share, debenture or any other securities and assets to defray the necessary cost, charges and expenses thereof.
15. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, invention, trade-marks, designs, formulae, copyrights, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited rights to their use , or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company and to use exercise, develop, or grant licenses in respect of or otherwise turn to account the proprietary rights, or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
16. To sell any patent right or privilege belonging to the company or which may be acquired by it or any interest in the same, and to grant licenses for use and practice of the same or any inventions, patents or privileges in which the company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any invention, patents, and privileges in which the company may be interested.
17. To sell or sublet any concession or licenses obtained for contracts entered into and generally to sell the whole or part of the property and business of the company for cash or for the shares or obligations of any person or persons.
18. To improve, manage, cultivate, develop, exchange, refine, repair, alter, let on account, grant rights, and privileges in respect, of or otherwise deal with all or part of the properties and rights of the company.
19. To adopt such means of making known the business of the company as may seem expedient, and in particular by advertising in the press, circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

20. Subject to the provisions of the Companies Act, 2013 to make donations to such persons or institutions and in such case and either by cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to this company and also to subscribe, contribute or otherwise assist or guarantee money for charitable scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects or for any exhibition or for any public, general or other objects.
21. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pensions or superannuation fund for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at the time in the employment or service of the company or any company which is a subsidiary of the company or its predecessors in business or of persons having dealing with the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time directors or officers of the company or any other company, as aforesaid, and the wives, widows, families, dependents and connections of any such persons, and to also establish and subscribe to any institutions, associations, clubs, or funds calculated to be for the benefit of or for advancing the interests and well being of the company or any such other company as aforesaid, and make payments toward the insurance of any such persons and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
22. To refer or agree to refer any claim, demand, dispute or any other question, by or against the company, or in which the company is interested or concerned, and whether between the company and the members or their representatives, or between the company and third parties, to arbitration in India or at any other place outside India, and to observe and perform awards made thereon, and to do all acts, deeds, matters and things necessary or expedient to carry out or enforce the awards.
23. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the promotion, formation and registration of the company.
24. To pay all preliminary expenses of any company promoted by the company or any company in which the company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owner of any business property acquired by any such company.
25. To pay for any rights or property acquired by the company and to remunerate any person or company for services rendered in placing of or assisting to place or guaranteeing the placing of shares in the company's capital or any debentures, debenture stock, or any other securities of the company or in or about the formation or promotion of the company, or in the acquisition of property by the company or the conduct of its business or otherwise for any of the purpose of the company, whether by cash payment or by allotment of shares, debentures, or other securities of the company, credited as paid up in full or in part or otherwise.
26. To open any kind of accounts in the bank, and to make, draw, accept, endorse, discount, execute, and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
27. To vest any movable or immovable property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
28. Subject to the provisions of the Companies Act, 2013, to distribute among members in specie or in kind any property of the company or any proceeds of sale or disposal of any property of the company in the winding up of the company.
29. To insure whole or any part of the property and assets of the company either fully or partially to protect and indemnify the company from liability or loss in any respect either fully or partially, and to also ensure, and to protect and indemnify any part or portion thereof either in mutual principle or otherwise.
30. To carry out in any part of the world all or any of the company's objects as principal, agent, contractor, or otherwise, and by or through agents or otherwise, and either alone or in conjunction with any person, firm, association, corporate body, municipality, province, state, body politic or government or colony or dependency thereof.
31. To subscribe, acquire, take up, and hold shares, stocks, debentures, debenture stock, bonds, obligations, and any other securities issued or guaranteed by any company, Government sovereign Ruler, Commissioner, public body or authority supreme, municipal, local or otherwise, whether in India or in any foreign country.
32. To issue and deposit any securities which the company has power to issue by way of mortgage, to secure any sum or for performance of any contracts or obligations of the company or of its customers or any persons or corporations having dealings with the company, or in whose business or undertakings the company is interested, whether directly or indirectly.

33. To borrow money from banks, institution and other agencies for the objects of the Company at such terms as may be decided by the Board of Directors from time to time.
 34. To lend or advance money or property with or without security or to give credit to such persons or companies and upon such terms as may seem expedient and in particular to the customers and persons having dealings with the company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, generally to provide guarantees and to give indemnities and generally to provide credit facilities to customers and others provided that the company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.
 35. To place, to reserve, or to distribute as bonus shares among the members or otherwise to apply as the company if permitted by law and may deem fit including other money received by way of premium on shares or debentures or debentures issued at a premium by the company and the money received in respect of dividends accrued on forfeited shares.
 36. To undertake and execute any trusts, the undertakings of which may seem to the company desirable and either gratuitous or otherwise.
 37. To render or assist in rendering of technical services to any person, firm, company and undertaking in connection with the business of the company.
 38. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India, and in any or all states, territories, possessions, colonies and dependencies thereof and in all foreign countries, and for this purpose to have and maintain and to discontinue, such number of offices and agencies therein as may be convenient.
 39. Subject to the provisions of the Companies Act, 2013 and the Regulations made there under and the direction issued by concerned Authorities, to receive money, securities, valuables of all kinds on deposit or safe custody (not amounting to the business of Banking as defined under the Banking Regulations Act, 1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debenture or debenture stocks (perpetual or otherwise) and to secure the repayment of any money borrowed or raised on owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and guarantee the performance by the Company or any other person or body corporate of and any obligation undertaken by the Company or any other such person or Company, as the case may be.
 40. Subject to the provisions of the Companies Act, 2013 and the Regulations made there under and the direction issued by concerned Authorities, to provide guarantees, counter-guarantees, third party guarantees or stand as surety for payment of money, secured or unsecured, obtained by the company from banks, financial institutions, companies, firms, individuals or other entities on commission or otherwise and to pay for the money so guaranteed in respect of contracts, mortgages, charges, banking facilities, instruments and securities of any such entities as aforesaid. The company shall give guarantee or security by way of mortgage of Companies immovable properties for such loans/ cash credit/overdraft, acquired by any of its directors, bodies corporate, directly or indirectly or the directors, others may themselves advance money to company or other companies at such interest, terms and conditions as they may deem fit.
 41. To do all such other things as may be deemed incidental or conducive to the attainment of the above Objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried in connection with any of the Company's Objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to digitally/ physically sign and submit necessary forms and documents with the Registrar of Companies, as may be required and to do all such things, acts and deeds and take necessary steps as may be necessary and incidental to give effect to the foregoing resolutions."
5. **TO APPROVE THE APPOINTMENT OF SHRI MAHESH CHANDRA GARG (DIN: 00292437) AS WHOLE TIME DIRECTOR – KEY MANAGERIAL PERSONNEL OF THE COMPANY**
- To consider and if thought fit, to pass the following resolution as a Special Resolution:
- "RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Mahesh Chandra Garg (DIN: 00292437), who has already attained the age of 70 years, as Whole Time Director - Key Managerial Personnel of the Company w.e.f. October 01, 2024 for a period of 5 (Five) years, liable to retire by rotation, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Shri Mahesh Chandra Garg during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Shri Mahesh Chandra Garg under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Shri Mahesh Chandra Garg Whole Time Director of the Company, the Company has no profits or its profits are inadequate, Shri Mahesh Chandra Garg will be paid, then current remuneration or the remuneration as may be approved by the Board of Directors of the Company (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

6. TO APPROVE THE APPOINTMENT OF SHRI RAMESH CHANDRA GARG (DIN: 00298129) AS WHOLE TIME DIRECTOR – KEY MANAGERIAL PERSONNEL OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Ramesh Chandra Garg (DIN: 00298129), who has already attained the age of 70 years, as Whole Time Director

- Key Managerial Personnel of the Company w.e.f. October 01, 2024 for a period of 5 (Five) years, liable to retire by rotation, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Shri Ramesh Chandra Garg during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Shri Ramesh Chandra Garg under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Shri Ramesh Chandra Garg as Whole Time Director of the Company, the Company has no profits or its profits are inadequate, Shri Ramesh Chandra Garg will be paid, then current remuneration or the remuneration as may be approved by the Board of Directors of the Company (including fixed salary, incentives & increments thereto and retirement benefits) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

7. TO APPROVE CREATION OF CHARGES, SECURITIES ON THE PROPERTIES / ASSETS OF THE COMPANY, UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provision of Section 180(1)(a) of the Companies Act, 2013 read with relevant rules made thereunder, and any other applicable provisions, including any modification(s) thereto or re-enactment thereof for the time being in

force, subject to the provisions of Memorandum and Article of Association of the Company and subject to such other approvals, sanctions, consents and permissions as may be necessary to be obtained, the consent of the member 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 include a committee thereof), to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking or create charges, mortgages, hypothecations and pledges 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 movable /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 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).

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute any documents, deeds or writings as may be necessary to be executed in relation to the transfer and vetting of the business undertaking and to make applications to the regulatory and government authorities for the purpose

of obtaining all approvals and sanctions as required to be obtained by the Company in this regards.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and to take all necessary steps to execute all such documents , deeds , instruments and writings and to do all such acts, deeds and things in order to comply with all legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto as the Board may think fit and suitable."

8. TO APPROVE THE OVERALL BORROWING LIMITS OF THE COMPANY, UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT 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 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. 200 crores (Rupees Two 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."

9. APPROVAL FOR RELATED PARTY TRANSACTIONS

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and subject to such other approval, consent, sanctions and permission 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 for entering into a contract/agreement with **M/s Goodluck India Limited**, its Holding Company ("Related party") with respect to sale, purchase or supply of any goods or materials and availing or rendering of any services with Related Party up to a limit of Rs.50 Crore (Rupees Fifty Crore only) from time to time, as it may think fit and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including power conferred under this resolution) be and is hereby authorized to agree, make, accept and finalize all such terms, conditions, modifications and alterations and all other matters arising out of incidental to the proposed transaction, as the Board may deem fit within the aforesaid limits and to finalise and execute all agreements and any other documents and to do all acts, deeds and things that may be necessary proper desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolutions"

**By Order of the Board of Directors
For Goodluck Defence and Aerospace Limited**

**(Mahesh Chandra Garg)
Director
DIN:00292437
R-4/52, Raj Nagar
Ghaziabad - 201001**

Date: 19th August, 2024

Place: Ghaziabad

NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 & 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') prescribing the procedures and manner of conducting AGM through VC/ OAVM, has provided certain relaxations from compliance with certain provisions of the Listing Regulations, holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), as amended, MCA Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. N. K. Rastogi, (C.P. No. 3785) Practicing Company Secretary, to act as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.
3. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/ authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization be sent to the Scrutinizer by email through its registered email address to Naveen@nkrassociate.com with a copy marked to evoting@nsdl.co.in.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry

of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.

6. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
7. In case of any query or grievance pertaining to e-voting, may contact with Ms. Richa, Nivis Corpserve LLP, RTA at info@nivis.co.in or on Telephone No.: 011-45201005.
8. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested maintained under Section 189 of the Act, will be available during AGM.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the aforesaid MCA circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile, number of shares (as on record date) at cs@goodluckdefence.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. The Registers of Members and Share Transfer Books of the Company will remain closed from Sunday, 15th September 2024 to Saturday, 21st September, 2024 (both days inclusive) for the purpose of annual closure of books.
12. In compliance with the aforesaid MCA, the Notice of the AGM along with the Annual Report 2023- 24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2023-24 are available on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsd.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM).
13. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/ RTA if the shares are held by them in physical form.
15. For receiving all future correspondence (including Annual Report) from the Company electronically–
In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2023-2024 and login details for e-voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, Nivis Corpserve LLP at info@nivis.co.in providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of Goodluck Defence and Aerospace Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

16. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2023- 24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the

Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company’s communications through e-mail going forward.

17. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Saturday, September 14, 2024, such person may generate the User ID and Password as per procedure mentioned in e-voting instructions.
18. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
19. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
20. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called ‘the Rules’ for the purpose of this section of the Notice), the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 1st Annual General Meeting (AGM)

through electronic voting system, to members holding shares as on **Saturday, 14th September, 2024** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Wednesday, September 18, 2024 at 9:00 A.M. and ends on Friday, September 20, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 14th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 14th September, 2024.

How do I vote electronically using NSDL e-Voting system?


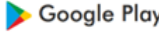


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from

NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with

NSDL or CDSL) option available on www.evoting.nsd.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature

of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nkrassociate.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Nitin Ambure at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@goodluckdefence.com

In case shares are held in demat mode, please update your detail with your depository participant and generate password as per instruction given above

Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to **NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@nivis.co.in The same will be replied by the company suitably.

General Instructions

- A. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting .
- B. Mr. N. K. Rastogi, Practicing Company Secretary, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- C. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC / OAVM at

the AGM but have not cast their votes by availing the remote e-voting facility.

- D. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the resolutions.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 4:

Considering the business expansion activities, the Management of the Company has decided to start its operations and functions that shapes the long term business operation capabilities and their contribution to the overall business strategy of the Company and therefore it is proposed to amend the objects which are necessary for the furtherance of the objects specified in Clause 3 (A) of the Memorandum of the Company.

The Board of Directors of the Company in their meeting held on 19th August, 2024 proposed to delete the 'Sub clause No. 1 to 29' of existing clause 3 (B) of the MOA and addition of 'sub clauses No. 1 to 41' in existing clause 3 (B) of the MOA of the Company subject to the approval of the members of the Company.

In accordance with the provision of Section 13 of the Companies Act, 2013, any Alteration in the object clause of the Memorandum of Association of the Company requires approval of Shareholders by way of Special resolution.

The Board of Directors of the Company recommends the proposed Resolution as set out in item no. 4 of the Notice for approval of the members by way of Special Resolution

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ITEM NO 5:

Upon the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 19th August, 2024, appointed Shri Mahesh Chandra Garg as Whole Time Director - Key managerial Personnel of the Company for a period of 5 years commencing with effect from 01st October, 2024 on the terms and conditions including remuneration as set out herein below:

Mr. Mahesh Chandra Garg is a Chairman and Whole Time Director of the Goodluck India Limited ("its Holding Company") and pursuant to the Provisions of Section 196, 197 of the Act and the Rules made thereunder and Schedule V of the Act, he is entitled to withdraw the remuneration from the Company within the overall limits as approved by the shareholders.

The combine remuneration payable from Goodluck India Limited and Goodluck Defence and Aerospace Limited to Mr. M C Garg, Whole Time Director shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon. The Nomination and Remuneration Committee has already approved the above remuneration payable to Shri Mahesh Chandra Garg, Whole Time Director of the Company.

Shri Mahesh Chandra Garg has a rich and varied experience in the industry to which the Company belongs, has been at the helm of the affairs of the Company for over 50 years, it would be in the interest of the Company to appoint Shri Mahesh Chandra Garg as Whole Time Director of the Company.

Considering Shri Mahesh Chandra Garg's experience in steel industry, and the trend in the industry, it is proposed to appoint Mr. Mahesh Chandra Garg as Whole time Director - Key managerial Personnel of the Company and commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

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

The Board recommends the Resolution set out in the Notice for approval of the members by way of Special Resolution.

ITEM NO 6:

Upon the recommendation of Nomination and Remuneration Committee, the Board at its meeting held

on 19th August, 2024, appointed Shri Ramesh Chandra Garg as Whole Time Director - Key managerial Personnel of the Company for a period of 5 years commencing with effect from 01st October, 2024 on the terms and conditions including remuneration as set out herein below:

Mr. Ramesh Chandra Garg is a Whole Time Director of the Goodluck India Limited (" its Holding Company") and pursuant to the Provisions of Section 196, 197 of the Act and the Rules made thereunder and Schedule V of the Act, he is entitled to withdraw the remuneration from the Company within the overall limits as approved by the shareholders.

The combine remuneration payable from Goodluck India Limited and Goodluck Defence and Aerospace Limited to Mr. R C Garg, Whole Time Director shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon. The Nomination and Remuneration Committee has already approved the above remuneration payable to Shri Ramesh Chandra Garg, Whole Time Director of the Company.

Shri Ramesh Chandra Garg has a rich and varied experience in the industry to which the Company belongs, has been at the helm of the affairs of the Company for over 50, it would be in the interest of the Company to appoint Shri Ramesh Chandra Garg as the Whole Time Director of the Company.

Considering Shri Ramesh Chandra Garg's experience in steel industry, and the trend in the industry, it is proposed to appoint Mr. Ramesh Chandra Garg as Whole Time Director - Key managerial Personnel of the Company and commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

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

The Board recommends the Resolution set out in the Notice for approval of the members by way of Special Resolution.

ITEM NO 7 & 8:

Keeping in view that existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid up capital, share premium and free reserves of the Company. In view of expected growth in business of the Company, it may be necessary for the Company to borrow monies from various sources and hence the proposal for obtaining the consent of the members by way of Special Resolution upto an amount of Rs. 200 Crores is made. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid up capital of the Company, share premium and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting upto an amount of Rs. 200 Crores for the Company. Hence, the Special Resolution at Item No. 7 and 8 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act.

The Board recommends the Resolution set out in the Notice at Item No. 7 and 8 of the accompanying Notice for approval of the members by way of Special Resolution

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ITEM NO. 9:

In light of the provision of Section 188(1)(a) and 188(1)(d) of the Companies Act, 2013 and the Companies (Meeting of Board and its Power) rules, 2014, no company shall enter into any contract or arrangement or any transaction exceeds the sums amounting to ten percent or more of the turnover of the company with a related party except with the prior approval of the Company by a resolution.

Goodluck India Limited, its holding Company has been in the Steel Industry for last 38 years. In order to support their growth and branching out in various locations, they are looking for the services from the Companies similar to your Companies line of business. Hence, your Board of Director

has proposed to avail/provide the services to/from the said Company on such terms and conditions as mentioned hereunder and as may be mutually agreed between the parties.

The Disclosure, in relation to the said related party transaction, as required to be given under the provision of the Companies Act, 2013 and rules made thereunder are as under:

- (a) Name of the related Party - Goodluck India Limited
- (b) Name of the Director or KMP who is related if any – Mr. Mahesh Chandra Garg and Mr. Ramesh Chandra Garg, Director of the Company
- (c) Nature of relationship – Holding Company
- (d) nature, material terms, monetary value and particulars of the contract or arrangement -

Transaction with respect to sale, Purchase or Supply of any goods or materials and availing or rendering of any services with Related Party up to a limit of Rs.50 Crore (Rupees Fifty Crore only) from time to time, as it may think fit and on such terms and conditions as the Board may deem fit and as may be mutually agreed between the parties.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution except to the extent of their shareholding in the Company.

The Board recommends the Resolution set out in the Notice for approval of the members by way of Ordinary Resolution.

**By Order of the Board of Directors
For Goodluck Defence and Aerospace Limited**

**(Mahesh Chandra Garg)
Director
DIN:00292437
R-4/52, Raj Nagar
Ghaziabad - 201001**

Date: 19th August, 2024

Place: Ghaziabad