

**Date: 04.10.2024****The Manager, DCS  
The Bombay Stock Exchange Ltd.**  
Phiroze jeejeebhoy Towers,  
Dalal Street,  
Mumbai**The Manager  
National Stock Exchange of India Ltd.**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051**Ref: Scrip Code: - 530655****Scrip Code: - GOODLUCK**

Dear Sir,

**Sub: Minutes of 38<sup>th</sup> Annual General Meeting**

We enclose herewith a copy of the minutes of the 38th Annual General Meeting of the Company held on 28<sup>th</sup> September 2024.

This is for your information and record.

Thanking you,

**For GOODLUCK INDIA LIMITED****RAMESH CHANDRA GARG  
DIRECTOR****Encl: as above**

# MINUTEBOOK

**MINUTES OF THE 38<sup>th</sup> ANNUAL GENERAL MEETING OF GOODLUCK INDIA LIMITED HELD ON SATURDAY, 28<sup>TH</sup> SEPTEMBER, 2024 FROM 11:00 AM TO 11:25 AM THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") DEEMED TO BE HELD AT 509, ARUNACHAL BUILDING, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI - 110001**

**PRESENT:**

Mr. M. C. Garg	Chairman and Whole Time Director
Mr. R. C. Garg	Whole Time Director
Mr. Nitin Garg	Whole Time Director
Mr. Shambhu Nath Singh	Executive Director
Mr. Madhur Gupta	Independent Director & Chairman of Audit Committee
Mr. Rajiv Goel	Independent Director & Chairman of Stakeholder Relationship Committee
Ms. Rajni Abbi	Independent Woman Director & Chairperson of Nomination and Remuneration committee & Corporate Social Responsibility Committee
Ms. Charu Jindal	Independent Woman Director
Mr. Sanjay Bansal	Chief Financial Officer
Mr. Abhishek Agrawal	Company Secretary

**INVITEE:**

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

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

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

  
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## SHAREHOLDERS PRESENT:

97 Shareholders were present through Video Conferencing.

## WELCOME ADDRESS AND CONFIRMATION OF QUORUM

Mr. Mahesh Chandra Garg, Chairman of the meeting, on behalf of the Company, extended a warm welcome to the 38<sup>th</sup> Annual General Meeting of the Company which was being held through Video conferencing, without the physical presence of the Members at a common venue, as per the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs. The Chairman announced that the quorum for the meeting is present and called the meeting in order. The Chairman brief the members about the voting procedure and conduct of meeting.

The members were informed that Company had provided remote e-voting facility through NSDL System. The remote e-voting period commenced at 9.00 A.M. on Tuesday, 24th September, 2024 and ended on Friday, 27th September, 2024 at 5.00 P.M. and Mr. N. K. Rastogi, a Practicing Company Secretary has been appointed as the Scrutinizer. The Combined results of remote e-voting and Online- Voting conducted at the meeting, would be declared within 2 working days from the conclusion of this meeting. The results declared for each resolution would be immediately intimated to the Stock Exchanges and be uploaded on the Company's website and NSDL's Website.

## AVAILABILITY OF STATUTORY REGISTERS

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

## INTRODUCTION OF DIRECTORS

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

  
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**NOTICE AND DIRECTORS REPORT**

The Chairman informed the Members that the Notice dated September 02, 2024 and a Copy of the Annual Report for the Financial Year ended March 31, 2024 has already been circulated electronically to the Members of the company and with their permission he shall take them as read.

The Chairman further informed the Members that Auditors Report on the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2024 is taken as read as it do not contain any Qualification, Observation or any adverse remark.

**CHAIRMAN'S ADDRESS**

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

**FORMAL BUSINESS**

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

The Company Secretary then informed to the shareholders that in terms of Companies Act, 2013 and the Listing Regulations, the Company had provided to shareholders remote e-voting facility through the system of NSDL. The remote e-voting period commenced at 9.00 A.M. on Tuesday, 24th September, 2024 and ended on Friday, 27th September, 2024 at 5.00 P.M. Such members, who have not already cast their vote through remote e-voting, can cast their vote now during this meeting through e-voting facility by visiting the NSDL voting page. The voting is opened and shall remain open till 15 minutes after the conclusion of this AGM. He further informed to the members that since the meeting are being conducted through Video Conferencing and the resolutions stated in the Notice of AGM are already put to vote through remote e-voting,

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there will no proposing and seconding of the resolutions. Then the Company Secretary briefed the agenda of the notice, as already circulated, to the shareholders.

## QUERIES OF MEMBERS

The Chairman then began with question-answer session and informed to them that the Shareholders who have sent their queries in advance or have registered for speaking at the meeting or raise hands at the time of meeting, would be eligible to raise their query and speak at the meeting. The Chairman invited the Members to raise their queries, if any, with a request to ask their questions only related to this Annual Report (ended on 31.03.2024) and complete within 3 minutes who have registered themselves with us previously. Once they had asked their question they can log off and continued to watch the proceeding. To avoid repetition, all the questions would be responded at the end.

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

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

- 1) Mr. Ashok kumar Jain
- 2) Mr. Subhash Chander Wadhwa
- 3) Mr. Susheel Arora
- 4) Mr. Pradeep Sood

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

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

## VOTE OF THANKS

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

After due scrutiny of e-votes for all the resolutions, Mr. N. K. Rastogi, Scrutinizer submitted the following combined report to the Chairman on 28<sup>th</sup> September, 2024. The Chairman on 28<sup>th</sup> September, 2024 announced the results of the business agenda on the following items as set out in the Notice of 38<sup>th</sup> Annual General Meeting:

Agenda Item No. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	% age	Nos.	% age	Nos.



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<b>Item No. 1 of the Notice (As an Ordinary Resolution)</b>	<b>E- Voting</b>	17719026	100%	158	0	-
	<b>Poll</b>	-	-	-	-	-
	<b>TOTAL</b>	<b>17719026</b>	<b>100%</b>	<b>158</b>	<b>0</b>	<b>-</b>
<b>Item No. 2 of the Notice (As an Ordinary Resolution)</b>	<b>E- Voting</b>	17715801	99.98%	3383	0.02%	-
	<b>Poll</b>	-	-	-	-	-
	<b>TOTAL</b>	<b>17715801</b>	<b>99.98%</b>	<b>3383</b>	<b>0.02%</b>	<b>-</b>
<b>Item No. 3 of the Notice (As an Ordinary Resolution)</b>	<b>E- Voting</b>	17714548	99.98%	4128	0.02%	-
	<b>Poll</b>	-	-	-	-	-
	<b>TOTAL</b>	<b>17714548</b>	<b>99.98%</b>	<b>4128</b>	<b>0.02%</b>	<b>-</b>
<b>Item No. 4 of the Notice (As an Ordinary Resolution)</b>	<b>E- Voting</b>	17718193	100%	483	0	-
	<b>Poll</b>	-	-	-	-	-
	<b>TOTAL</b>	<b>17718193</b>	<b>100%</b>	<b>483</b>	<b>0</b>	<b>-</b>
<b>Item No. 5 of the Notice (As an Ordinary Resolution)</b>	<b>E- Voting</b>	17714988	99.98%	3688	0.02%	-
	<b>Poll</b>	-	-	-	-	-
	<b>TOTAL</b>	<b>17714988</b>	<b>99.98%</b>	<b>3688</b>	<b>0.02%</b>	<b>-</b>
<b>Item No. 6 of the Notice (As an Special Resolution)</b>	<b>E- Voting</b>	17707174	99.94%	11502	0.06%	-
	<b>Poll</b>	-	-	-	-	-
	<b>TOTAL</b>	<b>17707174</b>	<b>99.94%</b>	<b>11502</b>	<b>0.06%</b>	<b>-</b>

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<b>Item No. 7 of the Notice (As an Special Resolution)</b>	<b>E- Voting</b>	17715268	99.98%	3408	0.02%	-
	<b>Poll</b>	-	-	-	-	-
	<b>TOTAL</b>	<b>17715268</b>	<b>99.98%</b>	<b>3408</b>	<b>0.02%</b>	<b>-</b>
<b>Item No. 8 of the Notice (As an Special Resolution)</b>	<b>E- Voting</b>	17715268	99.98%	3408	0.02%	-
	<b>Poll</b>	-	-	-	-	-
	<b>TOTAL</b>	<b>17715268</b>	<b>99.98%</b>	<b>3408</b>	<b>0.02%</b>	<b>-</b>
<b>Item No. 9 of the Notice (As an Special Resolution)</b>	<b>E- Voting</b>	17714268	99.98%	4408	0.02%	-
	<b>Poll</b>	-	-	-	-	-
	<b>Total</b>	<b>17714268</b>	<b>99.98%</b>	<b>4408</b>	<b>0.02%</b>	<b>-</b>
<b>Item No. 10 of the Notice (As Special Resolution)</b>	<b>E- Voting</b>	17718493	100%	183	0	-
	<b>Poll</b>	-	-	-	-	-
	<b>TOTAL</b>	<b>17718493</b>	<b>100%</b>	<b>183</b>	<b>0</b>	<b>-</b>

The Resolutions for the ordinary and special business as set out in item No. 1 to 10 in the notice of the 38<sup>th</sup> AGM of the Company duly approved by the members with requisite majority are recorded hereunder as part of the proceeding of 38<sup>th</sup> AGM of the members held on 28th September, 2024.

**ORDINARY BUSINESS:**

**ORDINARY RESOLUTION No. 1:**

**ADOPTION OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

**“RESOLVED THAT** the Standalone and Consolidated Financial Statements for the year ended 31st March 2024, and the reports of the Directors and Auditors thereon as placed before the Meeting be and are hereby adopted and approved.”



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**ORDINARY RESOLUTION No.2:**

**DECLARATION THE FINAL DIVIDEND OF ₹ 1/- PER EQUITY SHARE OF THE FACE VALUE OF ₹ 2/- EACH, I.E. @ 50%, OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024**

“**RESOLVED THAT** pursuant to the recommendation made by the Board of Directors of the Company at their meeting held on 28th May, 2024, final dividend @ Rs. 1 per share, i.e., 50% on the paid up equity share capital be and is hereby declared out of current profits of the company for the year 2023-24.

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

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

**ORDINARY RESOLUTION No.3:**

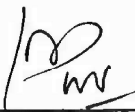
**APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 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 the Statutory Auditors of the Company to hold such office for a term of five consecutive years starting from the conclusion of this Annual General Meeting until the conclusion of 43rd Annual General Meeting for the financial year 2028-29, at a remuneration of Rs. 8.50 Lakhs (Rupees Eight Lakhs Fifty Thousand only) to conduct the audit for the financial year 2024-25 payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred and on such terms and conditions as mutually agreed.”

**ORDINARY RESOLUTION No.4:**

**APPOINT A DIRECTOR IN PLACE OF MR. NITIN GARG (DIN: 02693146), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFER HIMSELF FOR RE-APPOINTMENT**

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Article 103 of the Articles of Association of the Company, Mr. Nitin Garg (DIN: 02693146), who retires by

  
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rotation, be and is hereby re-appointed as a Director of the Company whose office is liable to retire by rotation.”

## SPECIAL BUSINESS:

### ORDINARY RESOLUTION No.5:

#### **RATIFICATION OF REMUNERATION OF COST AUDITOR**

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 75,000 (Rupees Seventy-Five Thousand only) plus out-of-pocket expenses payable to Mr. Surender Rai Kapur, a Cost Accountant in Practice, who is appointed as the Cost Auditor of the Company to conduct Cost Audit relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder, for the financial year ending on 31st March, 2025”.

### SPECIAL RESOLUTION No.6:

#### **RE-APPOINTMENT OF SHRI MAHESH CHANDRA GARG (DIN: 00292437), AS THE CHAIRMAN & WHOLE TIME DIRECTOR OF THE COMPANY**

“**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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, 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 member(s) of the Company be and is hereby accorded to the re-appointment of Shri Mahesh Chandra Garg (DIN: 00292437), who has already attained the age of 70 years, as the Chairman and Whole Time Director of the Company w.e.f. October 1, 2024 for a further period of 5 (Five) years, not be 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,



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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 as the Chairman and 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 authorised 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.”

**SPECIAL RESOLUTION No.7:**

**RE-APPOINTMENT OF SHRI RAMESH CHANDRA GARG (DIN: 00298129), AS THE WHOLE TIME DIRECTOR OF THE COMPANY**

“**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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, 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 member(s) of the Company be and is hereby accorded to the re-appointment of Shri Ramesh Chandra Garg (DIN: 00298129), who has already attained the age of 70 years, as the Whole Time Director of the Company w.e.f. October 1, 2024 for a further period

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of 5 (Five) years, be 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 the 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 authorised 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.”

**SPECIAL RESOLUTION No.8:**

**RE-APPOINTMENT OF SHRI NITIN GARG (DIN: 02693146), AS THE WHOLE TIME DIRECTOR OF THE COMPANY**

“**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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or

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re-enactment(s) thereof, 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 member(s) of the Company be and is hereby accorded to the re-appointment of Shri Nitin Garg (DIN: 02693146), as the Whole Time Director of the Company w.e.f. October 1, 2024 for a further period of 5 (Five) years, be 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 authorized to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Shri Nitin 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 Nitin 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 Nitin Garg as the Whole Time Director of the Company, the Company has no profits or its profits are inadequate, Shri Nitin 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 authorised 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.”

**SPECIAL RESOLUTION No.9:**

**TO APPROVE SALE, DISPOSAL AND LEASING OF ASSETS EXCEEDING 20% OF THE ASSETS OF MATERIAL SUBSIDIARIES OF THE COMPANY**

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**“RESOLVED THAT** pursuant to the provisions of Regulation 24(6) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and pursuant to applicable provisions of the Companies Act, 2013 (“the Act”), if any, and the rules framed under the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent and ratification of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and/or the Board of the respective material subsidiaries of the Company to divest by way of sale, transfer, lease, assignment or hiving off or dispose off including by way of pledge (and disposal upon invocation of pledge), creation of security or any other encumbrance (and disposal upon enforcement of such security or other encumbrance), and/or by way of slump sale, asset sale or through other contractual arrangements, more than 20% of the assets of the material subsidiaries, present or future, including as mentioned in the Explanatory Statement to the notice, by the respective material subsidiaries, during a financial year, in favour of potential investors / lenders / buyers/ security agents / trustees through various modes including by way of creation and/or enforcement of pledge, charge, mortgage, hypothecation or any other encumbrance or through other contractual arrangements, for any purpose in connection with the business activities of the Company and/or its subsidiaries, including but not limited to the borrowing availed / proposed to be availed by the Company and/or its subsidiaries, in one or more tranches, on such terms and conditions (including timing, manner and extent of pledge/creation of lien or encumbrance) as the Board of the Company and / or the Board of the respective material subsidiaries of the Company may in its absolute discretion decide or deem fit in the best interest of the Company and / or its subsidiaries;

**FURTHER RESOLVED THAT** the Board of Directors and/or the Board of the respective material subsidiaries of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned material subsidiary (as the board of such



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material subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

**SPECIAL RESOLUTION No.10:**

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

“**RESOLVED THAT** in supersession of the earlier Resolution passed by the Members in an Annual General meeting held on on 29<sup>th</sup> September, 2022 and pursuant to the provisions of Sections 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, and the Rules framed thereunder including any statutory modification, or re-enactment thereof, and such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include any Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution) to exercise its power to delegate such authority to person or person(s) for raising borrowings in Indian Rupees or foreign currency through loans, credit or issue of Securities or otherwise to Bank(s), Financial or other 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. 1800 crores (Rupees Eighteen 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.”

Place: Ghaziabad  
Dated: 30.09.2024

  
(M. C. Garg)  
CHAIRMAN



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