



DIRECTOR'S REPORT

Dear Shareholders,

The Board of Directors of your Company takes pleasure in presenting 39th Annual Report and audited Standalone accounts on the business and operations of your Company for the financial year ended 31st March, 2025.

(₹ In Cr.)

Particulars	2024-25	2023-24
Total income	3966	3535
Earnings before interest, tax & depreciation	341	293
Finance cost	80	78
Depreciation	45	35
Profit before tax	216	180
Profit after tax	162	131
Earnings per Share (in ₹)	49.71	45.92

1. Results of Operations and The State of Company's Affairs

The Company achieved remarkable growth during the FY 2024 - 25 by selling highest ever volume of engineered products, i.e. 442,618 MT. The Company has total 5,00,000 tons manufacturing capacity. Goodluck is into four major verticals, which are ERW Steel Tube, Precision tube, Precision engineering and fabrication and forging. The company has started its solar in a separate vertical owing to the superlative demand in this segment. Also aerospace and defence too are other area of interest, which in management opinion requires social especial focus. The Company caters many diverse sectors of the economy that include auto, infra, high speed railway, specialized infrastructure, solar, aerospace and defence components.

The consolidated total revenue for the FY 2024-25 stood at ₹ 3971.21 Crores as compared to ₹ 3537.73 Crores in the Previous year. The EBITDA was up by 16.4% to ₹344 Crores and PAT grew by 25%% to ₹ 165.62Crores.

While examining the profitability of our standalone company, we witnessed EBITDA grew from ₹ 292 Crores last year to ₹ 341 Crores this year, marking an increase of 16.3.2%. In terms of profitability, it grew ₹ 161.74 Crores, up from ₹ 130.54Crores last year, which represents an impressive increase of 23.9 %. Profit Before Tax stood at ₹ 179 Crores, while this year it has risen to ₹ 215 Crores, reflecting a growth of 19.8% in PBT.

2. Dividends

In accordance with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

("Listing Regulations"), the Company has formulated and adopted a dividend distribution policy, as approved by its Board of Directors.

This Policy will regulate the process of dividend declaration and its pay-out by the Company in accordance with the provisions of Companies Act, 2013 read with SEBI (LODR) regulations, 2015. The Policy is available on the Company's website: <https://www.goodluckindia.com/pdf/dividend-distribution-policy.pdf>

The Board of Directors recommended a Final dividend @ 200%, i.e. ₹ 4/- per equity Share on 32738509 equity shares of Rs. 2 each of the Company, for the year ended March 31, 2025, subject to the approval of the Members at the ensuing Annual General Meeting.

3. Corporate Governance and Additional Information to Shareholders

The Company is committed to maintain high standards of corporate governance. A separate report on corporate governance, pursuant to regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided with a certificate from the Secretarial Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations, including the management discussion and analysis, and shareholders' information forms a part of this report.

As required by Regulation 17(8) read with Schedule II Part B of the Listing Regulations, the Management and CFO of the Company have given appropriate certifications, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control

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measures and reporting of matters to the Audit Committee to the Board of Directors.

Details of the depository system and listing of shares and Registrar & Share Transfer Agent are given in the section Shareholder information, which forms a part of the Corporate Governance Report.

4. Business Responsibility and Sustainability report

Pursuant to Regulation 34(2)(f) of the Listing Regulations and SEBI circular no. SEBI/LAD-NRO/ GN/2021/2 dated May 5, 2021, your Company provides the prescribed disclosures in new reporting requirements on Environmental, Social and Governance ("ESG") parameters called the Business Responsibility and Sustainability Report ("BRSR") which includes performance against the nine principles of the National Guidelines on Responsible Business Conduct and the report under each principle which is divided into essential and leadership indicators.

5. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Details of conservation of energy, technology absorption, foreign exchange earnings and outgo undertaken by the Company along with the information in are given in **Annexure 'A'** to the Directors' Report.

6. Directors and Key Management Personnel

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Article of Association of Company, Mr. Ramesh Chandra Garg (DIN: 00298129), Whole Time Director is liable to retire by rotation at the ensuing AGM and being eligible, offer himself for re-appointment. The proposal regarding his re-appointment is placed for approval by the shareholders.

As on March 31, 2025, your Company's Board has eight members. This includes four Executive Directors, and four Non-Executive Independent Directors, two of whom are a Woman Independent Director. You can find details about the Board and Committee composition, director tenure, and more in the Corporate Governance Report, which is part of this Annual Report.

During the year, there were no changes in Directors/ Key Managerial Personnel.

7. Number of Meetings of the Board and Its Committees

The details of the meetings of the Board of Directors and its Committees, convened during the financial year 2024-25 are mentioned under the Corporate Governance Report which forms a part of this report.

8. Statutory Auditors

Disclosing the details of the Statutory Auditors in the Board's Report helps ensure transparency and gives shareholders and other stakeholders confidence in the Company's financial health and adherence to regulations.

M/s Sanjeev Anand & Associates, Chartered Accountants (Firm Registration No. 007171C), have been appointed as the **Statutory Auditors** of the Company for a period of five years, commencing from the conclusion of the **38th Annual General Meeting (AGM)** until the conclusion of the **43rd AGM**, to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company.

The report of the Statutory Auditor forms part of the Integrated Annual Report and Annual Accounts for FY 2024-25. The said report does not contain any qualification, reservation, adverse remark or disclaimer. The Notes on financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments.

No fraud has been reported by the Auditor under section 143(12) of the Companies Act, 2013 requiring disclosure in the Board's Report.

9. Secretarial Auditor

The Board has appointed M/s Ravi S Sharma & Associates, Practicing Company Secretary (FCS – 7336), to conduct Secretarial Audit for the financial year 2024-25. The Secretarial Audit Report for the financial year ended March 31, 2025 is annexed herewith marked as **Annexure 'B'** to this Report.

The Secretarial Audit Report for the year does not contain any qualification or reservation remarks.

In order to comply with the recent amendments of Listing Regulations Board of Directors of the Company has proposed, to M/s Ravi S Sharma & Associates, Practicing Company Secretary (FCS – 7336), to undertake the Secretarial Audit of the Company for a period of 5 (five) consecutive years, commencing from the 39th AGM to hold office till the conclusion of the 44th AGM of the Company, subject to approval of shareholders, Disclosure regarding appointment as required under Listing Regulations is provided in the Notice of the 39th AGM of the Company. Your Board recommends the appointment of M/s Ravi S Sharma & Associates, Practicing Company Secretary, as the Secretarial Auditor of the Company, for a term of five consecutive years.

10. Cost Auditor

In terms of Section 148 of the Companies Act, 2013, the



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Company is required to maintain cost records and have the audit of its cost records conducted by a Cost Accountant. Cost records are prepared and maintained by the Company as required under Section 148(1) of the Companies Act, 2013.

The Board of Directors of your Company, on the recommendations made by the Audit Committee has approved the appointment of Mr. S. R. Kapur, Practicing Cost Accountant, (M. No. 4926) as the Cost Auditor of your Company to conduct the audit of cost records for the financial year 2025-26. The remuneration proposed to be paid to the Cost Auditor, subject to your ratification at the ensuing 39th Annual General Meeting.

Your Company has received consent from Mr. S. R. Kapur, Practicing Cost Accountant, to act as the Cost Auditor for conducting audit of the cost records for the financial year 2025-26 along with a certificate confirming their independence and arm's length relationship.

The Company has maintained the Cost Records as specified by the Central Government under Section 148(1) of the Act.

11. Auditor's Reports

The Statutory Auditor's Report to the Shareholders together with Accounts for the year ended 31st March, 2025 and notes thereon are attached, which are self-explanatory. The observations of Statutory Auditors, Secretarial Auditors and Cost Auditors in their report, read with the relevant Notes to Accounts are self-explanatory and therefore, do not require any further explanation.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force). The Auditors' Report for the financial year ended 31st March, 2025, does not contain any qualification, reservation or adverse remark.

12. Management Discussion and Analysis

The Management Discussion and Analysis forms an integral part of this report and gives details of the overall industry structure, economic developments, performance and state of affairs of your Company's businesses, internal controls and their adequacy, risk & concerns, risk management systems and other material developments etc. during the financial year 2024-25.

13. Public Deposits

Your Company has not invited or accepted any fixed deposits during the year as per the provisions of Section 73(2) of the

Companies Act, 2013, and the rules made there under and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

14. Internal Financial Controls

The Board of your Company has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

15. Subsidiaries/Joint Ventures/Associate Companies

The Company has 5 subsidiaries as on March 31, 2025. During the year under review, the Board of Directors reviewed the affairs of material subsidiaries. There has been no material change in the nature of the business of the subsidiaries.

Further, the report on the performance and financial position of each subsidiary and salient features of their Financial Statements in the prescribed Form AOC-1 is annexed to this Report as **Annexure 'C'**.

As per the SEBI Listing Regulations, a policy on material subsidiaries as approved by the Board of Directors, may be accessed on the Company's website www.goodluckindia.com.

16. Independent Directors Declaration

During the financial year 2024-25, the Board of the Company consists of Mr. Rajiv Goel, Mrs. Rajni Abbi, Mr. Madhur Gupta, Ms. Charu Jindal as Independent Directors. These Directors have confirmed that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as an Independent Directors under the provisions of the Companies Act, 2013 and the Rules thereunder.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

The Board of Directors confirm that the Independent directors appointed during the year also meet the criterial of integrity, expertise and experience in terms of Rule 8 of the Companies (Accounts) Rules, 2014.

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17. Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Board strongly believes in providing a safe and harassment-free workplace for every individual working in the Company. It is the continuous endeavour of the Management to foster an environment that is free from discrimination and harassment, including sexual harassment, a detailed report on Sexual Harassment of Women at Workplace disclosed in the Corporate Governance Report, which forms part of this Annual Report.

18. Risk Management Policy

In compliance with the requirement of the Companies Act, 2013 the Company has put in place Risk Minimization and Assessment Procedures. In order to effectively and efficiently manage risk and address challenges, the Company has formulated Risk Management Policy.

The objective of any risk identification and assessment process is to evaluate the combination of likelihood and level of negative impacts from an event. The three main components of risk assessment are business risk, service/operational risk and external risk.

The Company manages the risk in line with current risk management best practices. This facilitates the achievement of our objectives, operational effectiveness and efficiency, protection of people and assets, informed decision-making and compliance with applicable laws and regulations.

19. Change in The Nature of Business

In pursuance to Rule 8(5) of Companies (Accounts) Rules, 2014, there is no change in the nature of business of Company.

20. Material Orders

In pursuance to Rule 8(5) (vii) of Companies (Accounts) Rules, 2014, there were no significant or material orders were passed by the Regulators or Courts or Tribunals during the financial year 2024- 25 which would impact the going concern status and Company's operations in future.

21. Particulars of Loans Given, Investments Made, Guarantees Given and Securities Provided

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statements.

22. Familiarization Programme for Board Members

The Board members are provided with necessary documents,

reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at the link <https://www.goodluckindia.com>.

23. Policy on Related Party Transactions

All Contracts/transactions/arrangements entered into by the Company during the financial year with the Related Parties were in ordinary course of business and on an arm's length basis and in accordance with the provisions of the Companies Act, 2013, read with the Rules issued thereunder and the Listing Regulations. Further, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

All transactions with related parties were reviewed and approved by the Audit Committee. Omnibus approval is obtained for un-foreseen transactions. Subsequently on a quarterly basis the transactions are presented to the Audit Committee, specifying the nature, value and terms and conditions of the same.

The Company has made transactions with related parties pursuant to Section 188 of Companies Act, 2013. The particulars of material contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the Form AOC-2 is annexed herewith as **Annexure 'D'**.

The Company has formulated a policy on materiality of related party transactions and also on dealing with Related Party Transactions which has been uploaded on the Company's website at the weblink: <https://www.goodluckindia.com>.

24. Policy on appointment and remuneration to be paid to Directors, Key Managerial Personnel (KMP) and other employees and criteria formulated by the Committee for determining qualification, attributes, Independence of a director

The Board has adopted a policy, on remuneration to be paid to Directors, Key Managerial Personnel and other employees and Criteria for Appointment of Directors. The objective of the policy is to define the criteria for qualification, qualities and characteristics for the Board as a whole and to ensure that Executive/Non-Executive Directors and Key Managerial Personnel are sufficiently compensated for their performance.

Policy on appointment of Directors

The Composition and strength of the Board of Directors



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("the Board") of the Company is subject to the provisions of the Companies Act, 2013, Listing Regulations and Articles of the Association of the Company. The Nomination and Remuneration Committee is responsible for evaluating the qualifications of each candidate to be appointed as Director on the Board. In general, it is expected from a Director to possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business or in the area of his expertise and to have ample experience and a proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values.

Remuneration Policy

Non-Executive Independent Directors may receive sitting fees for attending the Meeting of the Board and Committees thereof. The Executive Directors and other employees are paid remuneration by way of salary, perquisites, allowances. Perquisites and retirement benefits are paid as per the Company policy. The remuneration of Executive Directors, as recommended by the Nomination and Remuneration Committee, is approved and further recommended by Board of Directors to the Members for approval. Remuneration and annual pay of Executive Directors and employees is determined keeping in view the industry benchmark and the relative performance of the Company.

Criteria for Determining Qualifications, Positive Attributes & Independence of Director

A director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business or in the area of his expertise.

A director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

Directors should be free to present their view point independently, Company has also adopted to conduct the separate meeting of the independent Directors, which will ensure that the independent directors of the Company can review the performance of the Board and Chairman.

Moreover, the Directors should meet the other requirements of the Companies Act, 2013 and Regulation 16(1) (b) of Listing Regulations concerning independence of directors. A complete Remuneration Policy is available Company's website at the weblink: <https://www.goodluckindia.com>.

25. Evaluation of the Board's Performance

In terms of the requirement of the Companies Act, 2013 and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. During the year, Board evaluation cycle was completed by the Company internally which included the evaluation of the Board as a whole, Board Committees and the Peer evaluation of the Directors. The exercise was carried out through a structured evaluation to evaluate the performance of individual directors including the Board Chairman along with the Chairman of the Nomination and remuneration Committee of the Company. The evaluation process focused on various aspects of the functioning of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc.

The evaluation of Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The performance of the Board was evaluated on the basis of the criteria such as the Board composition and structure, effectiveness of Board process, information and functioning etc. The performance of the committees was evaluated on the basis of the criteria such as the composition of the committees, effectiveness of committee meetings, etc. The Board and Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of individual director to the Board and committee meetings like preparedness on the issue to be discuss meaningful and constructive contribution and inputs in meetings, etc.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

In the coming year, the Board intends to enhance focus on diversity of the Board through the process of induction of members having industry expertise, strategic plan, exploring the new drivers of growth and further enhancing engagement with investors.

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26. Corporate Social Responsibility Initiatives

In compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has established Corporate Social Responsibility (CSR) Committee and statutory disclosures with respect to the CSR Committee and an Annual Report on CSR Activities forms part of this Report as Annexure 'E'. The CSR Policy may be accessed on the Company's website at the weblink: <https://www.goodluckindia.com>.

27. Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

28. Transfer to reserves

The Board opted not to propose any transfer to reserve at this time, choosing instead to allocate resources toward opportunities that may foster growth and resilience in the future. The decision reflects a careful consideration of our current needs and a strategic approach.

29. Vigil Mechanism

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about genuine concerns or grievances, unethical behavior, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc. The detail vigil mechanism may be accessed on the Company's website at the weblink: <https://www.goodluckindia.com>.

30. Annual Return

Pursuant to Section 134(3)(a) and 92(3) of the Act, the Annual Return for financial year 2024-25 of the Company has been placed on the website of the Company at <https://www.goodluckindia.com/shareholder-information.php>.

31. Particulars of Employees

Particulars of employees and the ratio of the remuneration of each director to the median employee's remuneration and other details in terms of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached herewith as **Annexure 'F'**.

32. Payment of Listing Fees

Annual listing fee for the year 2024-25 has been paid by the Company to the stock exchanges where the company is listed, i.e., BSE Ltd. and National Stock Exchange Limited.

33. Material Changes and Commitments Affecting the Financial Position of the Company as on 31st March 2025

During the year, there was no change in the general nature of business of your Company. Except as disclosed elsewhere in this Report, no material change or commitment has occurred which would have affected the financial position of your Company between the end of the financial year to which the financial statements relate and the date of the report. No significant and material order was passed by the regulators or courts or tribunals which would have impacted the going concern status and your Company's operations in future. Your Company has not made any provision of money for the purchase of, or subscription for, shares of your Company or its holding company, to be held by or for the benefit of the employees of your Company and hence the disclosure as required under Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is not required. No fraud took place in the Company during the year and hence, no such reporting was made to the Audit Committee and the Board under Rule 13(3) of the Companies (Audit and Auditors) Rules, 2014.

34. Details of application pending under Insolvency and Bankruptcy Code, 2016

During the year under the review, there has been no application made or proceeding pending in the knowledge of the company under the Insolvency and Bankruptcy Code, 2016.

35. One-time Settlement

There is no instance for one-time settlement with Banks or Financial Institutions. Hence, there is no question of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions.

36. Compliance with the provision of Maternity Benefit Act, 1961

The Company is in compliance with the provisions of the Maternity Benefit Act, 1961, as amended by the Maternity Benefit (Amendment) Act, 2017. All eligible women employees have been extended maternity leave and other applicable benefits as prescribed under the Act.

37. Secretarial Standard

The Directors state that the applicable Secretarial Standards i.e.,



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SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to Meetings of Board of Directors and General Meetings respectively, have been duly complied with.

38. Statement of deviation or variation

In accordance with Regulation 32 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board confirms that there has been no deviation or variation in the utilisation of proceeds from the preferential issue of equity shares. The funds were utilised for the purposes stated in the notice of the general meeting approving the issue.

The Audit Committee has reviewed the statement of utilisation, and the Board has taken note of the same.

39. Directors Responsibility Statement

As stipulated in Section 134(3) (c) of Companies Act, 2013, your Directors subscribe to the "Directors Responsibility Statement" and confirm as under:

- a. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures.
- b. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the Company at the end of Financial Year 2024-25 and of the Profit & Loss A/c of the Company for that period.
- c. That the directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

- d. That the directors have prepared the annual accounts on a going concern basis.
- e. The directors, in case of a listed company, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

40. Appreciation

Your Directors wish to thank and acknowledge with gratitude for assistance and co-operation received from the financial institutions, banks, government authorities, customer, vendors, and members during the year under review. Your directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the company.

**On behalf of the Board of
Directors**

M. C. GARG
Chairman

Date: 29.08.2025
Place: Ghaziabad

CONSERVATION OF ENERGY**The steps taken or impact on conservation of energy;**

As part of our commitment to sustainability and responsible energy use, Goodluck India Limited has implemented several impactful measures aimed at conserving energy across operations. These include reducing waste and energy losses, enhancing efficiency through continuous technological upgrades, and promoting behavioral changes among users to foster a culture of mindful energy use. We have adopted smart systems for monitoring appliances, enabling data-driven decisions and early detection of inefficiencies. Load shifting strategies have been employed to optimize energy consumption during off-peak hours. Additionally, we provide actionable energy-saving recommendations to our teams and have improved infrastructure by insulating buildings to reduce heating and cooling demands. By integrating renewable energy sources into our operations, we are actively transitioning towards a cleaner energy future. These collective efforts reflect our ongoing commitment to environmental stewardship and operational excellence.

The steps taken by the company for utilizing alternate sources of energy;

- Expanded the use of solar power for lighting, promoting the use of natural and renewable energy sources.
- Introduced alternative materials in the filtration system by replacing consumable paper rolls with more sustainable options.
- Installed recyclable plastic "family band" filters in place of traditional paper filters, supporting the company's environment-friendly initiatives.
- Optimized the rainwater harvesting system, contributing to improved groundwater levels and reducing dependence on external water sources. Achieved a 5% reduction in freshwater consumption through the efficient recycling and reuse of water resources
- Installed Air Cooled VRF based AC with non CFC gases leading to savings in energy consumption.
- Upgraded the drive system of ETP aerators, achieving energy savings of approximately 3,600 units per month.
- Installed an additional 5000 kVA transformer to minimize full load losses and ensure transformer operation at optimal efficiency.
- Initiated plans to paint roofs with UV-reflective coating to reduce indoor temperatures, thereby lowering energy usage in air conditioning systems.
- Replaced higher kW pumps with lower kW alternatives by optimizing pressure and flow in the supply system, improving overall efficiency.
- Achieved 50% reduction in consumption of nitrogen by using alternate technology furnace to improve productivity and energy consumption in heat treatment area.

The Capital investment on energy conservation equipment's;

- In alignment with our long-term commitment to energy conservation and environmental sustainability, we have made significant investments this year across various areas aimed at reducing energy consumption, optimizing operational efficiency, and preserving natural resources. Key initiatives include:
- Investment of ₹40 lakh in DEFORM engineering software to enhance process optimization and improve energy efficiency.
- ₹3.41 crore allocated towards the modification of the Multiple Effect Evaporator (MEE) system to improve energy utilization and reduce waste.
- ₹3.25 crore invested in the upgradation of the Effluent Treatment Plant (ETP), supporting improved wastewater management and environmental compliance.
- ₹1.36 crore dedicated to the modification of the cold saw machine in the Tube Mill, aiming to improve operational efficiency and reduce energy consumption.
- ₹25 lakh spent on the installation of a rainwater harvesting system to support water conservation and promote sustainable resource usage.
- These proactive steps reflect our strategic focus on sustainable growth and demonstrate our ongoing efforts to minimize environmental impact while enhancing operational resilience.



ANNEXURE- A

Technology absorption

The efforts made towards technology absorption;

- Goodluck India has been successful in adoption of world class milling technology for precision bearings and bearing component manufacturing, developing a series of super finishing machines and world class assembly equipment.
- New development is focused for industrial applications in DEFORM software technology. DEFORM is a powerful engineering software used for simulating metal forming, heat treatment, and machining processes, enabling designers to optimize manufacturing operations without physical trials.
- Reduce manpower & use Robotic system in high Hazard process and also assessment of existing machine and technology made us stronger in making further improvements in our products.
- Keeping productivity and quality in focus, all resources aim together for using right technology at right place and developing necessary human asset accordingly.
- Key investments are planned to expand the capacity with latest technology new industries.
- 6. New development is focused for using industrial non-hazardous waste materials (Iron scrap) and Hazardous waste (use HCL) as by product, it is RND stage.

The Company continues to derive significant benefits from its focused Research and Development (R&D) initiatives, which are aligned with its commitment to innovation, quality enhancement, and operational efficiency. Key benefits during the financial year 2024-25 include:

Product Improvement: Enhancements in design and performance have led to improved reliability, durability, and customer satisfaction.

Cost Reduction: Process optimization and automation initiatives have resulted in reduced material wastage, improved energy efficiency, and lower production costs.

Product Development: Development of new product variants tailored to evolving customer needs and emerging market trends, contributing to revenue diversification.

Import Substitution: Successful indigenization of critical components and raw materials has reduced dependence on imports, ensuring supply chain stability and cost competitiveness.

These R&D efforts have strengthened the Company's market position, improved operational margins, and enhanced its ability to respond swiftly to customer requirements and technological changes.

There is no any technology imported by the company during last financial year

The expenditure incurred on Research and Development.

The Company recognizes that continuous investment in Research and Development (R&D) is critical to innovation, enhancing product quality, improving operational efficiency, and maintaining competitiveness in a rapidly evolving market environment.

During the financial year 2024-25, the Company undertook various R&D initiatives focused on:

- Developing new products and improving existing product lines.
- Optimizing manufacturing processes to improve productivity and reduce costs.
- Enhancing environmental sustainability through energy-efficient and eco-friendly technologies.
- Upgrading information technology systems to strengthen data analytics and automation.

The Company remains committed to allocating adequate resources towards R&D to ensure long-term value creation, technological advancement, and alignment with global quality standards.

FOREIGN EXCHANGE EARNING AND OUT GO

During the year under review, the total foreign exchange earnings and outgo of the company are as follows:

(₹ In Lakhs)

Particulars	2024-2025	2023-2024
Out go (CIF value of Imports)	5041.03	5670.94
Out go (Expenditure)	1792.86	1484.76
Earnings (F.O.B. value of Exports)	91534.41	89,607.36

To,

**The Members of,
Goodluck India Limited,**

509, Arunachal Building, Barakhamba Road,
Connaught Place, New Delhi-110001.

Our Secretarial Audit Report of even date, for the financial year 2024-25 is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the Management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to the secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Whatever required, we have obtained the management's representation about the Compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and books and accounts of the Company.

For, RAVI S SHARMA & ASSOCIATES

Company Secretaries
Firm Reg. No-12008DE626400

Ravi. S. Sharma
M. No. F7336
COP No-8007

Place: New Delhi
Date: 22.05.2025



[Form No, MR-3]

SECRETARIAL AUDIT REPORT

(FOR THE FINANCIAL YEAR ENDED ON 31.03.2025)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

**The Members of,
Goodluck India Limited,**

509, Arunachal Building, Barakhamba Road,
Connaught Place, New Delhi -110001.

We have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **Goodluck India Limited (CIN: L74899DL1986PLC050910)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, and returns filed and other records maintained by **Goodluck India Limited ("The Company")** for the financial year ended on 31st March, 2025 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent applicable. Further, there were no compliances required relating to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the period under review;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company: -
 - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - **Not Applicable to the Company during Audit Period**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable to the Company during Audit Period**
 - i. The Securities and Exchange Board of India (Issue and Listing of Debt Securities & Security receipts) Regulations, 2008; - **Not Applicable to the Company during Audit Period**
 - j. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; - **Not Applicable to the Company during Audit Period**

k. the Company has complied with the requirements under the Listing Agreements entered with BSE Limited, National Stock Exchange of India Limited; and

l. The Memorandum and Articles of Association.

VI. The Management has identified the following laws as specifically applicable to the Company:

I. The Indian Boiler Act, 1923

II. The Hazardous wastes (Management & Handling) Rules, 1989

III. The Explosive Act, 1884

We have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1), General Meetings (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India. However, the stricter applicability of the Secretarial Standard is to be observed by the Company.

ii) The Listing Agreements entered by the Company with the BSE Limited, National Stock Exchange of India Limited.

During the period under review and as per representation and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
- b) Closure of the Register of Members.
- c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) Notice of Board meetings and Committee meetings of Directors;
- f) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g) The 38th Annual General Meeting of the Company held on 28th September 2024;
- h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) Approvals of the Members, the Board of Directors, the Committees of Directors, and the government authorities, wherever required;
- j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement, and reappointment of Directors including the Managing Director and Whole-time Directors;
- k) Payment of remuneration to Directors including the Managing Director and Whole-time Directors,
- l) Appointment and remuneration of Auditors and Cost Auditors;
- m) Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares/Entitlement Letter;
- n) Declaration and payment of dividends;
- o) Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
- p) Borrowings and registration, modification and satisfaction of charges wherever applicable; investment of the Company's funds including investments and loans to others;
- q) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act; Directors' report;
- r) Contracts, common seal, registered office, and publication of name of the Company; and



s) Generally, all other applicable provisions of the Act and the Rules made under the Act.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. There were some changes in the composition of the Board of Directors & its committees that took place during the period under review which are in compliance with the provision of the Act and Regulations.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever applicable.

We further report that the Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

We further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization/rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

We further report that the Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

We further report that:

- a. the Company has complied with the requirements under the Equity Listing Agreements entered with BSE Limited and National Stock Exchange of India Limited;
- b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

We further report that during the audit period there were following specific events/actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards etc. :-

- During the period under review, the Company has considered and paid the final Dividend of 50% i.e. Rs. 1 per Equity Share for the Financial Year 2023-2024, and it was duly approved by the shareholders at the Annual General Meeting held on 28th September, 2024.
- During the period under review, the Company has allotted 9,64,600 equity shares of the face value of Rs.2/- each, at a price of Rs.450/- per equity share to the persons belonging to the promoter group against conversion of warrants.
- During the period under review, the Company has appointed M/s Sanjeev Anand & Associates, Chartered Accountants (Firm Registration No-007171C) as the statutory Auditor of the Company.

For, RAVI S SHARMA & ASSOCIATES
Company Secretaries
Firm Reg. No-I2008DE626400

Ravi. S. Sharma

M. No. - F7336

COP No-8007

UDIN: F007336G000389113

Place: New Delhi

Date :22.05.2025

[Form No, MR-3]

SECRETARIAL AUDIT REPORT

(FOR THE FINANCIAL YEAR ENDED ON 31.03.2025)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members of,**Goodluck Defence and Aerospace Limited,**

II-F, 167, Nehru Nagar,

Ghaziabad, Uttar Pradesh -201001.

We have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **Goodluck Defence and Aerospace Limited (CIN: U24103UP2023PLC188289)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, and returns filed and other records maintained by **Goodluck Defence and Aerospace Limited ("The Company")** for the financial year ended on 31st March, 2025 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; **NA**
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent applicable. Further, there were no compliances required relating to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the period under review;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): - **(Not applicable to the Company as it is Unlisted Public Company)**
 - m. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - n. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - o. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - p. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - q. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
 - r. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - s. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; -
 - t. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -
 - u. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -
 - v. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; -
 - w. the Company has complied with the requirements under the Listing Agreements entered with BSE Limited, National Stock Exchange of India Limited; and



We have also examined compliance with the applicable clauses of the following:

- iii) Secretarial Standards with regard to Meeting of Board of Directors (SS-1), General Meetings (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India. However, the stricter applicability of the Secretarial Standard is to be observed by the Company.
- iv) The Listing Agreements entered by the Company with the BSE Limited, National Stock Exchange of India Limited: - Not applicable to the Company During the period under review and as per representation and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:

- t) Maintenance of various statutory registers and documents and making necessary entries therein;
- u) Closure of the Register of Members.
- v) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- w) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- x) Notice of Board meetings and Committee meetings of Directors;
- y) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- z) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- aa) Approvals of the Members, the Board of Directors, the Committees of Directors, and the government authorities, wherever required;
- bb) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement, and reappointment of Directors including the Managing Director and Whole-time Directors;
- cc) Payment of remuneration to Directors including the Managing Director and Whole-time Directors,
- dd) Appointment and remuneration of Auditors;
- ee) Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- ff) Declaration and payment of dividends; There were no compliance required during the period under review.
- gg) Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs; There were no compliance required during the period under review.
- hh) Borrowings and registration, modification, and satisfaction of charges wherever applicable; investment of the Company's funds including investments and loans to others;
- ii) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act; Directors' report;
- jj) Contracts, common seal, registered office, and publication of name of the Company; and
- kk) Generally, all other applicable provisions of the Act and the Rules made under the Act.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. There were some changes in the composition of the Board of Directors took place during the period under review.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that the Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding. (Not applicable to the Company as it is Unlisted Public Company)

We further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization/rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

We further report that the Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable. During the period under review, Not applicable to the Company

We further report that:

- a. the Company has complied with the requirements under the Equity Listing Agreements entered with BSE Limited and National Stock Exchange of India Limited; (Not applicable to the Company as it is Unlisted Public Company)
- b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations; (Not applicable to the Company as it is Unlisted Public Company).
- c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosures and maintenance of records required under the said Regulations; During the period under review, Not applicable to the Company.

We further report that during the audit period there were following specific events/actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards etc. :-

- During the period under review, the Board of Directors of the Company has purposed the amendment in object clause of the MOA of the Company and the Company in its First AGM held on 21st September, 2024 has altered the Part-B of the object clause of the MOA.
- During the period under review Ms. Jyoti Sachdeva, Company Secretary of the Company, resigned from the post of Company Secretary w.e.f 22nd February, 2025.
- Mr. Jagdish Pratap, a Qualified Company Secretary appointed as Company Secretary of the Company w.e.f 1st March, 2025.
- During the period under review, Mr. Mahesh Chandra Garg and Mr. Ramesh Chandra Garg, has been appointed as the Whole Time Directors of the Company w.e.f 03.10.2024.

For, RAVI S SHARMA & ASSOCIATES
Company Secretaries
Firm Reg. No-I2008DE626400

Ravi. S. Sharma

M. No. - F7336

COP No-8007

UDIN: F007336g000409056

Place: New Delhi

Date :22.05.2025



ANNEXURE- C

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sl. No.	Particulars	Details				
		GLS Engineering India Limited	GLS Metallica India Limited	GLS Steel India Limited	Goodluck Infrapower Private Limited	Goodluck Defence & Aerospace Limited
1.	Name of the subsidiary					
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.	N.A.	N.A.	N.A.
4.	Share capital (Rs.)	100,000	100,000	100,000	500,000	49,11,00,000
5.	Reserves & surplus (Rs.)	(1,85,642)	(1,93,847)	(1,83,743)	97,75,889.00	124,91,50,521
6.	Total assets (Rs.)	2,02,558.00	1,91,653.00	2,01,557.00	1,04,05,163.00	3,26,25,74,850
7.	Total Liabilities (Rs.)	2,88,200.00	2,85,500.00	2,85,300.00	1,29,273.00	1522324331
8.	Investments (Rs.)	NIL	NIL	NIL	NIL	NIL
9.	Turnover (Rs.)	NIL	NIL	NIL	7,74,310	6,98,50,452
10.	Profit before taxation (Rs.)	(22,754.00)	(19,658.00)	(19,716.00)	7,34,685.00	5,25,46,369
11.	Provision for taxation (Rs.)	NIL	NIL	NIL	1,92,122.00	13758252.00
12.	Profit after taxation (Rs.)	(22,754.00)	(19,658.00)	(19,716.00)	5,42,562.00	3,87,88,117
13.	Proposed Dividend (Rs.)	NIL	NIL	NIL	NIL	NIL
14.	% of shareholding	100%	100%	100%	100%	79.43%

Notes:

- A. Names of subsidiaries which are yet to commence operations: GLS Engineering India Limited, GLS Metallica India Limited, GLS Steel India Limited, Goodluck Infrapower Private Limited and Goodluck Defence and Aerospace Limited.
- B. Names of subsidiaries which have been liquidated or sold during the year: NIL
- C. Part "B" of Form AOC-1 relates to detail of Associates and Joint Ventures is not been incorporated as there is no associates and joint Ventures of the Company.

**On behalf of the Board of Directors
For Goodluck India Limited**

(M. C. GARG)
Chairman
DIN: 00292437

(R. C. GARG)
Director
DIN: 00298129

**Place: Ghaziabad
Date: 29.08.2025**

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	N.A.
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
e)	Justification for entering into such contracts or arrangements or transactions'	N.A.
f)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	N.A.
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

2. Details of material contracts or arrangements or transactions at Arm's length basis.

Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

The company has not entered into any related party contract or arrangement or transaction which is material. "Material Related Party Transactions" means a contract or arrangement or transaction as defined as material in Listing Regulations or any other law or regulation including any amendment or modification thereof, as may be applicable.

On behalf of the Board of Directors

Date: 29.08.2025
Place: Ghaziabad

M. C. GARG
Chairman



ANNEXURE- E

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2024-2025

1. Brief outline on CSR Policy of the Company.

The policy encompasses the company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large, is titled as the 'CSR Policy - 2015'. This Policy shall be read in line with Section 135 of the Companies Act 2013, Companies (Corporate Social Responsibility Policy) Rules, 2014 and such other rules, regulations, circulars, and notifications (collectively referred hereinafter as 'Regulations') as may be applicable and as amended from time to time. The CSR policy – 2015 of Goodluck will supersede all the earlier policies relating to CSR. The main objective of Goodluck CSR policy is to lay down guidelines for the company to make CSR a key business process for sustainable development for the society. Goodluck will act as a good Corporate Citizen, subscribing to the principles of global compact for implementation. The detailed CSR Policy may be accessed on the Company's website at the weblink: <https://www.goodluckindia.com>.

2. Composition of CSR Committee:

Sl. NO.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mrs. Rajni Abbi	Non-Executive Independent Director – Chairperson	2	2
2.	Mr. Nitin Garg	Whole Time Director	2	2
3.	Mr. R. C. Garg	Whole Time Director	2	1

3. Provide the web-link where Composition of CSR committee, Policy and CSR projects approved by the board are Disclosed on the website of the company:

<https://www.goodluckindia.com/corporate-governance.php>

4. Provide the detail of Impact assessment of CSR projects Carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

Not Applicable

5. Details of the amount available for set off in pursuance Of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount Required for set off for the financial year, if any

S.NO.	Financial Year	Amount available for set-off from preceding financial year (in Rs lakhs)	Amount required to be set-off for the financial year, if any (in Rs lakhs)
1	2024-25	10.73	10.73
	TOTAL	10.73	10.73

6. Average net profit of the company as per section 135(5) : ₹ **14061.49 Lakhs**

7. (a) Two percent of average net profit of the company as per section 135(5) : ₹ **281.23 Lakhs**

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial year : **10.73**

(c) Amount required to be set off for the financial year, If any : ₹ **10.73 lakhs**

(d) Total CSR obligation for the financial year (7a+7b-7c) : ₹ **281.23 Lakhs**

8. (a) CSR amount spent or unspent for the financial year.

Total Amount Spent for the Financial Year (₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
291.19 lakhs	Not Applicable				

(b) Details of CSR amount spent against ongoing projects for the financial year. : **Not Applicable**

1	2	3	4	5		6	7	8	9	10	11	
Sl. NO.	Name of the Project.	Item from the list of activities in schedule VII to the Act.	Local area (yes/ No.)	Location of the project		Project duration.	Amount allocated for the project (₹ In Lakhs)	Amount spent in the current financial year (₹ In Lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation Direct (yes/No.)	Mode of Implementation Through Implementing Agency	
				State.	District.						Name.	CSR Registration number
1.	Adopt A Heritage/ Adopt A Village	(iv)	No	Uttarakhand	Rudraprayag	NA	75.00	75.00	Nil	No	Socio Legal Research and Educational Foundation	CSR00023792
TOTAL							75.00	75.00	Nil			

(c) Details of CSR amount spent against other than ongoing projects for the financial year.

1	2	3	4	5		6	7	8	
Sl. NO.	Name of the Activities	Item from the list of activities in schedule VII to the Act.	Local area (yes/No)	Location of the project		Amount spent for the project (₹ in Lakhs)	Mode of Implementation Direct (yes/No.)	Mode of Implementation Through Implementing Agency	
				State	District				
1	Animal welfare	Item no. (iv)	yes	Uttar Pradesh	Ghaziabad	45.58	Yes	NA	NA
2	Promoting Healthcare including preventive healthcare	Item no. (i)	yes	Uttar Pradesh & Gujarat	Ghaziabad, Mathura & Kutchch	90.31	Yes	NA	NA
3	Promoting Education	Item no. (ii)	yes	Gujarat and Uttar Pradesh	Kutchch & Ghaziabad	12.14	Yes	NA	NA
4	Eradicating hunger, poverty and malnutrition	Item no. (i)	yes	Uttar Pradesh & Gujarat	Ghaziabad, Bulandshahr & Kutchch	15.37	Yes	NA	NA

1	2	3	4	5		6	7	8	
SI. NO.	Name of the Activities	Item from the list of activities in schedule VII to the Act.	Local area (yes/No)	Location of the project		Amount spent for the project (₹ in Lakhs)	Mode of Implementation Direct (yes/No.)	Mode of Implementation Through Implementing Agency	
				State	District				
5	Conservation of natural resources	Item no. (iv)	yes	Uttar Pradesh	Bulandshahr	7.38	Yes	NA	NA
6	safe drinking water	Item No. (i)	Yes	Gujarat	Kutchch	0.59	Yes	NA	NA
7	Measures for reducing inequalities	Item No. (iii)	Yes	Uttar Pradesh & Gujarat	Bulandshahr & Kutchch	44.82	Yes	NA	NA
	TOTAL					216.19			

(d) Amount spent in Administrative Overheads: **NIL**

(e) Amount spent on Impact Assessment, if applicable: **NIL**

(f) Total Amount spent for the Financial year(8b+8c+8d+8e): **291.19 lakhs**

(g) Excess amount for set off, if any

SI. No.	Particular	Amount (₹ in lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	281.23
(ii)	Total amount spent for the financial year	291.19
(iii)	Amount required to be set off for the financial year	10.73*
(iv)	Excess amount spent for the financial year [(ii)+(iii)-(i)]	20.69*
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous financial year, if any	NIL
(vi)	Amount available for set off in succeeding financial years [(iii)-(iv)]	20.69

***Note:** Amount available for set-off from preceding financial year is ₹10.73 Lakhs, has been set off against the mandatory CSR obligation of ₹ 281.23 Lakhs for the FY 24-25. Accordingly, the excess amount available for set-off is ₹ 20.69 Lakhs (₹ 281.23 Lakhs – (₹ 291.19 Lakhs + ₹10.73Lakhs)) during the Financial Year 2024- 25, which is required to be adjusted with the immediate succeeding financial years.

9. (a) Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**

SI. NO.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 136 (6)(in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial year. (in ₹)
				Name of the fund	Amount (in Rs.)	Date of transfer	
1.							
	Total						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year: **Not Applicable**

1	2	3	4	5	6	7	8	9
SI. NO.	Project ID.	Name of the Project.	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial year (in ₹)	Status of the project - Completed/ ongoing.
1.								
	TOTAL							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). : **Not Applicable**

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset.)

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). : **Not Applicable**

A responsibility statement of the CSR Committee: The Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Date: 29.08.2025
Place: Ghaziabad

M C Garg
Director

Rajni Abbi
Chairperson CSR Committee



ANNEXURE- F

DETAILS PERTAINING TO REMUNERATION AS REQUIRED INFORMATION UNDER SECTION 197(14) & SECTION 197(12) RULE 5 (1) (2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	1. Mr. M.C Garg (Whole- Time Director): 103.48:1 2. Mr. R.C Garg (Whole- Time Director): 99.70:1 3. Mr. Nitin Garg (whole Time Director): 82.27:1 4. Mr. Shambhu Nath Singh (Executive Director): 6.15:1
2.	Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year	1. Mr. M.C Garg (Whole- Time Director): 30% 2. Mr. R.C Garg (Whole- Time Director): 32% 3. Mr. Nitin Garg (Whole Time Director): 32% 4. Mr. Shambhu Nath Singh (Executive Director):- 25% 5. Mr. Sanjay Bansal (C.F.O.) : 10% 6. Mr. Abhishek Agrawal (C.S): 16%
3.	Percentage increase in the median remuneration of employees in the financial year	8%
4.	Number of permanent employees on the rolls of company	2927*
5.	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and Justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration.	During the previous year 2024-25, Average percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 5% in comparison of 31% increase in the managerial remuneration. Explanation: Remuneration of both employees & Managerial Personnel are based on Companies as well as Individual performance. Further, the increase in managerial remuneration is to bring their managerial remuneration in commensurate to their experience, knowledge and industry standard.
6.	Affirmation that the remuneration is as per the remuneration policy of the company	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
7.	Statement of particulars of employees under section 197(12).	The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary.