GOODLUCK DEFENCE AND AEROSPACE LTD.

(GOODLUCK GROUP)
Regd. & Corp Office: 167, IIF, "GOODLUCK HOUSE" Nehru Nagar, Ambedkar Road, Ghaziabad, Uttar Pradesh, INDIA, 201001 I Ph: +91-120-4196600, 4196700
Website: www.goodluckindia.com I **E-mail:** goodluck@goodluckdefence.com
CIN: U24103UP2023PLC188289

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by Ministry of Corporate Affairs]

Dear Shareholder(s),

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013, (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the **Rules**"), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("the SS-2"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with General Circular Nos. 14/ 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/ 2023 dated September 25, 2023, 09/ 2024 dated September 19, 2024 and subsequent circulars issued in this regard, latest being 03/ 2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), and other applicable laws, rules and regulations, that the resolution as set out in this notice, is proposed to be passed by the Shareholders through postal ballot by remote e-voting only ("**remote e-voting**").

Item No. 1

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

> **"RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions of the Companies Act 2013, read with relevant rules made thereunder, (including statutory modification or re-enactment thereof, for the time being in force), and the enabling provisions of the Memorandum of Association and Article of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 55,00,00,000/- (Rupees Fifty-Five Crore) divided into 5,50,00,000 (Five Crore Fifty Lakh)

Equity Shares of face value Rs. 10/- each to Rs. 60,00,00,000/- (Rupees Sixty Crore) divided into 6,00,00,000 (Six Crore) Equity Shares of face value Rs. 10/- each, by creation of 50,00,000 (Fifty Lakh) Equity Shares of face value of Rs.10/- each ranking pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. of Clause 5 of the Memorandum of Association be deleted and the same be substituted with the following new Clause 5:

"The Authorised Share Capital of the Company is Rs.60,00,00,000/- (Rupees Sixty Crore), divided into 6,00,00,000 (Six Crore) Equity Share Shares of Rs.10/- each."

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to digitally/physically sign and submit necessary forms and documents with the Registrar of Companies, as may be required and to do all such things, acts and deeds and take necessary steps as may be necessary and incidental to give effect to the foregoing resolutions."

Item No. 2

FURTHER ISSUE OF SHARES THROUGH PREFERENTIAL AND PRIVATE PLACEMENT

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

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and the Foreign Exchange Management Act, 1999 as in force and subject to other applicable rules, regulations and guidelines and the enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company ("the Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose); the consent and approval of the Company be and is hereby granted to create, offer, issue and allot on a preferential and private placement basis, upto Rs. 283.50 Crore (Two Hundred Eighty Three Crore and Fifty lakhs Only) equity shares of the face value of Rs. 10/- each (hereinafter referred to as **"Equity Shares")**, at an issue price of Rs. 375/- per equity share of the face value of Rs. 10/- each (including a premium of Rs. 365/- per equity Share), in one or more tranches, to the persons, belonging to the non-promoter public category (hereinafter referred to as **"Proposed Allottee"**) as determined by the Board of Directors of the Company as follows:

S.No	**INVESTOR NAME**	**CATEGORY**	**NUMBER OF EQUITY SHARES**
1	ACE ALPHA TECH LIMITED	NON-PROMOTER PUBLIC	100000
2	ANJU GUPTA	NON-PROMOTER PUBLIC	50000
3	ASHU KUMAR AGGARWAL	NON-PROMOTER PUBLIC	50000
4	ATUL GUPTA	NON-PROMOTER PUBLIC	50000
5	BRIJESH JITENDRA PAREKH	NON-PROMOTER PUBLIC	50000
6	CAPRIZE INDIA OPPORTUNITIES FUND	NON-PROMOTER PUBLIC	50000
7	CENTRICITY FINCAP PRIVATE LIMITED	NON-PROMOTER PUBLIC	100000
8	CHANDRA HOLDINGS LIMITED	NON-PROMOTER PUBLIC	100000
9	COMPACT STRUCTURE FUND	NON-PROMOTER PUBLIC	50000
10	DALMIA OFFICE FAMILY TRUST	NON-PROMOTER PUBLIC	500000
11	DIPTI GUPTA	NON-PROMOTER PUBLIC	50000
12	DIVINE SUITING PRIVATE LIMITED	NON-PROMOTER PUBLIC	50000

13	GOLDEN GLOW ENTERPRISES PRIVATE LIMITED	NON-PROMOTER PUBLIC	300000
14	GREY EMINENCE CAPITAL FUNDS PRIVATE LIMITED	NON-PROMOTER PUBLIC	150000
15	HARPAL SINGH KOHLI	NON-PROMOTER PUBLIC	50000
16	INNOVATION INFRA & ADVISORY LLP	NON-PROMOTER PUBLIC	50000
17	JANAK DINKARRAI DESAI	NON-PROMOTER PUBLIC	50000
18	KAKKULOORU RADHIKA	NON-PROMOTER PUBLIC	50000
19	KETAN VALLABHDAS THAKKAR	NON-PROMOTER PUBLIC	100000
20	KLJ PLASTICIZERS LTD	NON-PROMOTER PUBLIC	50000
21	KUSHAGRA ALLOYS PRIVATE LIMITED	NON-PROMOTER PUBLIC	50000
22	MAYANK GUPTA	NON-PROMOTER PUBLIC	50000
23	PIYUSH AJAYBHAI SARAWAGI	NON-PROMOTER PUBLIC	50000
24	PRAVEEN KUMAR JAIN	NON-PROMOTER PUBLIC	50000
25	RADIANT GLOBAL FUND CLASS B PARTICIPATING SHARES	NON-PROMOTER PUBLIC	100000
26	RAGHUNANDAN SATHYANARAYAN RAO	NON-PROMOTER PUBLIC	50000
27	RTL MANAGEMENT LLP	NON-PROMOTER PUBLIC	50000
28	SAGEONE-FLAGSHIP GROWTH OE FUND	NON-PROMOTER PUBLIC	1350000
29	SAKET AGARWAL	NON-PROMOTER PUBLIC	100000
30	SANDEEP AGARWAL	NON-PROMOTER PUBLIC	100000
31	SANDEEP KAPADIA	NON-PROMOTER PUBLIC	560000
32	STARTIC MANAGEMENT CONSULTANCY PRIVATE LIMITED	NON-PROMOTER PUBLIC	700000

33	SUJATHA RAGHUNANDAN	NON-PROMOTER PUBLIC	50000
34	TAPARIA HOLDINGS PRIVATE LIMITED	NON-PROMOTER PUBLIC	50000
35	THRIVEITI INVESTMENT PRIVATE LIMITED	NON-PROMOTER PUBLIC	2100000
36	VINEET SOMNATH KAUL	NON-PROMOTER PUBLIC	50000
37	VKC CORPORATE SOLUTIONS PVT LTD	NON-PROMOTER PUBLIC	50000
38	YASH BOTHRA	NON-PROMOTER PUBLIC	50000

RESOLVED FURTHER THAT the aforesaid issue and allotment of Equity Shares shall be subject to the conditions prescribed under the Companies Act, including the following:

a. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottee.

b. The Equity Shares to be allotted shall be in dematerialized form only.

c. The Equity Shares shall rank pari-passu in all respects including as to dividend with the existing fully paid-up equity shares of face value INR 10/- each of the Company.

d. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee within a prescribed period.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Equity Shares, including but not limited to making application to the relevant depository for admission of the Equity Shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

For Goodluck Defence And Aerospace Limited

Sd/-
(Jagdish Pratap)
Company Secretary
M.No.- A67532

Place:- Ghaziabad
Date:- 06.08.2026

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**the Act**") read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and other applicable provisions, if any, setting out material facts and reasons relating to the aforesaid resolution, is annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").

2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, 31st July, 2026**, ("**Cut-off date**") as received from National Securities Depository Limited ("the **NSDL**"), Central Depository Services (India) Limited ("the **CDSL**") (collectively referred to as "**Depositories**") or in the records of RTA/Company.

3. Those members who have not yet registered their email addresses and consequently, have not received the Notice are requested to get their email addresses and mobile numbers registered by following the guidelines mentioned below:

   i) Members holding shares in physical mode are hereby notified that all holders of physical shares can update/ register their contact details including the details of e-mail address by submitting the requisite Form ISR-1 along with the supporting documents with Registrar & Share Transfer Agent ('RTA') of the Company i.e. Nivis Corpserve LLP

   ii) Members holding shares in dematerialized form are requested to register/ update their e-mail addresses with their respective DPs.

4. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date will only be entitled to vote on the Resolution set forth in this Notice. The voting right of shareholders shall be in proportion to their holding of no. of equity share of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to cs@goodluckdefence.com with a copy marked to evoting@nsdl.co.in.

6. The Notice will also be available on the website of the NSDL at www.evoting.nsdl.com.

7. All relevant documents referred to in this Notice will be open/ available for inspection through electronic mode for the Member s of the Company during working hours on all working days upto and including the last day for remote e-Voting i.e. **Tuesday, 8th September, 2026**. Any

member seeking to inspect the documents can send an e-mail to cs@goodluckdefence.com with subject line "Inspection of Documents" from their registered email address mentioning their Name, Folio Number/ DP ID & Client ID.

8. As per the MCA Circulars, physical copies of the Notice are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only.

9. In compliance with the MCA Circulars, Section 108 and 110 of the Act read with the Rules made thereunder, the Company is providing remote e-voting facility to seek the approval of Shareholders of the Company for the resolution contained in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Shareholders to cast their votes electronically (hereinafter referred to as the "remote e-Voting/ e-Voting"). The instructions for e-voting are provided as part of this Notice, the members are requested to read the e-voting instructions carefully before casting their vote.

10. The remote e-voting period begins on **Monday, 10th August, 2026 at 9:00 A.M. and ends on Tuesday, 8th September, 2026 at 5:00 P.M**. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date. Once the vote on the resolution is cast by the Shareholders, they shall not be allowed to change it subsequently or cast their vote again.

11. The Board of Directors ("the Board") of the Company have appointed M/s RAVI S SHARMA & ASSOCIATES, Company Secretaries in Practice, as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

12. Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the any Director of the Company or to any other person authorized by him not later than 3 days from the conclusion of e-voting.

13. The results of e-voting will be announced, by the any Director of the Company or by any other person authorized by him in that behalf, on or before **11th September, 2026** and the same will be placed on the website of NSDL at www.evoting.nsdl.com.

14. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of the remote e-voting process, i.e., **Tuesday, 8th September, 2026**.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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

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

Step 1: Access to the NSDL e-voting system.
Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode.

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected

	to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. **4.** Shareholders/ Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL.	**1.** Users who have opted for CDSL Easi/ Easiest facility, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users of Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. **2.** After successful login, the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. **3.** If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. **4.** Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered

	Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is **140777** then user ID is 101456001***

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

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

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

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of the company, which is **140777**, for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csravisharma@gmail.com with a copy marked to evoting@nsdl.com . Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or send a request at evoting@nsdl.com or contact Ms. Prajakta Pawle, Officer, NSDL at evoting@nsdl.com or call on toll free no.: 022 - 4886 7000 or write at NSDL, 4th floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@goodluckdefence.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

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

3. e-Voting facility provided by Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INFORMATION AT A GLANCE

Particulars	Details
Cut-off date for E-voting	**Friday, 31st July, 2026**
E-voting start time and date	**Monday, 10th August, 2026, 09:00 AM**
E-voting end time and date	**Tuesday, 8th September, 2026, 05:00 PM**
E-voting website	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	Ms. Pallavi Mhatre, Manager, NSDL Address: NSDL, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013. Contact Details: 022 2499 4545 or send a request to evoting@nsdl.com
Name, address and contact details of Registrar and Transfer Agent	Ms. Richa Rastogi, Nivis Corpserve LLLP Address: 3 Shankar Vihar 2nd Floor Vikas Marg Delhi 110092 Contact: 011-45201005 or send a request to nivis.cs@gmail.com

<u>EXPLANATORY STATEMENT IN RESPECT OF THE BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013</u>

<u>Item No. 1</u>

The present Authorised Share Capital of the Company is Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 5,50,00,000 (Five Crore Fifty Lakh) Equity Shares of Rs. 10/- each. Considering the requirement and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from the present Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 5,50,00,000 (Five Crore Fifty Lakh) Equity Shares of Rs. 10/- each to Rs. 60,00,00,000/- (Rupees Sixty Crore) divided into 6,00,00,000 (Six Crore) Equity Shares of face value Rs. 10/- each, by creation of 50,00,000 (Fifty Lakh) Equity Shares of face value of Rs.10/- each, ranking pari passu in all respects with the existing Equity Shares of the Company.

The proposed increase in Authorised Share Capital requires the approval of the Members of the Company. Consequently, upon the increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval by way of an **Ordinary Resolution**.

<u>Item No. 2</u>

To augment the fund requirements of the Company, your Company intends to raise funds through private placement of securities. The proposed issue of Equity Shares would be made in terms of the applicable provisions of the provisions of the Companies Act, 2013 and the rules made thereunder and other applicable provisions of the concerned act. The relevant disclosures/details are given below:

I. **Instrument and Numbers:** Your Board proposes to issue on preferential and private placement basis:

(i) Upto 75,60,000 (Seventy Five Lakhs Sixty Thousand) equity shares (“Equity Shares”), at an issue price of Rs. 375/- per equity share of the face value of Rs. 10/- each (including a premium of Rs. 365/- per equity Share, to the non-promoter public category.

(ii) The Board of Directors at their meeting held on 6th August, 2026 has recommended to the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board to raise funds through issuance of Equity

Shares through private placement at a price is determined as per the valuation report submitted from an independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable., for raising of the funds aggregating up to Rs. 283.50 Cr. (Rupees Two Hundred and Eighty-Three Crores and Fifty Lakhs Only).

II. **Pending Preferential Issue:** Presently, there has been no preferential issue pending or in process except as proposed in this notice.

III. **Issue Price and Valuation Report:**

As per the provisions of section 62 & other applicable sections and rules made thereunder the price of such shares is determined as per the valuation report submitted from an independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

The Company has taken Valuation Report from Transique Valuation Advisors Pvt. Ltd, [Registration Number: IBBI/RV-E/05/2022/179] having his Office at Suite No. 10 & 50, Building No. 5, Tower A, Level 18, DLF Cyber City Phase III, Gurugram 122002 Haryana, India. As per the Valuation Report, the price at which Equity Shares to be issued is Rs. 375/- per share.

IV. **Payment:** Full consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company before allotment of Equity Shares to the Proposed Allottees. Further, neither the Company nor any of the promoters, promoter group persons, directors or the Proposed Allottees is a willful defaulter or a fugitive economic offender or a fraudulent borrower.

V. **Change in control, if any, upon preferential issue:** Consequent to the proposed preferential issue of Equity Shares there shall not be any change in control or change in management of the Company. The present preferential issue of Equity Shares is proposed to be made to persons belonging to the non-promoter group (Public category). Apart from the Proposed Allottees no promoter or any director intend to subscribe to the present preferential issue.

VI. **Objects and purpose of the Preferential Issue:**

The Company and its Board intend to deploy the net proceeds in the Company, after deducting fees, commissions and expenses related to the Issue, to improve its financial growth, margin enhancement and working capital purposes, invest in capital expenditure of the Company and general corporate purposes. If the net proceeds are not completely utilized for the purposes stated hereinabove due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) delay in procuring and operationalizing assets; (iv) receiving the necessary approvals; (v) force majeure and (vi) other commercial considerations, the same would be utilised (in part or full) as may be decided by our Board, in accordance with applicable law.

VII. Proposed time of Allotment:

The allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act, 2013 from time to time.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, and rules made thereunder. The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your directors, therefore, recommend the resolution for your approval.

Mr. M. C. Garg, Mr. R. C. Garg, Mr. Nitin Garg and their relatives are interested in the special resolution as Promoters/promoter group, directors and shareholders of the Company/Holding Company. Apart from this, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the **Special Resolution** as set out at Item No. 2 of this Notice.

By Order of the Board of Directors

For Goodluck Defence And Aerospace Limited

Sd/-
(Jagdish Pratap)
Company Secretary
M.No.- A67532

Place: Ghaziabad
Date: 06.08.2026