GOODLUCK

Goodluck India Limited
(Formerly GOOD LUCK STEEL TUBES LIMITED)
Corp. Office : "GOODLUCK HOUSE" Nehru Nagar,
Ambedkar Road, Ghaziabad-201001 U.P. (INDIA)
Ph.: 91-120-4196600, 4196700, Fax : 91-120-4196666, 4196777

EXTRACTS OF THE MINUTES OF THE BOARD OF DIRECTORS' MEETING OF GOODLUCK INDIA LTD HELD ON WEDNESDAY, 31ST JULY, 2019 AT 11.00 A.M. AT II-F, 166-167, NEHRU NAGAR, AMBEDKAR ROAD, GHAZIABAD 201 001

Approval of Scheme of Amalgamation and other connected matters:

"**Resolved that** pursuant to the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, and subject to the approval of the members and creditors of the Company, to the extent required, accorded either by way of a resolution passed in duly convened meeting(s) or through written consent/NOC or otherwise, the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, consent of the Board of Directors of the Company be and is hereby given for the proposed Amalgamation of Swachh Industries Ltd (the Transferor Company) with Goodluck India Ltd (the Transferee Company) and other connected matters.

Resolved further that the salient features/terms and conditions of the amalgamation, as set out in the draft Scheme of Amalgamation placed before the meeting, which, inter-alia, include the following:

i. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Company will be transferred to and vest in the Transferee Company.

ii. All the employees of the Transferor Company in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the Transferor Company on the said date.

iii. Appointed Date for Amalgamation will be 1st April, 2019, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.

iv. Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, no new share will be issued by the Transferee Company pursuant to the Scheme of Amalgamation.

v. BSE Ltd will act as the Designated Stock Exchange for the purposes of this Scheme.

be and are hereby approved in specific.

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Resolved further that subject to the approval of the members and creditors of the Company, as the case may be, accorded either by way of a resolution passed in duly convened meeting(s) or through a written consent/NOC or otherwise, and subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, the draft Scheme of Amalgamation of Swachh Industries Ltd with Goodluck India Ltd, as placed in the meeting, be and is hereby approved.

Resolved further that pursuant to the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, necessary joint/separate application(s) and/or petition(s) be moved before the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, for approval of the proposed Scheme of Amalgamation and for such other directions as may be required for this purpose.

Resolved further that Mr Mahesh Chandra Garg and Mr Ramesh Chandra Garg, Whole time Directors of the Company; Mr Abhishek Agrawal, Company Secretary of the Company; and Mr Sanjay Bansal, Chief Financial Officer of the Company, be and are hereby authorised, jointly and severally, to modify/update the Scheme of Amalgamation to the extent of incorporating/updating any information; to execute, sign, file, submit or present necessary applications, petitions, supplementary applications/ petitions, summons, deeds, documents, instruments, rejoinders, replies, forms, returns; to agree to such conditions or modifications in the Scheme or any other paper [including the appointed date(s)] that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal or any other authorities or that may otherwise be deemed fit or proper by them; to swear affidavits or execute bonds/undertakings for the above mentioned Scheme; to execute and sign NOC/consent affidavit(s) which the Company may be required to provide, as a Shareholder/Creditor, to other Company(ies) in the Scheme; to appear (in person or through legal counsel or authorised representative) before the concerned Bench(es) of the Hon'ble National Company Law Tribunal or at the offices of the concerned Registrar of Companies, Ministry of Corporate Affairs, the Regional Director(s), Ministry of Corporate Affairs, the Official Liquidator(s), Ministry of Corporate Affairs, the Reserve Bank of India, the Income Tax Department or before any other competent authority, regulatory authority, agency or person in connection with the aforesaid Scheme; to execute, sign and verify vakalatnama, power of attorney or letter of authorization or any other papers in favour of any legal counsel, advocate, company secretary, consultant, advisor or any other person; and to do other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme.

<u>Authorisation to M/s Rajeev Goel & Associates, Advocates & Solicitors:</u>

"**Resolved that** consent of the Board of Directors of the Company be and is hereby given for the appointment of M/s Rajeev Goel & Associates, Advocates and Solicitors, 785, Pocket-E, Mayur Vihar II, Delhi 110 091, as Legal Counsel and advisors of the Company to advise and implement the proposed Amalgamation of Swachh Industries Ltd with Goodluck India Ltd; to prepare and finalise Scheme of Amalgamation, necessary applications, petitions, and other related documents to be filed in the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, to appear and plead in the Hon'ble National Company Law Tribunal and to take all such steps that may be required to give effect to the aforesaid Scheme at a remuneration to be mutually decided.

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Resolved further that Mr Rajeev K Goel, Mr Ajay Garg, Mr Praveen K Bharti and Mr Kartikeya Goel, Advocates of M/s Rajeev Goel & Associates, Advocates and Solicitors, New Delhi; and Mr Debabrata Deb Nath, Company Secretary in Practice, New Delhi, be and are hereby authorised, jointly and severally, to represent the Company in the Hon'ble National Company Law Tribunal or at the offices of the concerned Registrar of Companies, Ministry of Corporate Affairs, the Regional Director(s), Ministry of Corporate Affairs, the Official Liquidator(s), Ministry of Corporate Affairs, the Reserve Bank of India, the Income Tax Department or before any other competent authority, regulatory authority, agency or person, in connection with the aforesaid Scheme; to sign and submit necessary applications, documents, papers, replies, etc., with the aforesaid authorities; to make any corrections, changes or modification in any documents already submitted or to be submitted, to collect any letter, report or other documents for resubmission of the same or otherwise and to act for every purpose connected with the proceedings of the said Scheme and to take such other steps as may be required by the concerned authorities or otherwise become necessary or desirable in this regard."

Certified to be a true copy
For Goodluck India Ltd

GOODLUCK INDIA LIMITED GHAZIABAD

Ramesh Chandra Garg
Whole time Director
DIN: 00298129

R-10/159, Raj Nagar, Ghaziabad - 201002