Phone : 91-120-4196600, 4196700
Fax : 91-120-4196666, 4196777

Good Luck Steel Tubes Ltd.

(A Govt. of India Recognised Export House)
Manufacturers & Exporters of :
ERW BLACK / GALVANIZED STEEL TUBES
COLD ROLLED BLACK & GALVANIZED COILS / SHEETS (GP/GC)
(ON D.G.S. & D.RATE CONTRACT)
Corp. Office : "GOODLUCK HOUSE" Ambedkar Road, GHAZIABAD-201001 (U.P.) INDIA

Ref. No. .....

Date May 11, 2016

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

Sub: Postal Ballot Notice

Dear Sir/Madam,

This is to inform you that the Board of Directors of the Company at its meeting held on May 07, 2016 has, inter alia, decided to ascertain the shareholders' approval as per the postal ballot notice in regard to the item given below, through Postal Ballot process as per the provisions of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any (including any statutory modifications or re-enactment thereof for the time being in force):

1) Approval of Scheme of Amalgamation of Masterji Metalloys Pvt. Ltd. with Good Luck Steel Tubes Ltd.

2) Approval of change of name of the Company from "Good Luck Steel Tubes Limited" to "Goodluck India Limited".

Please find enclosed a copy of Postal Ballot notice and form.

Thanking You.
For **Good Luck Steel Tubes Limited**

Director

GOOD LUCK STEEL TUBES LIMITED

Registered Office: 509, Arunachal Building, Barakhamba Road,
Connaught Place, New Delhi – 110 001
Corporate Office: Good Luck House, II-F, 166-167, Nehru Nagar,
Ambedkar Road, Ghaziabad, 201001 U.P.
CIN: L74899DL1986PLC050910
Tel: 91-120-4196600; Fax: 91-120-4196666
e-mail: goodluck@goodlucksteel.com; website: goodlucksteel.com

NOTICE OF POSTAL BALLOT AND E-VOTING TO THE SHAREHOLDERS OF THE COMPANY

NOTICE PURSUANT TO SECTION 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, UNIFORM LISTING AGREEMENT ENTERED INTO BY THE COMPANY WITH THE BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Listing Agreement and other applicable provisions, if any. Approval of shareholders (other than Promoter and Promoter Group Shareholders) of Good Luck Steel Tubes Ltd is sought for the proposed Scheme of Amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd (hereinafter referred to as "the Scheme"/ "the Scheme of Amalgamation").

The approval to the Scheme of Amalgamation is being sought in terms of the requirements of Securities and Exchange Board of India (SEBI) Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013 [now replaced with SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2016], by way of this Postal Ballot and e-voting.

The Company seeks the consent of shareholders (other than Promoter and Promoter Group shareholders) for the Scheme through resolution specified below. In terms of the aforesaid SEBI Circulars, the resolution would be deemed to be approved and will be acted upon only in case the votes cast in favour of the resolution by the public category shareholders are more than votes cast against the resolution by the public category shareholders.

An Explanatory Statement pertaining to the said resolution along with the draft Scheme of Amalgamation is annexed and being sent to Shareholders.

The Company is also seeking the consent of the shareholders by way of special resolution for change of name from Good Luck Steel Tubes Limited to Goodluck India Limited as per draft Resolution No. 2 appended below. Draft Resolution No. 2 is proposed to be passed by way of Postal Ballot and E-voting as per the provisions of the Companies Act, 2013, Rules made there under and other applicable provisions, if any. The Explanatory Statement pertaining to the Resolution No. 2, setting out the material facts and the reasons thereof, is annexed separately.

The Company has appointed Mr. Praveen Kumar Bharti (LL.B, ACS), Advocate, having his address at 785, Pocket-E, Mayur Vihar Phase – 2, Delhi – 110091, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before close of business hours on **Friday, 10th JUNE, 2016**, the last date for the receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other Whole Time Director of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner and the result of the Postal Ballot will be announced on **Saturday, 11th June, 2016,** at 5.00 P.M. at the Corporate Office of the Company.

The result of the Postal Ballot along with the Scrutinizer's Report shall also be hosted on the website of the Company www.goodlucksteel.com and also be displayed at the registered office as well as at the Corporate Office of the Company besides communicating to the stock exchanges, where the Company is listed and to Registrar and Share Transfer Agent of the Company on the same date. The date of declaration of the results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed by the shareholders, if approved by requisite majority.

Proposed Resolutions:

1. **To consider and if thought fit, to pass the following resolution with requisite majority as mentioned in the SEBI Circular No.CIR/CFD/DIL/5/2013 dated 4th February, 2013 as amended by SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013** [now replaced with SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2016]:

   "Resolved that pursuant to the provisions of sections 391 and 394 of the Companies Act, 1956, and other applicable provisions, if any, and subject to the approval of the Hon'ble High Court of Delhi and other competent authorities, if any, the proposed Amalgamation of Masterji Metalloys Pvt Ltd (the Transferor Company) with Good Luck Steel Tubes Ltd (the Transferee Company) be and is hereby approved.

   Resolved further that the terms and conditions as set out in the draft Scheme of Amalgamation, which, inter-alia, include the following:

   a. 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.

   b. 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.

   c. Appointed Date for amalgamation will be 1st April, 2015 or such other date, as the Hon'ble High Court(s) may approve.

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

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

   be and are hereby approved in specific.

   Resolved further that subject to the approval of the Hon'ble High Court of Delhi and other competent authorities, if any, the draft Scheme of Amalgamation be and is hereby approved.

   Resolved further that the Board of Directors of the Company be and is hereby authorized to agree to such conditions or modifications (including the appointed date) that may be imposed, required or suggested by the Hon'ble High Court of Delhi or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all 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 of Amalgamation."

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

   "RESOLVED THAT pursuant to the provisions of Section 4,13,14,15 and all other applicable provisions, if any, of the Companies Act,2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s)thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the uniform listing agreement entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (the "Stock Exchange") and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary, consent of the members of the Company be and is hereby accorded for changing the name of the Company from "Good Luck Steel Tubes Limited" to "Goodluck India Limited."

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name Clause I of the Memorandum of Association of the Company be substituted with the following new clause:

I. The Name of the Company is Goodluck India Limited.

RESOLVED FURTHER THAT consequent upon change of name, the old name, i.e. " Good Luck Steel Tubes Limited " be substituted with the new name, i.e. " Goodluck India Limited " in the Memorandum and Articles of Association of the Company, other necessary documents and at all other places wherever appearing.

RESOLVED FURTHER THAT any one of the Director and/or Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar Of Companies (ROC) or any other appropriate authority and to settle and finalise all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may deem fit."

For and on Behalf of the Board
For Good Luck Steel Tubes Ltd

Sd/-
Abhishek Agrawal
Company Secretary
ACS: 20983

Date : 7th May, 2016
Place : Ghaziabad

NOTES:

1. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

2. The Explanatory Statement pursuant to the provisions of section 393 of the Companies Act, 1956 and Section 102 of the Companies Act, 2013, setting out material facts and the reasons for the proposed resolution, in respect of the special business under Item No. 1 of the Notice for approval of the Scheme of Amalgamation.

   The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts and the reasons for the proposed resolutions, in respect of the special business under Item No. 2 of the Notice for approval of change of name of the Company.

3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the Cut-Off Date being **Friday, 06th May, 2016.**

4. The Postal Ballot Notice along with the Postal Ballot Form is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding) unless he / she has requested for a hard copy of documents. For Members whose email addresses are not registered or in case of a Member having requested for a hard copy of documents, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.

5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 06th May, 2016 will be considered for the purpose of voting.

6. Resolutions approved by the Members through postal ballot (including e-voting) shall be deemed to have been passed as if these have been passed at a General Meeting of the Members convened in that behalf.

7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

8. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.

9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may write to the Registrar and Transfer Agent (R&T) or send an e-mail to info@masserv.com. The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.

10. Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form from the web link: www.evoting.nsdl.com or from Investor Section on the Company's website: www.goodlucksteel.com, where the Postal Ballot Notice along with form is displayed and send the duly completed and signed Postal Ballot Form along with necessary documents, if any, so as to reach the Scrutinizer on or before Friday, 10th June, 2016.

11. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, 06th May, 2016.

12. In compliance with Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of the uniform listing agreement, the Company has provided facility to all the members to exercise their votes through electronic means as an option and have engaged the services of National Securities Depository Limited **("NSDL")** as the Authorized Agency to provide e-voting facility.

13. A Member cannot exercise his vote by proxy on postal ballot.

14. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer at the registered office of the Company, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 P.M. IST) on Friday, 10th June, 2016. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 P.M. IST on Friday, 10th June, 2016, it will be considered that no reply from the Member has been received.

15. The resolution, if approved by the requisite majority, shall be deemed to have been passed the date of declaration of Result of the voting by postal ballot.

16. All the material documents referred to in the notice and explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Friday, 10th June, 2016.

17. **Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent/ Depository Participant(s) for sending future communication(s) in electronic form.**

18. **E–Voting**

    In compliance with Uniform Listing Agreement and Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e voting facility to all its Members. E-voting is optional. The e - voting rights of the members / beneficiary owners shall be reckoned in proportion to their shares of the paid up share capital of the Company as on **Friday, 06th May, 2016,** being the cut-off date for the purpose.

    Members of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically during the e-voting period. The detailed procedure and instruction for e-voting is as under:

a) In case a member receives e-mail from NSDL (for members whose e-mail addresses are registered with the Company/ Depository Participants), the member should open the PDF file attached with the e-mail (using his/her Client ID or Folio No. as password). The said PDF file contains his/ her User ID and password for e-voting. Please note that the password is an initial password.

b) In case a member receives Postal Ballot Notice and Postal Ballot Form in physical form (for members whose email addresses are not registered with the Company/Depository Participants), the User ID and initial password for e-voting is provided at the bottom of the Postal Ballot Form attached with the Postal Ballot Notice.

c) The below mentioned steps should be followed for casting the vote through e-voting (in both the cases mentioned at Sr. No. 18 (a) & (b) above):

   i) Open the internet browser and type the following URL: https://www.evoting.nsdl.com

   ii) Click on Shareholder Login.

   iii) If you are already registered with NSDL for e-voting, then you can use your existing User ID and password.

   iv) If you are logging in for the first time, please enter the User ID and password provided through email (as per Sr. No. 18 (a) above) or in physical form (as per Sr. No. 18 (b) above), as the case may be.

   v) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

   vi) Home page of e-voting opens. Click on e-voting> Active Voting Cycles.

   vii) Select “EVEN” (E-Voting Event Number) of Good Luck Steel Tubes Limited. Now you are ready for e-voting as Cast Vote page opens.

   viii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

   ix) Upon confirmation, the message “vote cast successfully” will be displayed.

   x) Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently.

   xi) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pkbharti@gmail.com with a copy marked to evoting@nsdl.co.in.

d) The e-voting period shall commence on Thursday, May 12, 2016 (09.00 AM) and ends on Friday, June, 10, 2016 (5.00 PM). At the end of the e-voting period, the e- voting facility shall be blocked by NSDL forthwith. The e- voting shall not be allowed after June, 10, 2016 (5.00 PM).

e) 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 downloads section of www.evoting.nsdl.com or call on toll free no. 1800-222-990. In case of any queries/ grievances connected with e-voting, the members may also contact Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or rajivr@nsdl.co.in (Telephone No. 022-24994600/022-24994738). In case a member forgets his/her password, he/she may reset the password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.

19. The procedure for casting the vote through physical Postal Ballot Form is as under:

A) The members who have received the Postal Ballot Notice along with Postal Ballot Form in physical form should return the Postal Ballot Form duly completed and signed by posting the same to the Scrutinizer

through postage prepaid self-addressed Business Reply Envelope (only for postage within India) being sent with the Postal Ballot Form.

B) The members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the weblink www.evoting.nsdl.com or the website of the Company i.e www.goodlucksteel.com and take a print thereof or seek a duplicate Postal Ballot Form from our RTA M/s. MAS Services, Limited, T-34, 2 Floor, Okhla Industrial Area, Phase -II, New Delhi -110020. Such Postal Ballot Form should be duly completed, signed and sent to the scrutinizer.

C) The Postal Ballot Form deposited in person or sent by courier or registered/speed post at the expense of the members will also be accepted.

D) The completed Postal Ballot Forms should reach the scrutinizer on or before Friday, June, 10, 2016 (5.00PM) and the Postal Ballot forms received thereafter will be strictly treated as if the reply from the member has not been received.

E) The members are requested to carefully read the instructions printed overleaf the Postal Ballot Form.

20. Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period (both days inclusive):

Commencement of voting:	From 9.00 a.m. (IST) on Thursday, 12th May, 2016
End of voting:	At 5.00 p.m. (IST) on Friday, 10th June, 2016

(The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

1. Approval of the members of **Good Luck Steel Tubes Ltd** is sought to the proposed Scheme of Amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd (hereinafter referred to as "this Scheme/the Scheme") by passing a Special Resolution through postal ballot with e-voting facilities.

2. In terms of the aforesaid SEBI Circulars, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour of the proposal are more than the number of votes cast by the Public Shareholders against the proposal.

3. A copy of the Scheme of Amalgamation, as submitted with the Hon'ble Delhi High Court, setting out the terms and conditions of the proposed amalgamation which, inter alia, provides for Amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd is enclosed with this Explanatory Statement.

4. **Background of the Companies**

4.1 **The Transferor Company-Masterji Metalloys Pvt Ltd:**

a. **Masterji Metalloys Pvt Ltd** (hereinafter referred to as "the Transferor Company/the Company") was originally incorporated under the provisions of the Companies Act, 1956, as a private limited company with the name and style as 'Masterji Metalloys Pvt Ltd' vide Certificate of Incorporation No. (CIN) U 27109 DL 2004 PTC 128383 dated 17th August, 2004 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. Name of the Company was changed to 'Saini Guarders and Alloys Pvt Ltd' vide Fresh Certificate of Incorporation dated 3rd March, 2011 issued by the Registrar of Companies, New Delhi. Further, name of the Company was changed to 'Masterji Metalloys Pvt Ltd' vide Fresh Certificate of Incorporation dated 5th September, 2012 issued by the Registrar of Companies, New Delhi.

b. Presently, the Registered Office of the Transferor Company is situated at 509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi – 110 001.

c. Presently, the Transferor Company is engaged in manufacturing of ingots and other steel products, fabrications of steel products on job work basis and other related activities.

d. Present Authorised Share Capital of the Transferor Company is Rs. 2,75,00,000 divided into 27,50,000 Equity Shares of Rs. 10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 2,38,45,000 divided into 23,84,500 Equity Shares of Rs. 10 each.

4.2 **The Transferee Company-Good Luck Steel Tubes Ltd:**

a. **Good Luck Steel Tubes Ltd** (hereinafter referred to as "the Transferee Company/the Company") was originally incorporated under the provisions of the Companies Act, 1956 as a private limited company with the name and style as "Good Luck Steel Tubes Pvt Ltd" vide Certificate of Incorporation No. 8341 dated 6th November, 1986 issued by the Registrar of Companies, Uttar Pradesh, Kanpur. The Company became a deemed public company and necessary endorsement was made by the ROC on the Certificate of Incorporation on 10th July, 1990. Subsequently, the Company amended its Articles of Association by deleting the restrictive clause under section 3(i)(iii) of the Companies Act, 1956 and has become a full fledged public limited company on 30th September, 1994. Registered Office of the Company was shifted from the State of Uttar Pradesh to the NCT of Delhi as approved by the Hon'ble Company Law Board, Northern Region Bench, New Delhi, vide Order dated 24th August, 1992. The Registrar of Companies, Delhi and Haryana, New Delhi allotted a new company registration number (CIN) L 74899 DL 1986 PLC 050910 to the Company on 9th November, 1992.

b. Presently the Registered Office of the Transferee Company is situated at 509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi – 110 001.

c. Presently, the Transferee Company is engaged in manufacturing of galvanized/blank steel tubes, sheets, CR coils, customized CDW auto tubes, forging, steel structure solution and related activities

d. Present Authorised Share Capital of the Transferee Company is Rs. 10,00,00,000 divided into 5,00,00,000 Equity Shares of Rs. 2 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 4,40,12,500 divided into 2,20,06,250 Equity Shares of Rs. 2 each.

5. The proposed Amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd will be effected by the arrangement embodied in the Scheme of Amalgamation framed under sections 391 & 394 of the Companies Act, 1956 (hereinafter referred to as "the Act"), and other applicable provisions, if any.

6. The circumstances which justify and/or necessitate the proposed amalgamation of the Transferor Company with the Transferee Company are, inter alia, as follows:

a. The Transferor Company is a Wholly Owned Subsidiary of the Transferee Company. The proposed Scheme of Amalgamation would result in business synergy, pooling of resources and consolidation of these Companies.

b. The proposed amalgamation would enable pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.

c. The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of human and other resource and enhancement of overall business efficiency. It will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth of their businesses.

d. The said Scheme of Amalgamation will contribute in fulfilling and furthering the objects of these Companies. It will strengthen, consolidate and stabilize the business of these Companies and will facilitate further expansion and growth of their business. The resulting amalgamated company will be able to participate more vigorously and profitably in the competitive market scenario.

e. The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.

f. The said Scheme of Amalgamation will have beneficial impact on all the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

7. The Scheme of Amalgamation is proposed for the aforesaid reasons. The Board of Directors and the Management of these Companies are of the opinion that the proposed amalgamation is in the best interest of these Companies and their stakeholders.

8. The Salient features of the Scheme are as follows:

8.1 The Scheme of Amalgamation, inter alia, provides as under:

a. 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.

b. 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.

c. Appointed Date for amalgamation will be 1st April, 2015 or such other date, as the Hon'ble High Court(s) may approve.

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

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

8.2 **TRANSFER OF UNDERTAKING**

a. With effect from the commencement of business on 1st April, 2015, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties (including agricultural land, industrial land, residential land and all other land and plots) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, projects under execution, current assets, investments, deposits, bookings and advances against residential and commercial plots and buildings, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Company, including but without being limited to, licenses granted by various government authorities for development of real estate projects, lease deeds, lease agreements, conveyance deed, registry, sale agreements, purchase agreements, memorandum of understanding (MOU), joint development agreement, joint venture agreements, award on successful bidding and/or auction, approved tenders, earnest money, deposits, security deposits, approval/NOC given by various government and other competent authorities like environmental clearances, approval for land use change (CLU), completion certificate, execution certificate, approval/NOC from fire department, approval/NOC for water, electricity and sewerage, clearance by airport authority, approval/NOC from irrigation department, approval/NOC from forest department, approval/NOC from underground water authority, approval/NOC from national highway authority, approval/NOC from high tension department, all permits and licenses like liquor license, license to run restaurant, lift/escalator license, liberties, easements, advantages, benefits, privileges, leases, tenancy rights, ownership, intellectual property rights including trademarks, brands, copy rights; quota rights, subsidies, capital subsidies, concessions, exemptions, sales tax exemptions, concessions/ obligations under EPCG/Advance/DEPB licenses, approvals, clearances, authorizations, certification, quality certification, past experience and credentials, business track record, utilities connections, electricity connections, electronics and computer link ups, services of all types, reserves, provisions, funds, benefit of all agreements and all other interests arising to the Transferor Company (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 394 of the Act, for all the estate, right, title and interest of the Transferor Company therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then

affecting the undertaking of the Transferor Company without such charges in any way extending to the undertaking of the Transferee Company.

b. Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the appointed date, by the Transferor Company to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Court or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.

c. On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Company whether provided for or not in the books of accounts of the Transferor Company shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.

d. Similarly, on and from the Appointed Date, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, credit of MAT, self assessment tax paid by or on behalf of the Transferor Company immediately before the amalgamation shall become or be deemed to be the property of the Transferee Company by virtue of the amalgamation. Upon the Scheme becoming effective, all the taxes paid (including TDS) by the Transferor Company from the appointed date, regardless of the period to which they relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same.

e. Without prejudice to the generality of the provisions contained in aforesaid clauses, upon the Scheme becoming effective, requisite form(s) will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.

f. On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns and other statutory filings and returns, filed by it or by the Transferor Company, if required, and shall have the right to claim refunds, depreciation benefits, advance tax credits, etc., if any.

g. All other assets & liabilities of the Transferor Company, which may not be specifically covered in the aforesaid clauses, shall also stand transferred to the Transferee Company with effect from the Appointed Date.

8.3 The Scheme shall be effective from the last of the dates on which certified copies of the High Court(s) order under Sections 391 and 394 of the Act are filed in the office(s) of the concerned Registrar of Companies. Such date is called as the Effective Date. Though the Scheme shall become effective from the Effective Date, the provisions of the Scheme, so far as they relate to the amalgamation, shall be applicable and come into operation from the Appointed Date.

8.4 On the Scheme, becoming effective as provided in Clause 5 of the Scheme, the Transferor Company shall stand dissolved without winding up.

The aforesaid are the salient features of the Scheme. Please read the entire text of the Scheme to get acquainted with the complete provisions of the Scheme.

9. The proposed Scheme of Amalgamation is for the benefit of the Transferor Company, the Transferee Company and their respective shareholders. It is fair and reasonable and is not detrimental to the interest of the public.

10. Though no new share is proposed to be issued by the Transferee Company, pursuant to the Scheme, in terms of the provisions of the Listing Agreement, Fairness Opinion was obtained from D&A Financial Services Private Limited, a SEBI registered Merchant Banker. A copy of the Fairness Opinion is enclosed herewith.

11. The proposed Scheme of Amalgamation has been unanimously approved by the Board of Directors of the Transferor Company and the Transferee Company.

12. In terms of the provisions of the Listing Agreement and SEBI Circulars, the Company has filed requisite application(s) along with the Draft Scheme of Amalgamation with BSE Limited (BSE)) and National Stock Exchange of India Limited (NSE) to obtain their No Objection to the proposed Scheme of Amalgamation.

13. As required by SEBI Circulars, the Company has filed Complaints Report dated 19-10-2015 & 27-10-2015 (indicating Nil Complaints) with BSE and NSE. After filing of Complaint Report, the Company has not received any compliant from any investors. A Copy of Complaints Reports filed BSE and NSE is enclosed herewith.

14. Accordingly, terms of the provisions of the Listing Agreement and SEBI Circulars, the Company received approval to the Scheme of Amalgamation from BSE Limited (Designated Stock Exchange) vide its observation letter dated 01-12-2015 and National Stock Exchange of India Limited vide its observation letter 01-12-2015. A copy each of the Observation Letters received from BSE and NSE are enclosed herewith.

15. No investigation proceedings under Sections 235 to 251 of the Companies Act, 1956, or under the corresponding sections of the Companies Act, 2013, are pending against the Transferor Company or the Transferee Company.

16. Directors of the Transferor Company and the Transferee Company are deemed to be interested in the proposed Scheme to the extent of their share holding in, loan given to and remuneration drawn from, as the case may be, the respective Companies. Similarly, Key Managerial Personnel (KMP) of the Transferor Company and the Transferee Company may also be deemed to be interested in the proposed Scheme to the extent of their share holding in, loan given to and remuneration drawn from, as the case may be, the respective Companies. The proposed Scheme does not have any effect on their interest different from that of the interest of other shareholders, creditors and employees of these Companies.

17. Shareholding of the Directors and Key Managerial Personnel of the Transferor Company in the Transferor Company and in the Transferee Company either singly or jointly or as nominee is as under:

Sl. No.	Name of Director/KMP	Designation	No. of Equity Shares held	
			Transferor Co.	Transferee Co.
	Ramesh Chandra Garg	Director	175*	570250
	Ram Agarwal	Director	Nil	728956
	Rajat Garg	Director	Nil	291920

*As Nominee of Good Luck Steel Tubes Ltd.

18. Shareholding of the Directors and Key Managerial Personnel of the Transferee Company in the Transferee Company and in the Transferor Company either singly or jointly or as nominee is as under:

Sl. No.	Name of Director/KMP	Designation	No. of Equity Shares held	
			Transferee Co.	Transferor Co.
1.	Mahesh Chandra Garg	Whole Time Director	127708	Nil
2.	Ramesh Chandra Garg	Whole Time Director	570250	175*
3.	Iswar Chandra Agasti	Director	Nil	Nil
4.	Vijender Kumar Tyagi	Director	Nil	Nil
5.	Kiran Garg	Director	Nil	Nil
6.	Rahul Goel	Director	Nil	Nil
7.	Nitin Garg	Whole Time Director	1486750	Nil
8.	Sanjay Bansal	CFO	Nil	Nil
9.	Abhishek Agrawal	Company Secretary	Nil	Nil

*As Nominee of Good Luck Steel Tubes Ltd.

19. The Pre Amalgamation Capital Structure of the Transferee Company is given below:

Particulars	No. of Shares (of Rs. 2each)	Amount (Rs.)
Present issued Equity Share Capital of the Transferee Company	22006250	44012500

Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, no share will be issued by the Transferee Company pursuant to the Scheme of Amalgamation. There will not be any change in post merger Capital Structure of the Transferee Company

20. The Pre-Amalgamation Issued, Subscribed and Paid-up Capital of the Transferor Company is Rs. 2,38,45,000 divided into 23,84,500 Equity Shares of Rs. 2 each. On the Scheme becoming effective, the Transferor Company shall be dissolved without the process of winding up and without any further act by the Parties to the Scheme.

21. The Pre Scheme Equity Shareholding Pattern of the Transferee Company is given below. Since, no new share will be issued by the Transferee Company pursuant to the Scheme of Amalgamation, there will not be any change in post merger Equity Shareholding Pattern of the Transferee Company.

Sl. No.	Category	Pre-Merger	
		No. of Shares	% of holding
1.	Promoter & Promoter Group	1,33,05,108	60.46
2.	Public	87,01,142	39.54
3.	Shares underlying DRs	Nil	Nil
4.	Shares held by Employee Trust	Nil	Nil
5.	Non Promoter- Non Public	Nil	Nil
	TOTAL	**2,20,06,250**	**100.00**

22. The Pre Scheme Equity Shareholding Pattern of the Transferor Company is given below:

		Pre-Merger	
Sl. No.	**Category**	**No. of Shares**	**% of holding**
1.	Promoter & Promoter Group	23,84,500	100
2.	Public	Nil	Nil
3.	Shares underlying DRs	Nil	Nil
4.	Shares held by Employee Trust	Nil	Nil
5.	Non Promoter- Non Public	Nil	Nil
	TOTAL	**23,84,500**	**100.00**

23. The following documents will be available for inspection at the registered office of the Transferor Company and the Transferee Company on any working day from the date of dispatch of this notice till 10th June, 2016 between 11.00 A.M. to 4.00 P.M.:

    a. The Memorandum and Articles of Association of the Transferor Company and the Transferee Company.

    b. The Audited Financial Statements of the Transferor Company and the Transferee Company for the last 3 years ended 31st March, 2013, 31st March, 2014 and 31st March, 2015.

    c. Register of Directors' Shareholding of the Transferor Company and the Transferee Company.

    d. A copy of the Fairness Opinion of 14/09/2015, a SEBI registered Merchant Banker.

    e. Copy of the Complaints Report dated 19/10/2015 and 27/10/2015 filed with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

f. Copies of the Observation Letters from BSE and NSE, dated 01/12/2015 and 01/12/2015, respectively, conveying their No-Objection to the Scheme of Amalgamation.

24. A copy of the Scheme of Amalgamation and Explanatory Statement, etc., may be obtained free of charge on any working day (except Saturday) prior to the last date of voting on the postal ballot, from the registered office of the Transferor Company and the Transferee Company.

Item No. 2

The Company is engaged in manufacturing and exporting of various products which do not only includes "Steel Tubes" but other engineering products also like fabricated coach parts for railways, automobile tubes, forging items, structures, sheets, module mounting structure for solar panels, flanges, shafts, gear etc.

Good Luck Steel Tubes Limited over a period of more than 25 years has built its own reputation and Goodwill with the name of "Goodluck" and is now evolved as a well established and known brand name in the market. Our more than 30% revenue generates from Export to across all the continents.

As the existing name depicts that our company is engaged in only steel tubes but in real terms the Company is engaged in manufacturing and exporting wide range of engineering products. As per our understanding the name must reflect the broad line of businesses of the entity and correctly understandable among all stakeholders.

The Company has already obtained the name availability of "Goodluck India Limited" from Ministry of Corporate Affairs.

The existing main objects of your Company are commensurate with the new proposed name of the company.

The Companies Act, 2013 requires the Company to obtain the approval of members for the change of name of the Company and for the alteration of the Memorandum of Association and Article of Association of your Company in respect to change of name clause by way of Special Resolutions.

Your Directors recommend the proposed resolution for adoption.

Directors and KMP of the Company are deemed to be interested or concerned in the proposed resolution to the extent of their share holding in the Company.

For and on Behalf of the Board
For Good Luck Steel Tubes Ltd

Sd/-
Abhishek Agrawal
Company Secretary
ACS: 20983

Date : 7th May, 2016
Place : Ghaziabad

SCHEME OF AMALGAMATION

OF

MASTERJI METALLOYS PVT LTD

WITH

GOOD LUCK STEEL TUBES LTD

AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

UNDER SECTIONS 391 & 394 OF THE COMPANIES ACT, 1956

1.1 DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as under:

a. **"Act"** means the Companies Act, 1956 (1 of 1956), the Companies Act, 2013 (18 of 2013) and the Rules made there under, as the case may be;

b. **"Appointed Date"** means commencement of business on 1st April, 2015 or such other date as the Hon'ble High Court(s) may direct.

c. **"Board of Directors"** in relation to respective Transferor and Transferee Companies, as the case may be, shall, unless it is repugnant to the context or otherwise, include a Committee of Directors or any person authorised by the Board of Directors or such Committee of Directors.

d. **"Effective Date"** means the date on which the transfer and vesting of the entire undertakings of the Transferor Company shall take effect, i.e., the date as specified in Clause 5 of this Scheme.

e. **"Record Date"** means the date to be fixed by the Board of Directors of the Transferee Company with reference to which eligibility of the shareholders of the Transferor Company for allotment of shares in the Transferee Company in terms of this Scheme, shall be determined.

f. **"Scheme"** means the present Scheme of Amalgamation framed under the provisions of sections 391 and 394 of the Companies Act, 1956, and other applicable provisions, if any, where under the Transferor Company is proposed to be amalgamated with the Transferee Company in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of the respective Companies and/or by any competent authority and/or by the Hon'ble High Court(s) or as may otherwise be deemed fit by the Board of Directors of these Companies.

g. **"Transferor Company"** means **Masterji Metalloys Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 5/102, Sikka Complex, 1st Floor, Community Centre, Preet Vihar, Vikas Marg, Delhi-110 092.

The Transferor Company was originally incorporated under the provisions of the Companies Act, 1956, as a private limited company with the name and style as 'Masterji Metalloys Pvt Ltd' vide Certificate of Incorporation No. (CIN) U 27109 DL 2004 PTC 128383 dated 17th August, 2004 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. Name of the Company was changed to 'Saini Guarders and Alloys Pvt Ltd' vide Fresh Certificate of Incorporation dated 3rd March, 2011 issued by the Registrar of Companies, New Delhi. Further, name of the Company was changed to 'Masterji Metalloys Pvt Ltd' vide

Fresh Certificate of Incorporation dated 5th September, 2012 issued by the ROC, New Delhi.

h. **"Transferee Company"** means **Good Luck Steel Tubes Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 5/102, Sikka Complex, 1st Floor, Community Centre, Preet Vihar, Vikas Marg, Delhi-110 092.

The Transferee Company was originally incorporated under the provisions of the Companies Act, 1956 as a private limited company with the name and style as "Good Luck Steel Tubes Pvt Ltd" vide Certificate of Incorporation No. 8341 dated 6th November, 1986 issued by the Registrar of Companies, Uttar Pradesh, Kanpur. The Company became a deemed public company and necessary endorsement was made by the ROC on the Certificate of Incorporation on 10th July, 1990. Subsequently, the Company amended its Articles of Association by deleting the restrictive clause under section 3(i)(iii) of the Companies Act, 1956 and has become a full fledged public limited company on 30th September, 1994. Registered Office of the Company was shifted from the State of Uttar Pradesh to the NCT of Delhi as approved by the Hon'ble Company Law Board, Northern Region Bench, New Delhi, vide Order dated 24th August, 1992. The Registrar of Companies, Delhi and Haryana, New Delhi allotted a new company registration number (CIN) L 74899 DL 1986 PLC 050910 to the Company on 9th November, 1992.

1.2 SHARE CAPITAL

i. The present Authorised Share Capital of the Transferor Company is Rs. 2,75,00,000 divided into 27,50,000 Equity Shares of Rs. 10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 2,38,45,000 divided into 23,84,500 Equity Shares of Rs. 10 each.

ii. The present Authorised Share Capital of the Transferee Company is Rs. 10,00,00,000 divided into 5,00,00,000 Equity Shares of Rs. 2 each. The present Issued, Subscribed and Paid up Share Capital of the Company is Rs. 4,40,12,500 divided into 2,20,06,250 Equity Shares of Rs. 2 each.

iii. The Transferor Company is a wholly owned subsidiary of the Transferee Company. Entire Share Capital of the Transferor Company is held by the Transferee Company and its nominee Shareholders. Whereas Equity Shares of the Transferee Company are listed on BSE Limited (Bombay Stock Exchange/BSE) and National Stock Exchange of India Limited (NSE).

iv. Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, the transfer and vesting of undertaking is covered under Clause 54 of the Notification No. 599/X-501, dated 25th March, 1942 issued by the Uttar Pradesh State Government in terms of Clause (a) of Section 9 of the Indian Stamp Act, 1829.

1.3 Rationale of the Scheme

That the circumstances which justify and/or necessitate the proposed amalgamation of the Transferor Company with the Transferee Company are, inter alia, as follows:

a. The Transferor Company is a Wholly Owned Subsidiary of the Transferee Company. The proposed Scheme of Amalgamation would result in business synergy, pooling of resources and consolidation of these Companies.

b. The proposed amalgamation would enable pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.

c. The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of human and other resource and enhancement of overall business efficiency. It will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth of their businesses.

d. The said Scheme of Amalgamation will contribute in fulfilling and furthering the objects of these Companies.

It will strengthen, consolidate and stabilize the business of these Companies and will facilitate further expansion and growth of their business. The resulting amalgamated company will be able to participate more vigorously and profitably in the competitive market scenario.

e. The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.

f. The said Scheme of Amalgamation will have beneficial impact on all the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

2. **TRANSFER OF UNDERTAKING**

a. With effect from the commencement of business on 1st April, 2015, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties (including agricultural land, industrial land, residential land and all other land and plots) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, projects under execution, current assets, investments, deposits, bookings and advances against residential and commercial plots and buildings, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Company, including but without being limited to, licenses granted by various government authorities for development of real estate projects, lease deeds, lease agreements, conveyance deed, registry, sale agreements, purchase agreements, memorandum of understanding (MOU), joint development agreement, joint venture agreements, award on successful bidding and/or auction, approved tenders, earnest money, deposits, security deposits, approval/NOC given by various government and other competent authorities like environmental clearances, approval for land use change (CLU), completion certificate, execution certificate, approval/NOC from fire department, approval/NOC for water, electricity and sewerage, clearance by airport authority, approval/NOC from irrigation department, approval/NOC from forest department, approval/NOC from underground water authority, approval/NOC from national highway authority, approval/NOC from high tension department, all permits and licenses like liquor license, license to run restaurant, lift/escalator license, liberties, easements, advantages, benefits, privileges, leases, tenancy rights, ownership, intellectual property rights including trademarks, brands, copy rights; quota rights, subsidies, capital subsidies, concessions, exemptions, sales tax exemptions, concessions/ obligations under EPCG/Advance/DEPB licenses, approvals, clearances, authorizations, certification, quality certification, past experience and credentials, business track record, utilities connections, electricity connections, electronics and computer link ups, services of all types, reserves, provisions, funds, benefit of all agreements and all other interests arising to the Transferor Company (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 394 of the Act, for all the estate, right, title and interest of the Transferor Company therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Company without such charges in any way extending to the undertaking of the Transferee Company.

b. Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the appointed date, by the Transferor Company to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Court or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.

c. On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and

other statutory liabilities, if any, of every kind, nature and description of the Transferor Company whether provided for or not in the books of accounts of the Transferor Company shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.

d. Similarly, on and from the Appointed Date, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, credit of MAT, self assessment tax paid by or on behalf of the Transferor Company immediately before the amalgamation shall become or be deemed to be the property of the Transferee Company by virtue of the amalgamation. Upon the Scheme becoming effective, all the taxes paid (including TDS) by the Transferor Company from the appointed date, regardless of the period to which they relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same.

e. Without prejudice to the generality of the provisions contained in aforesaid clauses, upon the Scheme becoming effective, requisite form(s) will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.

f. On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns and other statutory filings and returns, filed by it or by the Transferor Company, if required, and shall have the right to claim refunds, depreciation benefits, advance tax credits, etc., if any.

g. All other assets & liabilities of the Transferor Company, which may not be specifically covered in the aforesaid clauses, shall also stand transferred to the Transferee Company with effect from the Appointed Date.

3. **CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS**

a. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature, to which the Transferor Company is a party, subsisting or having effect immediately before or after the Effective date, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually, as if instead of the Transferor Company, the Transferee Company had been a party thereto.

b. The transfer of the said assets and liabilities of the Transferor Company to the Transferee Company and the continuance of all the contracts or legal proceedings by or against the Transferee Company shall not affect any contract or proceedings relating to the said assets or the liabilities already concluded by the Transferor Company on or after the Appointed Date.

c. The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Transferor Company or in favour of any other party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and, to implement and carry out all such formalities or compliance referred to above on the part/behalf of the Transferor Company to be carried out or performed.

4. **LEGAL PROCEEDINGS**

All legal proceedings of whatever nature by or against the Transferor Company pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the undertaking of the Transferor Company or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made.

5. **OPERATIVE DATE OF THE SCHEME**

a. This Scheme shall be effective from the last of the dates on which certified copies of the High Court(s) order under Sections 391 and 394 of the Act are filed in the office(s) of the concerned Registrar of Companies. Such date is called as the Effective Date.

b. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

6. **DISSOLUTION OF TRANSFEROR COMPANY**

On this Scheme, becoming effective as provided in Clause 5 above, the Transferor Company shall stand dissolved without winding up.

7. **EMPLOYEES OF TRANSFEROR COMPANY**

a. All the employees of the Transferor Company in service on the date immediately preceding the date on which the Scheme finally takes effect, i.e., the Effective Date, shall become the employees of the Transferee Company on 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.

b. Provident Fund, Gratuity Fund, Superannuation Fund and any other special fund or trusts created or existing for the benefit of the employees of the Transferor Company, if any, upon the Scheme becoming finally effective, the Transferee Company shall stand substituted for the Transferor Company for all purposes and intents, whatsoever, relating to the administration or operation of such schemes or funds or in relation to the obligation to make contributions to the said funds in accordance with the provisions of such funds. It is the intent that all the rights, duties, powers and obligations of the Transferor Company in relation to such funds shall become those of the Transferee Company. It is clarified that the services of the employees of the Transferor Company will be treated as having been continued for the purpose of the aforesaid funds or provisions.

8. **CONDUCT OF BUSINESS BY TRANSFEROR & TRANSFEREE COMPANIES**

From the Appointed Date until the Effective Date, the Transferor Company

a. Shall stand possessed of all its assets and properties referred to in Clause 2 above, in trust for the Transferee Company.

b. Shall be deemed to have carried on business and activities for and on behalf of and for the benefit and on account of the Transferee Company. Any income or profit accruing to the Transferor Company and all costs, charges and expenses or loss arising or incurring by the Transferor Company on and from the Appointed Date shall, for all purposes and intents, be treated as the income, profits, costs, charges, expenses or loss, as the case may be, of the Transferee Company.

9. **ISSUE OF SHARES BY TRANSFEREE COMPANY**

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 this Scheme.

10. **Upon this Scheme becoming finally effective:**

a. Entire Issued Share Capital and share certificates of the Transferor Company shall automatically stand cancelled. Equity Shareholders of the Transferor Company will not be required to surrender the Share Certificates held in the Transferor Company.

b. Crossholding of shares between the Transferor Company and the Transferee Company, on the record date, shall stand cancelled. Approval of this Scheme by the Shareholders and/or Creditors of the Transferor

and the Transferee Companies, as the case may be, and sanction by the concerned High Court(s) under section 391 and 394 of the Companies Act, 1956, shall be sufficient compliance with the provisions of sections 100 to 104 of the Companies Act, 1956, rule 85 of the Companies (Court) Rules, 1959, and other applicable provisions, if any, relating to the reduction of share capital on cancellation of cross holding, if any. Such reduction would not involve either the diminution of any liability in respect of un-paid share capital or the payment to any shareholder of any paid-up share capital, and accordingly, the provisions of section 101(2) of the Act will not be applicable.

c. The authorized Share Capital of the Transferor Company shall be added to and shall form part of the authorized Share Capital of the Transferee Company without any further act or deed. Accordingly, the authorised Share Capital of the Transferee Company shall stand increased to this extent without payment of any fees or charges to the Registrar of Companies and/or to any other government authority. Clause V of the Memorandum of Association and relevant article(s) of the Articles of Association of the Transferee Company shall stand modified to give effect to the aforesaid increase in the authorised Share Capital of the Transferee Company without any further approval.

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

11. **ACCOUNTING FOR AMALGAMATION**

Upon the Scheme becoming effective, amalgamation of the Transferor Company with the Transferee Company will be accounted in the following manner:

a. The amalgamation shall be an 'amalgamation in the nature of merger' as defined in the Accounting Standard (AS) 14 as prescribed under the Companies (Accounting Standards) Rules, 2006, and shall be accounted for under the 'pooling of interests' method in accordance with the said AS-14.

b. Accordingly, all the assets and liabilities recorded in the books of the Transferor Company shall be transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at the respective book values as reflected in the books of the Transferor Company as on the Appointed Date.

c. Inter-company balances, if any, will stand cancelled.

d. All the reserves of the Transferor Company under different heads shall become the corresponding reserves of the Transferee Company. Similarly, balance in the Profit & Loss Accounts of the Transferor and Transferee Companies will also be clubbed together.

e. In terms of the provisions of the Accounting Standard 14, any surplus/deficit arising out of Amalgamation shall be adjusted in the Reserves of the Transferee Company.

f. Accounting policies of the Transferor Company will be harmonized with that of the Transferee Company following the amalgamation.

12. **APPLICATION TO HIGH COURTS**

a. The Transferor Company shall make joint/separate applications/ petitions under the provisions of sections 391 & 394 of the Companies Act, 1956, the Companies (Court) Rules, 1959 and other applicable provisions, if any, to the concerned High Court for sanctioning of this Scheme, dissolution of the Transferor Company without the process of winding up and other connected matters.

b. The Transferee Company shall also make joint/separate application(s)/petition(s) under the provisions of sections 391 & 394 of the Companies Act, 1956, the Companies (Court) Rules, 1959 and other applicable provisions, if any, to the concerned High Court for sanctioning of this Scheme and other connected matters.

c. In terms of the Securities and Exchange Board of India (SEBI) Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013, the Scheme of Amalgamation

is required to be approved by Public Shareholders (i.e., Equity Shareholders other than those forming part of Promoter and Promoter Group) of the Listed Transferee Company by passing a Resolution through Postal Ballot and e-voting. In terms of the aforesaid SEBI Circulars, the Scheme will be acted upon only if the votes cast by Public Shareholders in favour of the proposed Scheme are more than the number of votes cast by Public Shareholders against the Scheme, if any.

13. **MODIFICATIONS/AMENDMENTS TO THE SCHEME**

a. The Transferor Company and the Transferee Company through their respective Board of Directors may make or assent, from time to time, on behalf of all persons concerned, to any modifications or amendments to this Scheme or to any conditions or limitations which the Court(s) and/or any authorities under the law may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters and things necessary for carrying the Scheme into effect.

b. In order to give effect to this Scheme or to any modifications or amendments thereof, the Board of Directors of the Transferee Company may give and are authorised to give all such directions as may be necessary including directions for settling any question, doubt or difficulty that may arise.

c. The Transferor Company and/or the Transferee Company shall be at liberty to withdraw from this Scheme in case any condition, alteration or modification, imposed or suggested by the Court(s) or any other competent authority, is not acceptable to them; or as may otherwise be deemed fit or proper by any of these Companies. The Transferor Company and/or the Transferee Company will not be required to assign any reason for withdrawing from this Scheme.

14. **INTERPRETATION**

If any doubt or difference or issue arises between the Transferor Company and the Transferee Company or any of their Shareholders or Creditors and/or any other person as to the construction hereof or as to anything else contained in or relating to or arising out of this Scheme, the same shall be referred to Mr Rajeev K Goel, LLB, FCS, Advocate, 785, Pocket-E, Mayur Vihar II, NH-24, Delhi 110 091, Phone: 93124 09354, 011-2272 5301, e-mail: rajeev391@gmail.com whose decision shall be final and binding on all concerned.

15. **EXPENSES CONNECTED WITH THE SCHEME**

All costs, charges and expenses of the Transferor Company and the Transferee Company incurred in relation to or in connection with this Scheme or incidental to the completion of the Amalgamation of the Transferor Company with the Transferee Company in pursuance of this Scheme, shall be borne and paid by the Transferee Company. However, in the event of the Scheme becoming invalid for any reason whatsoever, all costs, charges and expenses relating to the amalgamation exercise or incidental thereto shall be borne and paid by the respective Companies incurring the same.

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D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services

To,
The Board of Directors
Goodluck Steel Tubes Limited
5/102, Sikka Complex
Community Centre
Preet Vihar
Delhi-110092

And

The Board of Directors
Masterji Metalloys (P) Limited
5/102, Sikka Complex
Community Centre
Preet Vihar
Delhi-110092

Subject: Fairness Opinion on Valuation Report for the purpose of proposed scheme of amalgamation of Masterji Metalloys (P) Limited with Goodluck Steel Tubes Limited.

Dear Sir/s,

We M/s D and A Financial Services (P) Ltd., SEBI registered Merchant Banker, having license no. INM000011484 have been appointed by Goodluck Steel Tubes Limited to provide a fairness opinion on the proposed scheme of amalgamation of Masterji Metalloys (P) Limited (Hereinafter referred to as "MMPL"/Transferor Company") with Goodluck Steel Tubes Limited (hereinafter referred to as the "GSTL"/"Transferee Company") pursuant to draft scheme of amalgamation under relevant provisions of Companies Act, 1956.

Company Profile:

Good Luck Steel Tubes Ltd is a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 5/102, Sikka Complex, 1st Floor, Community Centre, Preet Vihar, Vikas Marg, Delhi-110 092. It was originally incorporated under the provisions of the Companies Act, 1956 as a private limited company with the name and style as "Good

D & A FINANCIAL SERVICES (P) LIMITED NEW DELHI

H.O. & Regd. Office: 13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065, Phone:+91 11 26472557, 26419079
Fax:+91 11 26219491, E-mail:dafspl@gmail.com, investors@dnafinserv.com contact@dnafinserv.com, Website:www.dnafinserv.com
Mumbai Ahmedabad **CIN : U74899DL1981PTC012709**

Luck Steel Tubes Pvt Ltd" vide Certificate of Incorporation No. 8341 dated 6th November, 1986 issued by the Registrar of Companies, Uttar Pradesh, Kanpur. The Company became a deemed public company and necessary endorsement was made by the ROC on the Certificate of Incorporation on 10th July, 1990. Subsequently, the Company amended its Articles of Association by deleting the restrictive clause under section 3(i)(iii) of the Companies Act, 1956 and has become a full fledged public limited company on 30th September, 1994.

The Company is engaged in manufacturing of galvanized/blank steel tubes, sheets, CR coils, customized CDW auto tubes, forging, steel structure solution and related activities.

Masterji Metalloys Pvt Ltd is a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 5/102, Sikka Complex, 1st Floor, Community Centre, Preet Vihar, Vikas Marg, Delhi-110 092.

The Transferor Company was originally incorporated under the provisions of the Companies Act, 1956, as a private limited company with the name and style as 'Masterji Metalloys Pvt Ltd' vide Certificate of Incorporation No. (CIN) U 27109 DL 2004 PTC 128383 dated 17th August, 2004 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. Name of the Company was changed to 'Saini Guarders and Alloys Pvt Ltd' vide Fresh Certificate of Incorporation dated 3rd March, 2011 issued by the Registrar of Companies, New Delhi. Further, name of the Company was changed to 'Masterji Metalloys Pvt Ltd' vide Fresh Certificate of Incorporation dated 5th September, 2012 issued by the ROC, New Delhi.

The Company is engaged in manufacturing of ingots and other steel products, fabrications of steel products on job work basis and other related activities.

DANDA FINANCIAL SERVICES PRIVATE LIMITED NEW DELHI

Rationale of Report:

We are made to understand that the management of Good Luck Steel Tubes Ltd is proposing an internal restructuring by merging Masterji Metalloys (P) Limited with the Good Luck Steel Tubes Ltd and the proposed merger:

a. Would result in business synergy, pooling of resources and consolidation of these Companies.

b. Would enable pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.

c. Will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of human and other resource and enhancement of overall business efficiency. It will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth of their businesses.

d. Will contribute in fulfilling and furthering the objects of these Companies. It will strengthen, consolidate and stabilize the business of these Companies and will facilitate further expansion and growth of their business. The resulting amalgamated company will be able to participate more vigorously and profitably in the competitive market scenario.

e. Would enhance the shareholders' value of the Transferor and the Transferee Companies.

In this regard, we have been requested to given an opinion on fairness of proposed merger in compliance with requirement of listing agreement.

DANDA FINANCIAL SERVICES PRIVATE LIMITED NEW DELHI

Sources of the Information

We have received the following information from the management of the Companies:

1. Financial Statement of Good Luck Steel Tubes Ltd for Financial Year 2013, 2014 and 2015.
2. Financial Statement of Masterji Metalloys (P) Limited for Financial Year 2013, 2014 and 2015.
3. Proposed Draft Scheme of Arrangement.

Scope and Purpose of the Opinion

Pursuant to an amendment dated September 4, 2008 vide Notification No. SEBI/DIL/LA/5/2008/4/09 by SEBI in clause 24 of the Listing Agreement, a fairness opinion has to be obtained from an independent merchant banker on the valuation of assets/shares done by the valuer for the listed as well as unlisted companies. The purpose of the opinion is to safeguard the interest of the shareholders and that of the companies involved in the proposed Scheme and this opinion shall be made available to the shareholders of the relevant Companies at the time of their meeting to pass the necessary resolution for the proposed Scheme and to any other relevant authority.

We have not made an appraisal or independent valuation of any of the assets or liabilities of any of the Companies and have not conducted an audit or due diligence or reviewed/ validated the financial data except what is provided for in the Valuation Report and financial data provided to us by the Company or Valuer.

Disclaimer: This report is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in Companies or deal in any form in the

securities of the Company and should also not be considered as a final equity value of the Company.

Our report does not, in any way, guarantee that the equity shares of Companies will continue to remain at the price on which the valuation of the shares takes place.

This letter is for the benefit of and confidential use by the Company. This report is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, statute, act guideline or similar instruction. The Management or related parties of Companies are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report.

In no circumstances whatsoever, will D and A Financial Services (P) Limited, its Directors and employees accept any responsibility of liability towards any third party for consequences arising out of the use of this report.

Fairness Opinion

As stated in draft scheme of amalgamation, the entire issued, subscribed and paid up share capital of MMPL shall stand cancelled and extinguished pursuant to implementation of this scheme and GSTL would not be required to issue and allot any equity shares to the shareholders of GSTL.

The aforesaid amalgamation shall be subject to receipt of approval from honorable High Court of respective jurisdictions, the relevant stock exchanges and other statutory authority approvals as may be required.

D & A Financial Services (P) Limited has issued this fairness opinion with the understanding that draft scheme of amalgamation shall not be materially altered and the parties hereto agree that fairness opinion would not stand good in case of final scheme of amalgamation alters the transactions.

Based on the information's, data made available to us, to the best of our knowledge and belief, the consideration proposed under draft scheme of amalgamation is fair in our opinion.

Thanking You

For **D & A Financial Services (P) Ltd**

(M K Doogar)
Director

Date: 14.09.2015

Place: New Delhi

Phone : 91-120-4196600, 41967
Fax : 91-120-4196666, 41967

Good Luck Steel Tubes Ltd.

(A Govt. of India Recognised Export House)

Manufacturers & Exporters of :
ERW BLACK / GALVANIZED STEEL TUBES
COLD ROLLED BLACK & GALVANIZED COILS / SHEETS (GP/GC)
(ON D.G.S. & D.RATE CONTRACT)

Admn. Office : "GOODLUCK HOUSE" Ambedkar Road, GHAZIABAD-201001 (U.P.) INDIA

Ref. No. ..... Date .....

Sub: Complaints report under SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013

Re: Scheme of Amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd

Complaint Report

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
N.A.			

Date: 27-10-2015
Place: Ghaziabad

For GOOD LUCK STEEL TUBES LTD.

Director

Regd. Office : 5/102, Sikka Complex (1st Floor) Community Centre, Preet Vihar, Vikas Marg, Delhi-110 092 INDIA
CIN - L74899DL1986PLC050910 Telefax No. : 91-11-22514254
E-mail : goodluck@goodlucksteel.com Website : www.goodlucksteel.com

Phone : 91-120-4196600, 4196700
Fax : 91-120-4196666, 4196777

Good Luck Steel Tubes Ltd.

(A Govt. of India Recognised Export House)
Manufacturers & Exporters of :
ERW BLACK / GALVANIZED STEEL TUBES
COLD ROLLED BLACK & GALVANIZED COILS / SHEETS (GP/GC)
(ON D.G.S. & D.RATE CONTRACT)
Admn. Office : "GOODLUCK HOUSE" Ambedkar Road, GHAZIABAD-201001 (U.P.) INDIA

Ref. No. ..... Date .....

Sub: Complaints report under SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013

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Complaint Report

Part A

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3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
N.A.			

Date: 19-10-2015
Place: Ghaziabad

GOOD LUCK STEEL

Regd. Office : 5/102, Sikka Complex (1st Floor) Community Centre, Preet Vihar, Vikas Marg, Delhi-110 092 INDIA
CIN - L74899DL1986PLC050910 Telefax No. : 91-11-22514254
E-mail : goodluck@goodlucksteel.com Website : www.goodlucksteel.com

BSE Limited Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
T: +91 22 2272 1234 / 33 F: +91 22 2272 1003 www.bseindia.com
CIN: L67120MH2005PLC155188

DCS/AMAL/AC/24(f)/226/2015-16

December 1, 2015

The Company Secretary
Good Luck Steel Tubes Ltd
5/102, Sikka Complex, 1st Floor,
Community Centre, Vikas Marg,
Preet Vihar,Delhi - 110092.

Sub: Observation letter regarding the Draft Scheme of Arrangement between Good Luck Steel Tubes Ltd and Masterji Metalloys Private Limited.

We are in receipt of Draft Scheme of Arrangement between Good Luck Steel Tubes Ltd and Masterji Metalloys Private Limited.

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI vide its letter dated November 27, 2015 has inter alia given the following comment(s) on the draft scheme of arrangement:

- ***"Company to ensure that all the additional information submitted by company after filing the scheme with the stock exchange is displayed from the date of receipt of this letter on the website of the listed along with various documents submitted pursuant to the circulars."***
- ***"Company to ensure that the rationale for the scheme of arrangement is included as a part of the draft scheme of arrangement."***
- ***"Company shall duly comply with various provisions of the Circulars."***

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

a. Copy of the High Court approved Scheme;
b. Result of voting by shareholders for approving the Scheme;
c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
e. Status of compliance with the Observation Letter/s of the stock exchanges;
f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
g. Complaints Report as per Annexure II of this Circular.
h. Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

Nitin Pujari
Manager

Lalit Phatak
Asst. Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50
Stock of the nation

Ref: NSE/LIST/52547

December 1, 2015

The Company Secretary
Good Luck Steel Tubes Limited
5/102, Sikka Complex,
Community Centre,
Preet Vihar,
New Delhi - 110092

Kind Attn.: Mr. Abhishek Agrawal

Dear Sir,

Sub.: Observation Letter for draft Scheme of Amalgamation of Masterji Metalloys Pvt. Ltd. (Transferor Company) with Good Luck Steel Tubes Limited (Transferee Company) and their respective shareholders and creditors.

This has reference to captioned scheme submitted to NSE vide your letter dated September 19, 2015.

Based on our letter Ref: NSE/LIST/47473 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI has vide letter dated November 27, 2015, has given following comments on the draft Scheme of Amalgamation:

"a. The company shall ensure that additional information, if any, submitted by the company, after filing the scheme with the stock exchange, is displayed from the date of receipt of this letter on the website of the listed company.
b. The company shall duly comply with various provisions of the Circulars.
c. The rationale for the scheme of arrangement has not been included as part of the draft scheme. This may be ensured".

We hereby convey our 'No-objection' with limited reference to those matters having a bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon'ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from December 1, 2015, within which the Scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, you shall submit to NSE the following:

a. Copy of Scheme as approved by the High Court;
b. Result of voting by shareholders for approving the Scheme;
c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;

d. Status of compliance with the Observation Letter/s of the stock exchanges;
e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,
For National Stock Exchange of India Limited

Kamlesh Patel
Manager

P.S.: Checklist of all the further issues is available on website of the exchange at the following URL http://www.nseindia.com/content/equities/eq_checklist.htm"

PRECISION PAPER PRODUCTS N.DELHI 41611670
07/14

GOOD LUCK STEEL TUBES LIMITED

CIN: L74899DL1986PLC050910
Regd. Offc: 509, Arunachal Building, Barakhamba Road, Connaught Place New Delhi-110001
Corporate Office: Goodluck House, II F 166-167, Nehru Nagar, Ambedkar Road, Ghaziabad-201001
Ph: +91-120-4196600, 4196700 **Fax:** +91-120-4196666 **Website :** www.goodlucksteel.com, **E-mail :** goodluck@goodlucksteel.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Serial No

1. Name & Address of the Sole/ First named Shareholder as registered with the Company :

2. Name(s) of the joint Shareholder(s), if any, registered with the Company :

3. Registered Folio No./ DPID No.* & Client ID No.* : (*Applicable to investors holding shares in dematerialized form)

4. Number of shares held :

5. I/ We hereby exercise my/ our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by conveying my/ our assent or dissent to the said Resolution(s), by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of Shares held	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Approval of Scheme of Amalgamation of Masterji Metalloys Pvt. Ltd. with Good Luck Steel Tubes Ltd.			
2.	Approval of change of name of the Company from "Good Luck Steel Tubes Limited" to " Goodluck India Limited"			

Place :
Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

Notes :

1. Kindly read the instructions before filling the form
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is June 10, 2016 (5.00 P.M.)
3. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

P.T.O.

NOTES / INSTRUCTIONS

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.

2. The Company has appointed Mr. Praveen K Bharti, (LLB, ACS), Advocate, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 6th May, 2016.

4. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by email to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.

5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional. Shareholders have option to vote either through e-voting platform or through postal ballot.

6. Kindly note that the Members can opt for only one mode of voting i.e. either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

7. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to info@masserv.com. The RTA shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.

8. The Postal Ballot Notice is also being uploaded on the Company's website viz., www.goodlucksteel.com and of NSDL viz., https://www.evoting.nsdl.com.

9. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 4.00 p.m. on all working days from dispatch of this Notice till 10th June, 2016.

10. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on cut off date.

11. Instruction for E Voting are as under:

(a) In case of Shareholders receiving e-mail from NSDL :

(1) Open e-mail and open the PDF file viz, "GOOD LUCK STEEL TUBES LIMITED**.** pdf" with your client ID or Folio No. as passyou have voted on the resolution, you will not be allowed to modify your vote;

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/;

(iii) Click on Shareholder - Login;

(iv) Insert user ID and password as initial password noted in step (i) above. Click Login;

(v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;

(vi) Home Page of e-Voting opens. Click on e-Voting: Active Evoting Cycles;

(vii) Select "EVEN" of GOOD LUCK STEEL TUBES LIMITED.;

(viii) Now you are ready for e-Voting as Cast Vote page opens;

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;

(x) Upon confirmation, the message "Vote cast successfully "will be displayed;

(xi) Once All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 4.00 p.m. on all working days from despatch of this notice till 10th June, 2016.

(xii) For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc together with attested specimen signatures of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at pkbharti@gmail.com with a copy marked to evoting@nsdl.co.in

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

(i) Initial password is provided at the bottom of the Postal Ballot Form.
(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.