



# GOOD LUCK STEEL TUBES LIMITED

Regd. Off. : 5/102, Sikka Complex, 1<sup>st</sup> Floor, Community Centre, Preet Vihar, Vikas Marg, Delhi-110092

Corporate Off. : II-F 166-167, Nehru Nagar, Ambedkar Road, Ghaziabad-201001

CIN : L74899DL1986PLC050910

Telephone : 011-22514254, Website : www.goodlucksteel.com, E-mail : goodluck@goodlucksteel.com

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completion of this form)

### 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 Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated Friday, May 30, 2014 by conveying my/ our assent or dissent to the said Special Resolution(s), by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Special Resolution under section 180(1)(a) of the Companies Act, 2013 for providing securities etc. in connection with the borrowings of the Company.			
2.	Special Resolution under section 180(1)(c) of the Companies Act, 2013 to borrow upto Rs. 800 Cr.			

Place :

Date :

(Signature of the Shareholder)

## ELECTRONIC VOTING PARTICULARS

(E Voting Event Number)	EVEN USER ID	PAN*

### Notes :

- Kindly read the instructions before filling the form
- Last date for receipt of Postal Ballot Forms by Scrutinizer is September 6, 2014.
- 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. A member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelope containing Postal Ballot form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or furnished by national Securities depository Limited/Central Depository Services (India) Limited, in respect of shares held in physical form or dematerialized form respectively). In case of joint holding, this form must be completed and signed by the First named Member and his/her absence, by the next named Member.
3. The votes should be cast either in favour or against by putting the tick (✓) Mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid. The assent or dissent received in any other form shall not be considered valid.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (6:00 p.m.) on Saturday, the 6<sup>th</sup> day of September, 2014. Postal Ballot Form received after this date will be strictly treated as if reply from such Member(s) has not been received.
6. In the case of shares held by the companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board resolution/Authorisation together with the specimen signature(s) of the duly authorised signatories.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the member(s) on the cutoff date i.e., 1<sup>st</sup> August, 2014.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified hereinabove.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepared envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
10. The company is pleased to offer e-voting facility as an alternate to all the members of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
11. The exercise of vote through Postal Ballot is not permitted through a Proxy.
12. There will be one Postal Ballot Form for every folio/client ID, irrespective of the number of joint holders.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
14. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot.

PPP
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**NOTICE OF THE POSTAL BALLOT  
PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 to the Members of Good Luck Steel Tubes Limited to accord through Postal Ballot their approval to the following resolution:

**1. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution:**

**"RESOLVED THAT** in supersession of the earlier resolution passed under section 293 (1) (a) of the Companies Act, 1956 by members through postal ballot on 05th October 2010, the consent of the Members of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification, or re-enactment thereof, and such other approvals as may be necessary, to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution) to sell, lease or otherwise dispose off whole or substantially the whole of any such undertakings or create charges, mortgages, hypothecations and pledges, in addition to the existing charges, mortgages, hypothecations and pledges, created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable /immovable properties of the Company, both present and future and/or whole or any part of undertaking (s) of the Company together with the power to take over the management of the business and concern of the company in certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee/Trustee(s) , for securing the borrowing of the company availed/to be availed by way of loans(s) and/or securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and /or secured premium notes and/or floating rated notes/bonds or other debts instruments) issued/to be issued by the Company, from time to time, subject to the limit approved under section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges premium on prepayments, remuneration of the Agent(s)/Trustee, Premium (if any) of redemption, all other cost, charges and expenses as a results of devaluation/revaluation/fluctuation in the rates of exchanges and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Trust Deeds(s) or any other document entered into/to be entered into between the Company and the Lender(s), Agent(s) and Trustee(s)/Trustees, in respect of the said loans/borrowings/debentures/bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf and agrees to between the Board of Directors or Committee thereof and the Lender(s)/Agents/Trustee(s).

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, deeds and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or Officer(s) of the Company, to give effect to this resolution."

**2. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution:**

**"RESOLVED THAT** in supersession of all the earlier resolution passed under section 293 (1) (d) of the Companies Act, 1956 by members, the consent of the Members of the Company be and is hereby accorded pursuant to the provisions of Section 180(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification, or re-enactment thereof, and such other approvals as may be necessary, to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution) to exercise its power to delegate such authority to person or person(s) for raising borrowings in Indian Rupees or foreign currency through loans, credit or issue of Securities to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, upto a limit of **Rs. 800 crores (Rupees Eight Hundred Crores)** (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) from time to time, as it may think fit, for the purpose of financing working capital requirement as also for acquisitions of capital assets and/or for the purpose of any other requirements of the company both for capital and revenue in nature, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves.

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

By order of the Board  
**For Good Luck Steel Tubes Limited**

Sd/-  
(Abhishek Agrawal)  
COMPANY SECRETARY

Place : Ghaziabad  
Date : 30th May, 2014

**Notes:**

1. The Explanatory Statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Postal Ballot form for voting by you as shareholder of the company is also enclosed.
3. The Board of Directors at its meeting held on 30<sup>th</sup> May, 2014 has appointed N.K. Rastogi & Associates , Practicing Company Secretaries, Delhi to act as Scrutinizer for conducting Postal Ballot in a fair and transparent manner.
4. 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 namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, 1<sup>st</sup> August, 2014.  
In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Agreement, 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 into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
5. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail 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 Participant(s) (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 alongwith the Postal Ballot Form through Post.
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 duplicate one, then Member 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 alongwith self-addressed pre-paid postage Business Reply Envelope to the Member.

8. Voting rights of the Members shall be in proportion to their shares in the total paid up equity capital of the Company as on Friday, 1<sup>st</sup> August, 2014.
9. Members are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed, in the attached Self-addressed postage pre-paid envelop, so as to reach the Scrutinizer on or before 6th Sept. 2014. Please Note that any Postal Ballot Form (s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballot. The results of the Postal Ballot will be announced, on 11th September, 2014 at 11.00 A.M. at its Registered Office, 5/102, Sikka Complex, Community Centre, Preet Vihar Delhi – 110092. The result shall also be announced to the Stock Exchanges where equity shares of the Company are listed. The Resolution, if approved, will be taken as passed effectively on the date of declaration of result.
10. Voting can be exercised only by shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person.

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

For members holding shares in Demat Form	For Members holding shares in Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Or Details as printed in the BOX on the Postal Ballot Form
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. Or Enter Bank account as given in your demat account or folio number.
Dividend Bank Account #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Good Luck Steel Tubes Ltd. to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item no 1 & 2**

In terms of the resolution passed by the members of the Company, the amount of loans borrowed by the Board of Directors on behalf of the Company cannot exceed Rs.500 crores, at any point of time. In view of expected growth in business of the Company, it may be necessary for the Company to borrow monies from various sources consequent to which the existing limit of Rs. 500 Cr. is likely to be exhausted in near future, and hence the proposal for obtaining the consent of the members by way of Special Resolution for increasing this limit of Rs. 500 Crores to Rs. 800 Crores is made.

The borrowings of the Company in general are required to be secured from time to time by creation of mortgage or charge on all or any of the movable or immovable property/assets of the Company in such form and manner as may be required by the lenders and acceptable to the Board of Directors of the Company. Mortgaging or creating charge by the Company of its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the Board, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013. It is therefore considered necessary for the Members to authorise the Board to create mortgage/charge on Company's assets in the manner proposed in the resolution to secure the funds borrowed by the Company from time to time.

Further, the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 now require that such a resolution be passed by way of a special resolution. However, according to the clarification issued by GOI, MCA, vide General Circular No.04/2014 dated 25th March, 2014, the Resolution(s) passed u/s.293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings (subject to limits prescribed) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013, for a period of 1 year from the date of its notification.

Hence, in order to remain in compliant with the relevant provisions on borrowings and creation of security under the Companies Act, 2013 beyond 11th September, 2014, the consent of the members is hereby requested by way of proposed Special Resolution(s).

Your Directors accordingly commend increase in the borrowing powers to Rs.800 Crores (Rupees Eight Hundred Crores) and providing security in connection with the borrowings, as set out in Resolution No. 1 & 2 for approval of the members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolutions set out at No.1 & 2.

By order of the Board  
**For Good Luck Steel Tubes Limited**  
 Sd/-  
 (Abhishek Agrawal)  
 COMPANY SECRETARY

**Place : Ghaziabad**  
**Date : 30th May, 2014**