



# 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 .....

**Index of documents uploaded on the website in connection with the Scheme of Amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd**

Sr. No.	Documents	Remarks
1.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the High Court	Enclosed
2.	Valuation report from Independent Chartered Accountant as applicable as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Not Applicable [Undertaking to this effect is enclosed]
3.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Enclosed
4.	Fairness opinion by Merchant Banker	Enclosed
5.	Shareholding pattern of all the companies' pre and post Amalgamation / Arrangement as per Clause 35 of the Listing Agreement	Enclosed
6.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure-I	Enclosed
7.	Compliance Report as per clause 49 of the listing agreement per Annexure-II	Enclosed
8.	Complaint report as per Annexure-III (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	Will be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme
9.	Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 as per Annexure IV	Enclosed
10.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para 5.16(a), is not applicable then as required under Para 5.16 (b), submit the following: c) An undertaking certified by the auditor clearly stating the reasons for non applicability of Para 5.16(a). d) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Not Applicable [Approval through postal ballot & e-voting would be taken on due course]

For GOOD LUCK STEEL TUBES LTD.

Director

**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 1<sup>st</sup> 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

For GOOD LUCK STEEL TUBES LTD.

  
Director

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, 1<sup>st</sup> 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 17<sup>th</sup> 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 3<sup>rd</sup> 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 5<sup>th</sup> 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, 1<sup>st</sup> 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 6<sup>th</sup> 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 10<sup>th</sup> 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 30<sup>th</sup> September, 1994. Registered Office of the Company was shifted from the State of Uttar Pradesh to the NCT of Delhi as

For GOOD LUCK STEEL TUBES LTD.

Director

approved by the Hon'ble Company Law Board, Northern Region Bench, New Delhi, vide Order dated 24<sup>th</sup> 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 9<sup>th</sup> 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.

## 2. TRANSFER OF UNDERTAKING

- a. With effect from the commencement of business on 1<sup>st</sup> 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

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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.

For GOOD LUCK STEEL TUBES LTD.

  
Director

- 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.

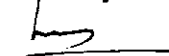
### 3. **CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS**

- 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/benefit 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

FOR 0000 LUCK STEEL TUBES LTD.



Director

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.

BY ROAD WORK STEEL TUBES LTD.

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**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.

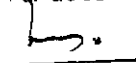
**9. ISSUE OF SHARES BY TRANSFEREE COMPANY**

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.

For GOOD LUCK STEEL TUBES LTD.



Director

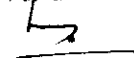
- c. The authorized Share Capital of the Transferor Company shall be added to and shall form part of the authorized Share Capital of the Transferee Company without any further act or deed. Accordingly, the authorised Share Capital of the Transferee Company shall stand increased to this extent without 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.

FOR GOOD LUCK STEEL TUBES LTD.



Director


- 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 4<sup>th</sup> February, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> 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

  
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DIRECTOR, TRANSFEROR COMPANY

Director

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](mailto: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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LAKSHMI STEEL TUBES LTD.



# 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: 19<sup>th</sup> September, 2015

Date .....

The General Manager  
Department of Corporate Services  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001

The Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza  
Plot no. C/1, G Block  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051

**Sub: Undertaking regarding Non-applicability of Valuation Report by Independent Chartered Accountant**

**Re: Submission of Scheme of Amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd for approval under clause 24(f) of the Listing Agreement**

Dear Sirs,

With reference to the proposed Scheme of Amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd., we wish to submit and confirm that the Transferor Company - **Masterji Metalloys Pvt Ltd** is a wholly owned subsidiary of the Transferee Company - **Good Luck Steel Tubes Ltd.** and no shares shall be issued or no consideration shall be paid upon amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd. Accordingly, in terms of Para 4.2, 4.3 and 4.4 of the SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, there is no requirement for obtaining Valuation Report from Independent Chartered Accountant.

Thanking you,

For **Good Luck Steel Tubes Limited**

  
**Ramesh Chandra Garg**  
Whole Time Director

**REPORT OF AUDIT COMMITTEE OF GOOD LUCK STEEL TUBES LIMITED  
RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION OF MASTERJI  
METALLOYS PVT LTD WITH GOOD LUCK STEEL TUBES LTD**

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This Report of the Audit Committee is issued in terms of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.

The requirements of the said SEBI circulars, inter alia, make it mandatory for the Audit Committee of the Transferee Company to recommend the draft Scheme of Amalgamation between the Transferor and the Transferee Company.

A meeting of the Audit Committee of Good Luck Steel Tubes Limited was held on 15<sup>th</sup> September, 2015, inter-alia, to consider and recommend the proposed amalgamation of Masterji Metalloys Pvt Ltd (the Transferor Company) with Good Luck Steel Tubes Ltd. (the Transferee Company), and other connected matters.

The Audit Committee noted that the Transferor Company is a wholly owned subsidiary of the Transferee Company and no shares shall be issued or no consideration shall be paid upon amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd and accordingly, in terms of Para 4.2, 4.3 and 4.4 of the SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, there was no requirement for obtaining Valuation Report from Independent Chartered Accountant for the aforesaid Scheme of Amalgamation.

The aforesaid Audit Committee meeting was attended by the following Committee members:

1. Mr. Vijender Kumar Tyagi, Independent Director
2. Mr. Rahul Goel, Independent Director
3. Mr. Mahesh Chandra Garg, Whole Time Director

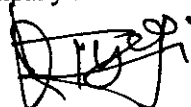
Mr. Vijender Kumar Tyagi, Chairman of the Audit Committee chaired the aforesaid Audit Committee Meeting.

The following documents were placed in the Audit Committee meeting:

1. Draft Scheme of Amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd.;
2. Fairness Opinion on the draft Scheme of Amalgamation issued by M/s. D&A Financia Services Pvt Ltd (a Category – I Merchant Banker registered with the SEBI);
3. Statement on Rationale/Justification of the proposed Amalgamation; and,
4. Pre-Amalgamation Shareholding Pattern of Masterji Metalloys Pvt Ltd and Pre & Post Amalgamation Shareholding Pattern of Good Luck Steel Tubes Ltd.

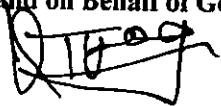
The Committee confirmed its concurrence with the rationale for proposed amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd.

After appraisal of the aforesaid documents, the Audit Committee formed an opinion that the implementation of the proposed Scheme of Amalgamation between Masterji Metalloys Pvt Ltd and Good Luck Steel Tubes Ltd. is in the interest of the Company and its stakeholders.



The Audit Committee unanimously approved the Scheme of Amalgamation of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd. and recommended the same, inter-alia, taking into consideration that no valuation is required in terms of Para 4.2, 4.3 and 4.4 of the SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.

**By Order of the Audit Committee**  
**For and on Behalf of Good Luck Steel Tubes Ltd.**



**Vijender Kumar Tyagi**  
**Chairman**  
**(Audit Committee)**

**Date: 15<sup>th</sup> September, 2015**  
**Place: Ghaziabad**

# DA

## 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, 1<sup>st</sup> 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



For GOOD LUCK STEEL TUBES LTD. 1

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Fax: +91 11 26219491, E-mail: dafspl@gmail.com, investors@dnafinserv.com, contact@dnafinserv.com Website: www.dnafinserv.com

Mumbai Ahmedabad CIN: 074899DL1981PTC012709

Director



Luck Steel Tubes Pvt Ltd" vide Certificate of Incorporation No. 8341 dated 6<sup>th</sup> 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 10<sup>th</sup> 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 30<sup>th</sup> 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, 1<sup>st</sup> 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 17<sup>th</sup> 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 3<sup>rd</sup> 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 5<sup>th</sup> 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.



Director

**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 give an opinion on fairness of proposed merger in compliance with requirement of listing agreement.



For GOOD LUCK STEEL TUBES LTD.

Director

**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**

For GOOD LUCK STEEL TUBES LTD  
NEW DELHI

Director



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.

Director



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

FOR GOOD LUCK STEEL TUBES LTD.

  
Director

**(D)(a) Statement Showing Shareholding Pattern**

Name of the Company: <b>GOOD LUCK STEEL TUBES LIMITED (TRANSFEREE COMPANY)</b>			
<b>PRE MERGER SHAREHOLDING PATTERN</b>			
Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoters group	N.A.	N.A.	N.A.
Held by public	N.A.	N.A.	N.A.
<b>Total</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
Outstanding convertible securities:-	No. of outstanding securities	As a % of total No. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	N.A.	N.A.	N.A.
Held by public	N.A.	N.A.	N.A.
<b>Total</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	N.A.	N.A.	N.A.
Held by public	N.A.	N.A.	N.A.
<b>Total</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
<b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</b>	<b>2,20,06,250 equity shares of Rs. 2 each.</b>		

GOOD LUCK STEEL TUBES LTD.

  
Director

## (I)(a) Shareholding Pattern

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family	36	13305108	13305108	60.46	60.46	NIL	NIL
(b)	Central Government/ State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Financial Institutions/ Banks	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Any Others (Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub Total(A)(1)</b>	<b>36</b>	<b>13305108</b>	<b>13305108</b>	<b>60.46</b>	<b>60.46</b>	<b>NIL</b>	<b>NIL</b>
<b>2</b>	<b>Foreign</b>							
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
B	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C	Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL
D	Any Others (Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub Total(A)(2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>36</b>	<b>13305108</b>	<b>13305108</b>	<b>60.46</b>	<b>60.46</b>	<b>NIL</b>	<b>NIL</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b)	Financial Institutions/ Banks	2	85350	85350	0.39	0.39	NIL	NIL
(c)	Central Government/ State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(f)	Foreign Institutional Investors	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(g)	Foreign Venture Capital Investors	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(h)	Any Other (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub-Total (B)(1)</b>	<b>2</b>	<b>85350</b>	<b>85350</b>	<b>0.39</b>	<b>0.39</b>	<b>NIL</b>	<b>NIL</b>
<b>B 2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	180	3508794	3508794	15.94	15.94	NIL	NIL
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	8772	4166878	3603370	18.93	18.93	NIL	NIL
II	ii. Individual shareholders holding	2	170244	170244	0.77	0.77	NIL	NIL

For GOOD LUCK STEEL TUBES LTD.

  
 Director

	nominal share capital in excess of Rs. 1 lakh.							
(c)	Any Other (specify (NRI)							
(c)(i)	Others	96	260420	106920	1.18	1.18	NIL	NIL
(c)(ii)	Clearing Members	61	509456	509456	2.32	2.32	NIL	NIL
	<b>Sub-Total (B)(2)</b>	<b>9111</b>	<b>8615792</b>	<b>7898784</b>	<b>39.15</b>	<b>39.15</b>	<b>NIL</b>	<b>NIL</b>
(B)	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>9113</b>	<b>8701142</b>	<b>7984134</b>	<b>39.54</b>	<b>39.54</b>	<b>NIL</b>	<b>NIL</b>
	<b>TOTAL (A)+(B)</b>	<b>9149</b>	<b>22006250</b>	<b>21289242</b>	<b>100</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	Public	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub-Total (C)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>9149</b>	<b>22006250</b>	<b>21289242</b>	<b>100</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>

For GOOD LUCK STEEL TUBES LTD.

  
Director



**Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)= (V)/(III)* 100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Manish Garg And Sons Huf	127708	0.580	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.580
2	Sunil Kumar Garg	232977	1.059	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.059
3	Sushil Kumar Garg	214870	0.976	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.976
4	Sapna Garg	259247	1.178	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.178
5	Ashish Garg	124000	0.563	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.563
6	Rajiv Garg	637750	2.898	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.898
7	Reena Garg	186294	0.847	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.847
8	Shyam Agrawal	143706	0.653	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.653
9	Ankita Agarwal	297177	1.350	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.350
10	Mahesh Chand Garg	377250	1.714	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.714
1	Manish Garg	631707	2.871	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.871
2	Nitin Garg	1486750	6.756	NIL	NIL	NIL	NIL	NIL	NIL	NIL	6.756
3	Mithlesh Garg	690000	3.135	NIL	NIL	NIL	NIL	NIL	NIL	NIL	3.135
4	Umesh Garg	315631	1.434	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.434
5	Pushpa Garg	784537	3.565	NIL	NIL	NIL	NIL	NIL	NIL	NIL	3.565
6	Saras Garg	314500	1.429	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.429
7	Rajat Garg	291920	1.327	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.327
8	Sudha Garg	350000	1.590	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.590
9	Anju Garg	393936	1.790	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.790
20	M C Garg And Sons Huf.	172500	0.784	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.784
21	Anil Kumar And Sons Huf.	39000	0.177	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.177
22	Ashish Garg And Sons Huf.	2000	0.009	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.009
23	Munni Lal And Sons Huf.	234092	1.064	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.064

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	R C Garg And Sons Huf.	642167	2.918	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.918
25	Sushil Kumar & Sons Huf.	81415	0.370	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.370
26	Ram Agarwal And Sons .	50	0.000	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.000
27	Sunil Kumar And Sons Huf.	131750	0.599	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.599
28	Kanak Lata	286375	1.301	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.301
29	Neeta Garg	615770	2.798	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.798
30	Shikha Garg	289833	1.317	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.317
31	Ram Agarwal	728956	3.312	NIL	NIL	NIL	NIL	NIL	NIL	NIL	3.312
32	Archana Agarwal	538365	2.446	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.446
33	Rekha Rani	511750	2.325	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.325
34	Savitri Devi	312875	1.422	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.422
35	Ramesh Chandra Garg	570250	2.591	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.591
36	Tushar Garg	288000	1.309	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.309
	<b>Total</b>	<b>13305108</b>	<b>60.46</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>60.46</b>

(I)(i) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	Motilal Oswal Sec Ltd	332587	1.51	NIL	NIL	NIL	NIL	1.51
2	Venus Insec Private Limited	2285000	10.38	NIL	NIL	NIL	NIL	10.38
3	Sumpoorna Portfolio Limited	361717	1.64	NIL	NIL	NIL	NIL	1.64
	<b>Total</b>	<b>2979304</b>	<b>13.54</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>13.54</b>

(I)(c)(ii) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company**

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
	Venus Insec Private Limited	2285000	10.38	NIL	NIL	NIL	NIL	10.38
	<b>Total</b>	<b>2285000</b>	<b>10.38</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>10.38</b>

STEEL TUBES LTD.

Director

(D)(d) **Statement showing details of locked-in shares**

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Promoter/ Promoter Group/ Public
1	Manish Garg And Sons Huf.	127708	0.580	Promoter Group
2	Pushpa Garg	784537	3.565	Promoter Group
3	Mithlesh Garg	690000	3.135	Promoter Group
4	Ankita Agarwal	297177	1.350	Promoter Group
5	Reena Garg	186294	0.847	Promoter Group
6	Sapna Garg	259247	1.178	Promoter Group
7	Anju Garg	393936	1.790	Promoter Group
8	Rekha Rani	511750	2.325	Promoter Group
9	Archana Agarwal	538365	2.446	Promoter Group
10	Shikha Garg	289833	1.317	Promoter Group
11	R C Garg And Sons Huf.	642167	2.918	Promoter Group
12	Munni Lal And Sons Huf.	234092	1.064	Promoter Group
13	Venus Insec Private Limited	1085000	4.930	Public
14	Saras Garg	314500	1.429	Promoter Group
	<b>TOTAL</b>	<b>6354606</b>	<b>28.88</b>	

(ID)(b) **Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares**

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
NIL				

(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.

**Not Applicable as the company has only one class of equity shares.**

(Give description of voting rights for each class of security

Class X:

Class Y:

Class Z:)

Category	Category of shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V)	Total Voting rights i.e. (VI)	
		Class X	Class Y	Class Z		As a percentage of (A+B)	As a percentage of (A+B+C)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)

THE GOOD LOCK STEEL TUBES LTD.

Director

(A)	<b>Promoter and Promoter Group</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(1)	<b>Indian</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(a)	Individuals/ Hindu Undivided Family	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(b)	Central Government/ State Government(s)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(c)	Bodies Corporate	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(d)	Financial Institutions/ Banks	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(e)	Any Other (specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Sub-Total (A)(1)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(2)	<b>Foreign</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(b)	Bodies Corporate	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(c)	Institutions	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(d)	Any Other (specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Sub-Total (A)(2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(B)	<b>Public shareholding</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(1)	<b>Institutions</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(a)	Mutual Funds/ UTI	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(b)	Financial Institutions/ Banks	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

For GOOD LUCK STEEL TUBES LTD.

  
Director

Category (I)	Category of shareholder (II)	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V) (VI)	Total Voting rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VII)	As a percentage of (A+B+C) (VIII)
(c)	Central Government/ State Government(s)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(d)	Venture Capital Funds	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(e)	Insurance Companies	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(f)	Foreign Institutional Investors	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(g)	Foreign Venture Capital Investors	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(h)	Any Other (specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Sub-Total (B)(1)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(2)	<b>Non-institutions</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(a)	Bodies Corporate	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(b)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 1 lakh. ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(c)	Any Other (specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Sub-Total (B)(2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>TOTAL (A)+(B)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(C)	Shares held by Custodians and against which Depository Receipts have been issued	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>GRAND TOTAL (A)+(B)+(C)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

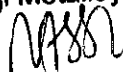
WINDMILL STEEL TUBES LTD.

Director

**(I)(a) Statement Showing Shareholding Pattern**

<b>Name of the Company: MASTERJI METALLOYS PVT LTD (TRANSFEROR COMPANY)</b>			
<b>PRE MERGER SHAREHOLDING PATTERN</b>			
Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoters group	N.A.	N.A.	N.A.
Held by public	N.A.	N.A.	N.A.
<b>Total</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
Outstanding convertible securities:-	No. of outstanding securities	As a % of total No. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	N.A.	N.A.	N.A.
Held by public	N.A.	N.A.	N.A.
<b>Total</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	N.A.	N.A.	N.A.
Held by public	N.A.	N.A.	N.A.
<b>Total</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
<b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</b>	<b>23,84,500 equity shares of Rs. 10 each.</b>		


For Masterji Metalloys (P) Ltd

  
(Director/Auth Sing)

## (I)(a) Shareholding Pattern

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family	1	175	NIL	0.01	0.01	NIL	NIL
(b)	Central Government/ State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	Bodies Corporate	1	2384325	NIL	99.99	99.99	NIL	NIL
(d)	Financial Institutions/ Banks	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Any Others(Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub Total(A)(1)</b>	<b>2</b>	<b>2384500</b>	<b>NIL</b>	<b>100.00</b>	<b>100.00</b>	<b>NIL</b>	<b>NIL</b>
<b>2</b>	<b>Foreign</b>							
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
B	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C	Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL
D	Any Others(Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub Total(A)(2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>2</b>	<b>2384500</b>	<b>NIL</b>	<b>100.00</b>	<b>100.00</b>	<b>NIL</b>	<b>NIL</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b)	Financial Institutions/ Banks	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	Central Government/ State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(f)	Foreign Institutional Investors	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(g)	Foreign Venture Capital Investors	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(h)	Any Other (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub-Total (B)(1)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>B 2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	NIL	NIL	NIL	NIL	NIL	NIL	NIL
II	ii. Individual shareholders holding	NIL	NIL	NIL	NIL	NIL	NIL	NIL

For Masterji Metalloys (P) Ltd

  
 (Director/Auth Sing)

	nominal share capital in excess of Rs. 1 lakh.							
(c)	Any Other (specify (NRI))							
(c)(i)	Others	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)(ii)	Clearing Members	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub-Total (B)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	TOTAL (A)+(B)	2	2384500	NIL	100.00	100.00	NIL	NIL
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	Public	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub-Total (C)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	GRAND TOTAL (A)+(B)+(C)	2	2384500	NIL	100.00	100.00	NIL	NIL

(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"											
Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)= (V)/(III)* 100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Good Luck Steel Tubes Ltd.	2384325	99.99	NIL	NIL	NIL	NIL	NIL	NIL	NIL	99.99
2	Mr. Ramesh Chandra Garg*	175	0.01	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.01
	Total	2384500	100.00	NIL	NIL	NIL	NIL	NIL	NIL	NIL	100.00

\* As Nominee of Good Luck Steel Tubes Ltd.

For Masterji Metalloys (P) Ltd

  
(Director/Auth Sing)



(I)(i) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
N.A.								

(I)(c)(ii) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company**

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
N.A.								

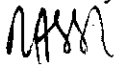
(I)(d) **Statement showing details of locked-in shares**

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Promoter/ Promoter Group/ Public
N.A.				

(II)(b) **Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares**

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
N.A.				

For Masterji Metalloys (P) Ltd

  
(Director/Auth Sing)

(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.

**Not Applicable as the company has only one class of equity shares.**

(Give description of voting rights for each class of security

Class X:

Class Y:

Class Z:)

Category (I)	Category of shareholder (II)	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V)  (VI)	Total Voting rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VII)	As a percentage of (A+B+C) (VIII)
(A)	<b>Promoter and Promoter Group</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(1)	<b>Indian</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(a)	Individuals/ Hindu Undivided Family	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(b)	Central Government/ State Government(s)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(c)	Bodies Corporate	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(d)	Financial Institutions/ Banks	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(e)	Any Other (specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Sub-Total (A)(1)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(2)	<b>Foreign</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(b)	Bodies Corporate	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(c)	Institutions	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(d)	Any Other (specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Sub-Total (A)(2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(B)	<b>Public shareholding</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(1)	<b>Institutions</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(a)	Mutual Funds/ UTI	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(b)	Financial Institutions/ Banks	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

For Masterji Metalloys (P) Ltd

*NASSI*  
(Director/MD - Sing)

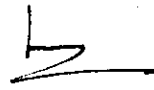
Category	Category of shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V)  (VI)	Total Voting rights i.e. (VI)	
		Class X	Class Y	Class Z		As a percentage of (A+B)	As a percentage of (A+B+C) (VIII)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)
(c)	Central Government/ State Government(s)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(d)	Venture Capital Funds	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(e)	Insurance Companies	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(f)	Foreign Institutional Investors	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(g)	Foreign Venture Capital Investors	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(h)	Any Other (specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Sub-Total (B)(1)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(2)	<b>Non-institutions</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(a)	Bodies Corporate	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(b)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 1 lakh. ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(c)	Any Other (specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Sub-Total (B)(2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>TOTAL (A)+(B)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(C)	Shares held by Custodians and against which Depository Receipts have been issued	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>GRAND TOTAL (A)+(B)+(C)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

For Masterji Metalloys (P) Ltd

*NASR*  
(Director/Auth. Sing)

**(I)(a) Statement Showing Shareholding Pattern**

<b>Name of the Company: GOOD LUCK STEEL TUBES LIMITED (TRANSFEREE COMPANY)</b>			
<b>POST MERGER SHAREHOLDING PATTERN</b>			
<b>Partly paid-up shares:-</b>	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the company</b>
Held by promoter/promoters group	N.A.	N.A.	N.A.
Held by public	N.A.	N.A.	N.A.
<b>Total</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
<b>Outstanding convertible securities:-</b>	<b>No. of outstanding securities</b>	<b>As a % of total No. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>
Held by promoter/promoter group	N.A.	N.A.	N.A.
Held by public	N.A.	N.A.	N.A.
<b>Total</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
<b>Warrants:-</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
Held by promoter/promoter group	N.A.	N.A.	N.A.
Held by public	N.A.	N.A.	N.A.
<b>Total</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
<b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</b>	<b>2,20,06,250 equity shares of Rs. 2 each.</b>		



**(D)(a) Shareholding Pattern**

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family	36	13305108	13305108	60.46	60.46	NIL	NIL
(b)	Central Government/ State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Financial Institutions/ Banks	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Any Others(Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub Total(A)(1)</b>	<b>36</b>	<b>13305108</b>	<b>13305108</b>	<b>60.46</b>	<b>60.46</b>	<b>NIL</b>	<b>NIL</b>
<b>2</b>	<b>Foreign</b>							
<b>A</b>	<b>Individuals (Non-Residents Individuals/ Foreign Individuals)</b>							
B	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C	Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL
D	Any Others(Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub Total(A)(2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>36</b>	<b>13305108</b>	<b>13305108</b>	<b>60.46</b>	<b>60.46</b>	<b>NIL</b>	<b>NIL</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>I</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b)	Financial Institutions/ Banks	2	85350	85350	0.39	0.39	NIL	NIL
(c)	Central Government/ State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(f)	Foreign Institutional Investors	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(g)	Foreign Venture Capital Investors	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(h)	Any Other (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub-Total (B)(1)</b>	<b>2</b>	<b>85350</b>	<b>85350</b>	<b>0.39</b>	<b>0.39</b>	<b>NIL</b>	<b>NIL</b>
<b>B 2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	180	3508794	3508794	15.94	15.94	NIL	NIL
(b)	Individuals							
I	i. Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	8772	4166878	3603370	18.93	18.93	NIL	NIL
II	ii. Individual shareholders holding	2	170244	170244	0.77	0.77	NIL	NIL

	nominal share capital in excess of Rs. 1 lakh.							
(c)	Any Other (specify) (NR)							
(c)(i)	Others	96	260420	106920	1.18	1.18	NIL	NIL
(c)(ii)	Clearing Members	61	509456	509456	2.32	2.32	NIL	NIL
	<b>Sub-Total (B)(2)</b>	<b>9111</b>	<b>8615792</b>	<b>7898784</b>	<b>39.15</b>	<b>39.15</b>	<b>NIL</b>	<b>NIL</b>
(B)	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>9113</b>	<b>8701142</b>	<b>7984134</b>	<b>39.54</b>	<b>39.54</b>	<b>NIL</b>	<b>NIL</b>
	<b>TOTAL (A)+(B)</b>	<b>9149</b>	<b>22006250</b>	<b>21289242</b>	<b>100</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	Public	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub-Total (C)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>9149</b>	<b>22006250</b>	<b>21289242</b>	<b>100</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>

For GOOD LUCK STEEL TUBES LTD.

  
Director

**Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)= (V)/(III)* 100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Manish Garg And Sons Huf	127708	0.580	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.580
2	Sunil Kumar Garg	232977	1.059	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.059
3	Sushil Kumar Garg	214870	0.976	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.976
4	Sapna Garg	259247	1.178	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.178
5	Ashish Garg	124000	0.563	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.563
6	Rajiv Garg	637750	2.898	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.898
7	Reena Garg	186294	0.847	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.847
8	Shyam Agrawal	143706	0.653	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.653
9	Ankita Agarwal	297177	1.350	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.350
10	Mahesh Chand Garg	377250	1.714	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.714
11	Manish Garg	631707	2.871	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.871
12	Nitin Garg	1486750	6.756	NIL	NIL	NIL	NIL	NIL	NIL	NIL	6.756
13	Mithlesh Garg	690000	3.135	NIL	NIL	NIL	NIL	NIL	NIL	NIL	3.135
14	Umesh Garg	315631	1.434	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.434
15	Pushpa Garg	784537	3.565	NIL	NIL	NIL	NIL	NIL	NIL	NIL	3.565
16	Saras Garg	314500	1.429	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.429
17	Rajat Garg	291920	1.327	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.327
18	Sudha Garg	350000	1.590	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.590
19	Anju Garg	393936	1.790	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.790
20	M C Garg And Sons Huf.	172500	0.784	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.784
21	Anil Kumar And Sons Huf.	39000	0.177	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.177
22	Ashish Garg And Sons Huf.	2000	0.009	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.009
23	Munni Lal And Sons Huf.	234092	1.064	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.064

L. S. LUCK STEEL TUBES LTD.

Director

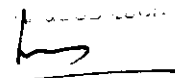
	C Garg And Sons Huf .	642167	2.918	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.918
	Sushil Kumar & Sons Huf .	81415	0.370	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.370
26	Ram Agarwal And Sons .	50	0.000	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.000
27	Sunil Kumar And Sons Huf .	131750	0.599	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.599
28	Kanak Lata	286375	1.301	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.301
29	Neeta Garg	615770	2.798	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.798
30	Shikha Garg	289833	1.317	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.317
31	Ram Agarwal	728956	3.312	NIL	NIL	NIL	NIL	NIL	NIL	NIL	3.312
32	Archana Agarwal	538365	2.446	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.446
33	Rekha Rani	511750	2.325	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.325
34	Savitri Devi	312875	1.422	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.422
35	Ramesh Chandra Garg	570250	2.591	NIL	NIL	NIL	NIL	NIL	NIL	NIL	2.591
36	Tushar Garg	288000	1.309	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.309
	<b>Total</b>	<b>13305108</b>	<b>60.46</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>60.46</b>

(I)(i) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	Motilal Oswal Sec Ltd	332587	1.51	NIL	NIL	NIL	NIL	1.51
2	Venus Insec Private Limited	2285000	10.38	NIL	NIL	NIL	NIL	10.38
3	Sumpoorna Portfolio Limited	361717	1.64	NIL	NIL	NIL	NIL	1.64
	<b>Total</b>	<b>2979304</b>	<b>13.54</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>13.54</b>

(I)(c)(ii) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company**

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
	Venus Insec Private Limited	2285000	10.38	NIL	NIL	NIL	NIL	10.38
	<b>Total</b>	<b>2285000</b>	<b>10.38</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>10.38</b>

  
 Director



(I)(d) **Statement showing details of locked-in shares**

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Promoter/ Promoter Group/ Public
1	Manish Garg And Sons Huf.	127708	0.580	Promoter Group
2	Pushpa Garg	784537	3.565	Promoter Group
3	Mithlesh Garg	690000	3.135	Promoter Group
4	Ankita Agarwal	297177	1.350	Promoter Group
5	Reena Garg	186294	0.847	Promoter Group
6	Sapna Garg	259247	1.178	Promoter Group
7	Anju Garg	393936	1.790	Promoter Group
8	Rekha Rani	511750	2.325	Promoter Group
9	Archana Agarwal	538365	2.446	Promoter Group
10	Shikha Garg	289833	1.317	Promoter Group
11	R C Garg And Sons Huf.	642167	2.918	Promoter Group
12	Munni Lal And Sons Huf.	234092	1.064	Promoter Group
13	Venus Insec Private Limited	1085000	4.930	Public
14	Saras Garg	314500	1.429	Promoter Group
	<b>TOTAL</b>	<b>6354606</b>	<b>28.88</b>	

(II)(b) **Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares**

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
NIL				

(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.

Not Applicable as the company has only one class of equity shares.

(Give description of voting rights for each class of security

Class X:

Class Y:

Class Z:)

Category	Category of shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V)	Total Voting rights i.e. (VI)	
		Class X	Class Y	Class Z		As a percentage of (A+B)	As a percentage of (A+B+C)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)

(A)	<b>Promoter and Promoter Group</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(1)	<b>Indian</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(a)	Individuals/ Hindu Undivided Family	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(b)	Central Government/ State Government(s)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(c)	Bodies Corporate	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(d)	Financial Institutions/ Banks	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(e)	Any Other (specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Sub-Total (A)(1)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(2)	<b>Foreign</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(b)	Bodies Corporate	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(c)	Institutions	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(d)	Any Other (specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Sub-Total (A)(2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(B)	<b>Public shareholding</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(1)	<b>Institutions</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(a)	Mutual Funds/ UTI	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(b)	Financial Institutions/ Banks	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

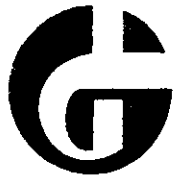
GOOD LUCK STEEL TUBES LTD.

1999.

Category (I)	Category of shareholder (II)	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V) (VI)	Total Voting rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VII)	As a percentage of (A+B+C) (VIII)
(c)	Central Government/ State Government(s)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(d)	Venture Capital Funds	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(e)	Insurance Companies	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(f)	Foreign Institutional Investors	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(g)	Foreign Venture Capital Investors	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(h)	Any Other (specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Sub-Total (B)(1)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(2)	<b>Non-institutions</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(a)	<b>Bodies Corporate</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(b)	<b>Individuals -</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.						
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.						
(c)	Any Other (specify)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Sub-Total (B)(2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>TOTAL (A)+(B)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(C)	Shares held by Custodians and against which Depository Receipts have been issued	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>GRAND TOTAL (A)+(B)+(C)</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

For GOOD LUCK STEEL TUBES LTD.

  
Director



# Good Luck Steel Tubes Ltd.

(A Govt. of India Recognised Export House)

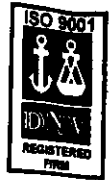
Manufacturers & Exporters of :

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



## ANNEXURE I

Ref. No. ....

Date .....

The financial details of the transferee/resulting Company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Good Luck Steel Tubes Ltd

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2014-15	2013-14	2012-13
Equity Paid up Capital	4.40	3.98	3.74
Reserves and surplus	176.58	140.17	115.05
Carry forward losses	0	0	0
Net Worth	180.98	146.05*	118.74
Miscellaneous Expenditure	0	0	0
Secured Loans	299.39	273.90	267.27
Unsecured Loans	10.58	9.62	11.02
Fixed Assets	196.52	136.70	116.82
Income from Operations	1086.47	1000.98	975.17
Total Income	1088.25	1002.05	977.36
Total Expenditure	1051.87	974.01	944.57
Profit before Tax	36.71	28.02	32.95
Profit after Tax	27.57	17.71	21.94
Cash profit	41.46	27.88	32.57
EPS (Rs.)	13.16	9.46	11.7
Book value per Share (Rs.)	82.26	73.39	63.50

\*as on 31.03.2014 money received against share warrant was Rs. 1.90 cr.

For Good Luck Steel Tubes Ltd  
FOR GOOD LUCK STEEL TUBES LTD.

**Director** Chandra Garg  
Whole Time Director

Date: 19<sup>th</sup> September, 2015

Place: Ghaziabad

# MASTERJI METALLOYS PRIVATE LIMITED

Regd. Off.: 5/102, Sikka Complex, Community Centre, Preet Vihar, Delhi – 110 092  
CIN – U27109DL2004PTC128383


## ANNEXURE I

The financial details of the transferor/~~demerged~~ company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **Masterji Metalloys Pvt Ltd**

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2014-15	2013-14	2012-13
Equity Paid up Capital	2.38	2.38	2.38
Reserves and surplus	2.09	1.79	1.56
Carry forward losses	0	0	0
Net Worth	4.47	4.18	3.95
Miscellaneous Expenditure	0	0	0
Secured Loans	4.92	4.99	4.74
Unsecured Loans	0.20	0	2.15
Fixed Assets	9.13	9.19	7.44
Income from Operations	37.79	34.75	36.98
Total Income	37.87	34.85	40.55
Total Expenditure	37.42	34.64	40.40
Profit before Tax	0.45	0.20	0.13
Profit after Tax	0.30	0.23	0.28
Cash profit	0.73	0.43	0.34
EPS (Rs.)	1.27	0.96	1.19
Book value per Share (Rs.)	18.78	17.56	16.60

For Masterji Metalloys Pvt Ltd

  
(Ram Aggarwal/Auth Sing)  
Director

Date: 19<sup>th</sup> September, 2015  
Place: Ghaziabad



# 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



ANNEXURE II

Date .....

Ref. No. ....

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: GOOD LUCK STEEL TUBES LIMITED

Date: 19<sup>th</sup> September, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/ N.A	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration</b>	<b>49 (IV)</b>	Yes	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	Yes	
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related Party transactions	49 (VIIIA)	Yes	

For and on behalf of the Company

Director

(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	No treatment in the financial statement, in deviation from Accounting Standard.
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

For GOOD LUCK STEEL TUBES LTD.



Director



# 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 .....

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai - 400 001

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Masterji Metalloys Pvt Ltd with Good Luck Steel Tubes Ltd

Dear Sir,

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied The Company has chosen BSE Ltd. as the designated stock exchange.
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied (Documents submitted with application)
2.b	Valuation Report from Independent Chartered Accountant	Not Applicable [Undertaking to this effect is submitted

FOR GOOD LUCK STEEL TUBES LTD.

Director



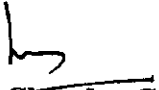
		with the Application]
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied (Documents submitted with application)
2.d	Fairness opinion by merchant banker	Complied (Documents submitted with application)
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied (Documents submitted with application)
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied (Documents submitted with application)
2.g	Compliance with Clause 49 of Listing Agreement	Complied (Documents submitted with application)
2.h	Complaints Report	As required under SEBI circular, Complaint report will be submitted within 7 days from the expiry of 21 days from the date of filing of the Draft Scheme with the Stock Exchange
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	N.A. (no. unlisted company is proposed to be listed in terms of the Scheme of Amalgamation)
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	N.A. (no. unlisted company is proposed to be listed in terms of the Scheme of Amalgamation. Further, Since the Transferor Company is a Wholly owned Subsidiary of the Transferee Company; no shares would be issued upon amalgamation)
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Complied (Since the Transferor Company is a Wholly owned Subsidiary of the Transferee Company; no shares would be issued upon amalgamation)
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments	N.A. (We confirm that as on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take

GOOD LUCK STEEL TUBES LTD.

Director

	stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	the equity shares in the transferee entity at any future date.)
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	N.A. (No share will be issued upon amalgamation. Further there is no locked-in share in the Transferor Company)

**For Good Luck Steel Tubes Limited**

  
**Ramesh Chandra Garg**  
**Whole Time Director**

**Date: 19<sup>th</sup> September, 2015**  
**Place: Ghaziabad**