



GOOD LUCK STEEL TUBES LIMITED

Regd. Off: 5/102, Sikka Complex, Community Centre, Preet Vihar, Delhi – 92
Website: www.goodlucksteel.com; E-Mail: goodluck@goodlucksteel.com
CIN: L74899DL1986PLC050910

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of Good Luck Steel Tubes Limited will be held at Aura Grand, 439, Jagriti Enclave, Delhi-92 at 9.30 a.m. on Tuesday, 30th day of September, 2014 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend for the financial year 2013-14.
3. To appoint a Director in place of Mr. Nitin Garg (DIN: 02693146), who retires by rotation and, being eligible, offer himself for re-appointment.
4. To appoint auditors of the company and to fix their remuneration and to consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:
"RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Sanjeev Anand & Associates, Chartered Accountant (Firm Regn. No.: 007171C), Ghaziabad, U.P. be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Vijender Kumar Tyagi (DIN: 01584278), an independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term upto three consecutive years with effect from 30th September, 2014."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Iswar Chandra Agasti (DIN: 01483515), has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director, of the Company to hold office for a term upto three consecutive years with effect from 30th September, 2014."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Rahul Goel (DIN: 02067212), an independent director of the Company of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term upto three consecutive years with effect from 30th September, 2014."
8. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 60,000 (Rupees Sixty



Thousand only) plus out-of-pocket expenses payable to Mr. Surender Rai Kapur, a Cost Accountant in Practice, who is appointed as the Cost Auditor of the Company to conduct Cost Audit relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder, for the year ending on 31st March, 2015.”

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

“RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 & the rules made thereunder, the Articles of Association of the Company and other applicable provisions, if any, and subject to the approval of the Central Government and other competent authority, if any, the Consent of the Members of the Company be and is hereby accorded to pay the monthly remuneration not exceeding Rs. 5,00,000 (Rupees five lakhs only) to Mr. Manish Garg, Unit Head of Good Luck Industries, a unit of the Company, being office or place of profit in the company within the meaning of section 188 of the Companies Act, 2013.

Further Resolved that the brief terms and conditions of the aforesaid appointment are given below:

- a) Remuneration not to exceed Rs. 5,00,000 (Rupees five lakhs) per month.
- b) Statutory perquisites and other benefits like gratuity, contribution to provident fund, bonus and leave encashment etc., as per the applicable provision of relevant statutes and/or policies of the Company will be in addition to the aforesaid remuneration.
- c) The Company will reimburse telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties which will not be included in the aforesaid remuneration.

Further Resolved that the Board of Directors of the Company be and is hereby authorised to fix the remuneration and other terms and conditions and vary the same from time to time within the overall limit approved by the members and the Central Government, if any, and to take all such acts that may be required to give effect to aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 & the rules made thereunder, the Articles of Association of the Company and other applicable provisions, if any, and subject to the approval of the Central Government and other competent authority, if any, the Consent of the Members of the Company be and is hereby accorded to pay the monthly remuneration not exceeding Rs. 5,00,000 (Rupees five lakhs only) to Mr. Umesh Garg, Senior Management Executive, being office or place of profit in the company within the meaning of section 188 of the Companies Act, 2013.

Further Resolved that the brief terms and conditions of the aforesaid appointment are given below:

- a) Remuneration not to exceed Rs. 5,00,000 (Rupees five lakhs) per month.
- b) Statutory perquisites and other benefits like gratuity, contribution to provident fund, bonus and leave encashment etc., as per the applicable provision of relevant statutes and/or policies of the Company will be in addition to the aforesaid remuneration.
- c) The Company will reimburse telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties which will not be included in the aforesaid remuneration.

Further Resolved that the Board of Directors of the Company be and is hereby authorised to fix the remuneration and other terms and conditions and vary the same from time to time within the overall limit approved by the members and the Central Government, if any, and to take all such acts that may be required to give effect to aforesaid resolution.”

By order of the Board
For Good Luck Steel Tubes Limited

Sd/-
(Abhishek Agrawal)
Company Secretary

Date: 14th August, 2014
Place: Ghaziabad

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE



PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 22nd September, 2014 to Tuesday, 30th September, 2014 (both days inclusive) for the purpose of payment of dividend.
4. The Final Dividend for the financial year ended 31st March, 2014, as recommended by the Board, if approved by the Members, will be paid within 30 days from the date of declaration to those Members whose names appear in the Register of Members of the Company as on the book closure dates.
5. In accordance with the provisions of the Section 101 of the Companies Act, 2013 and rules made thereunder, this Notice and Annual Report of the Company for the Financial year 2013-14 are being sent by e-mail to those members who have registered their e-mail address with the Company in respect of the shares held in physical form or with their Depository Participants (DP) in respect of the shares held in electronic form and made available to the Company by the depositories.
6. The Annual Report for the financial year 2013-14 of the Company will be made available on the Company's website at www.goodlucksteel.com and also be submitted to the stock exchanges.
7. Shareholders are requested to address all communication regarding transfer/transmission of share, change of address etc. to company's Registrar and Share Transfer Agent M/s MAS SERVICES LTD, T- 34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi – 110 020.
8. Additional informations pursuant to clause 49 of the Listing Agreement with the Stock Exchanges on Directors recommended by the Board of Directors for appointment/ re-appointment at this Annual General Meeting are annexed herewith.
9. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
10. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act and Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Company has appointed Mr. N. K. Rastogi & Associates, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

By order of the Board
For Good Luck Steel Tubes Limited

Sd/-
(Abhishek Agrawal)
Company Secretary

Date: 14th August, 2014
Place: Ghaziabad

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5, 6 & 7:

The Board of Directors of the Company ('the Board') at its meeting held on 14.08.2014 recommended the appointment of Mr. Vijender Kumar Tyagi (DIN: 01584278), Mr. Iswar Chandra Agasti (DIN: 01483515) and Mr. Rahul Goel (DIN: 02067212), as Non-Executive Independent Directors of the Company, subject to the approval shareholders, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and the provisions of Clause 49 of the Listing Agreement or any amendment thereto or modification thereof, as set out in the Resolution relating to their appointment.

A brief profile of the proposed non-executive independent directors is annexed herewith.

In order to draw upon their rich experience in their respective areas, the Board appointed them as the Non-Executive Independent Directors of the Company, subject to the approval of the shareholders, to hold office for a term upto three consecutive years with effect from 30th September, 2014.



Your Board considers that their association with the Company as Independent Directors would benefit the Company. Declaration from the individual directors has been received that they meet the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of the Listing Agreement. Your Board is also of the opinion that each of these directors fulfils the conditions specified in the Act and the Rules thereunder for their appointment as Independent Director and that they are independent of the management of the Company.

Notice under Section 160 of the Act have been received from member proposing their appointment as Director of the Company. Requisite consent, pursuant to Section 152 of the Act, have been received from each of them to act as Director, if appointed.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, except Mr. Tyagi, Mr. Agasti and Mr. Rahul, to whom the resolution relates, is interested in the Resolutions.

The Board recommends this Resolution for your approval.

Item No. 8:

The Company is directed, under Section 148 of the Act to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of Mr. Surender Rai Kapur as the Cost Auditors of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder for the year ending 31st March, 2015, at a remuneration of Rs. 60,000 (Rupees Sixty Thousand) plus out-of-pocket expenses.

Mr. Surender Rai Kapur have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Mr. Surender Rai Kapur have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the past several years under the provisions of the erstwhile Companies Act, 1956.

The Board has approved the remuneration of Rs. 60,000 (Rupees Sixty Thousand) plus out-of-pocket expenses to Mr. Surender Rai Kapur as the Cost Auditors and the ratification of the shareholders is sought for the same by an Ordinary Resolution at Item No. 8.

The Resolution at Item No. 8 is commended for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

Item No. 9:

The Company is proposing to revise the remuneration of Mr. Manish Garg, Unit Head of Goodluck Industries, a unit of the Company. Brief of particulars are given below:

| | |
|---------------|---|
| Name | Sh. Manish Garg |
| Age | About 44 years |
| Qualification | Engineer Graduate |
| Experience | He has more than 20 years of experience in steel Industry. Initially he was engaged in the business of Imported scrap and Sponge Iron, after that he entered into the production. During this period he has successfully handled a lot of International Assignments also. |

Since Mr. Manish Garg is the relative of Mr. Mahesh Chandra Garg, Director of the company, the aforesaid appointment/reappointment will be deemed to be an office /place of profit within the meaning of section 188 of the Companies Act, 2013. Hence prior approval of the member's by way of special resolution & of the Central Government and/or other competent authority, if any, is required for the aforesaid appointment.

His contribution towards the growth of the company is significant & in the interest of the company, their longer association with the company is much needed, in order to retain their services and in view of the highly competitive employment market which currently



prevails, your Directors are in opinion that the compensation paid to the aforesaid person should be revised, more or less with the remuneration drawn by their counterparts in the country.

Accordingly, approval of the members is being sought for passing the special Resolution as set out in the Notice.

Your Board is of the opinion that association of Mr. Manish Garg will be in the longer interest of the company.

None of the directors, the Key Managerial Personnel and their relatives, except Mr. Mahesh Chandra Garg, Whole-time Director, relative of Mr. Manish Garg, are deemed to be interested/ concerned in the proposed resolution.

No member of the company who is a related party shall vote to approve this special resolution.

Your directors recommend the resolution as item no. 9 for your approval.

Item No. 10:

The Company is proposing to revise the remuneration of Mr. Umesh Garg, a Senior Management Executive. Brief of particulars are given below:

| | |
|---------------|--|
| Name | Sh. Umesh Garg |
| Age | About 29 years |
| Qualification | B. Tech. From IIT Delhi Masters from Cass Business School, London |
| Experience | After completing his higher studies he joined as Manager - Production in a manufacturing unit. He has handled CR projects and Structure projects. Apart from that he has also exposure in sales and marketing. |

Since Mr. Umesh Garg is the relative of Mr. Ramesh Chandra Garg, Director of the company, the aforesaid appointment/reappointment will be deemed to be an office /place of profit within the meaning of section 188 of the Companies Act, 2013. Hence prior approval of the member's by way of special resolution & of the Central Government and/or other competent authority, if any, is required for the aforesaid appointment.

His contribution towards the growth of the company is significant & in the interest of the company, their longer association with the company is much needed, in order to retain their services and in view of the highly competitive employment market which currently prevails, your Directors felt desirable that the compensation paid to the aforesaid person should be revised, more or less with the remuneration drawn by their counterparts in the country.

Accordingly, approval of the members is being sought for passing the special Resolution as set out in the Notice.

Your Board is of the opinion that association of Mr. Umesh Garg will be in the longer interest of the company.

None of the directors, the Key Managerial Personnel and their relatives, except Mr. Ramesh Chandra Garg, Whole-time Director, relative of Mr. Umesh Garg, are deemed to be interested/ concerned in the proposed resolution.

No member of the company who is a related party shall vote to approve this special resolution.

Your directors recommend the resolution as item no. 10 for your approval.

By order of the Board
For Good Luck Steel Tubes Limited

Sd/-
(Abhishek Agrawal)
Company Secretary

Date: 14th August, 2014
Place: Ghaziabad



Information required under clause 49 of the Listing Agreement in regard to the Directors seeking re-appointment under item no. 3

| | |
|--|---|
| Name | Mr. Nitin Garg |
| Date of Birth | 31.05.1980 |
| Date of Appointment | 21.09.2012 |
| Educational Qualifications | 1. B. Tech (Mechanical) 2. M.B.A. from Narsee Monjee Institute of Management Studies |
| Expertise in specific functional area | During the study he worked with Yamaha Motors and Honda Motors. After completing his higher studies he joined steel industry as a production engineer. He has depth Knowledge and understanding of production process. At present he is looking after the whole production of Steel Tubes/ pipes and CR Division. |
| Directorship/ Chairmanship/ Membership of Committees of the Board of other companies | 1. Goodluck Ispat And Alloys Pvt. Ltd.; 2. Shri Jee Housing (Pvt) Ltd.; 3. Goodluck Infrapower Pvt. Ltd. |
| No. of Shares held in the Company | 14,86,750 |

Information required under clause 49 of the Listing Agreement in regard to the Directors seeking re-appointment under item no. 5, 6 & 7

| Name of the Director | Mr. Vijender Kumar Tyagi | Mr. Iswar Chandra Agasti | Mr. Rahul Goel |
|---------------------------------------|---|---|---|
| Date of Birth | 05.10.1957 | 15.03.1953 | 14.09.1972 |
| Date of Appointment | 19.12.2006 | 30.09.2014 | 19.12.2006 |
| Educational Qualification | LL.B | M.A. (Political Science) & CAIIB | B. Com. |
| Expertise in specific functional area | He is an independent and a non executive director of the company. He is legal luminary and well known practicing lawyer and has a rich experience of his field. | Mr. Agasti, a banker, is retired from IDBI Bank as a Principal Officer. During the tenure of his 35 years of service as a banker, he has worked in the area of Branch Banking, retail banking, corporate banking, operation, audit, administration, etc. He has excelled in all the areas. Mr. Iswar is a good leader, an able administrator, a strong businessman, quick decision maker, an intense operations person. He has led large teams and handled various portfolios successfully. Mr. Agasti was nominated by IDBI as a director | Mr. Rahul Goel, an independent non executive director has a good experience of finance and accounting functions. He is distinguished entrepreneur having rich experience of steel business. |



| | | | |
|--|------|--|------|
| | | of Haldia Petrochemicals Limited and has worked as member of various committees. | |
| Directorships/ Chairmanships/ Membership of Committees of the board of other companies | None | None | None |
| No. of shares held in a company | Nil | Nil | Nil |



GOOD LUCK STEEL TUBES LIMITED

Regd. Off: 5/102, Sikka Complex, Community Centre, Preet Vihar, Delhi – 92

Website: www.goodlucksteel.com; E-Mail: goodluck@goodlucksteel.com

CIN: L74899DL1986PLC050910

PROXY FORM

Name of the member(s):

Registered address:

E-mail Id:

Folio/ DP ID- Client ID No.:

I/ We, being the member(s) having Shares of the above named Company hereby appoint:

(1) Name: Address:

E-mail Id: Signature: or falling him;

(2) Name: Address:

E-mail Id: Signature: or falling him;

(3) Name: Address:

E-mail Id: Signature: or falling him;

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Tuesday, 30th September, 2014 at 9.30 a.m. at Aura Grand, 439, Jagriti Enclave, Delhi-92 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions | Optional* | |
|-------------------|---|-----------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | Adoption of Financial Statements for the year ended 31st March, 2014. | | |
| 2. | Approval of final dividend for the financial year 2013-14. | | |
| 3. | Re-appointment of Mr. Nitin Garg who retires by rotation. | | |
| 4. | Appointment of M/s. Sanjeev Anand & Associates, as auditors. | | |
| Special Business | | | |
| 5. | Appointment of Mr. Vijender Kumar Tyagi as an Independent Director. | | |
| 6. | Appointment of Mr. Anurag Agarwal as an Independent Director. | | |
| 7. | Appointment of Mr. Iswar C Agasti as an Independent Director. | | |
| 8. | Ratification of Cost Auditor's remuneration. | | |
| 9. | Special Resolution under section 188 of the Companies Act, 2013 for increasing the remuneration of Mr. Manish Garg, a relative of director. | | |
| 10. | Special Resolution under section 188 of the Companies Act, 2013 for increasing the remuneration of Mr. Umesh Garg, a relative of director. | | |

Signed thisday of.....2014

Signature of shareholder

Signature of Proxy holder(s)

Affix Re 1/-
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- For the Resolutions, Explanatory statement and Notes, please refer to the Notice of the 28th Annual General Meeting.
- * It is optional to put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.