



Gandhi Special Tubes Ltd.

Regd. Off.: 201-204, Plaza, 2nd Floor, 55 Hughes Road, Next to Dharam Palace, Mumbai - 400 007.

Tel.: 2363 4179 / 2363 4183 / 2363 5042 • Fax : 91-22-2363 4392

E-mail : info@gandhitubes.com • Website : www.gandhitubes.com

CIN.: L27104MH1985PLC036004 .



October 19, 2019

Corporate Relationship Department BSE LIMITED 1 st floor, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Scrip Code: 513108	The Manager Listing Department THE NATIONAL STOCK EXCHANGE OF INDIA LTD Exchange Plaza Plot No C/1., G Block Bandra-Kurla Complex, Bandra (East) Mumbai - 400051 Company Code : GANDHITUBE
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Dear Sir / Madam,

Sub: Regulation 19(7) of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998

Re: Buy Back of Equity Shares by M/s. Gandhi Special Tubes Limited

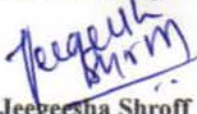
With regards to the captioned subject, please find enclosed the copy of the Post Buyback Public Advertisement issued by the Company pursuant to Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and published in Navshakti (Marathi) – Mumbai edition on October 19, 2019.

The copies of the Ad in the English National Daily and Hindi National Daily will be intimated to the Exchange in due course of time

Kindly take the same on record.

Yours faithfully,

For Gandhi Special Tubes Limited


Jeegeesha Shroff

Company Secretary & Compliance Officer
(Membership No: A48091)





GANDHII SPECIAL TUBES LIMITED



Registered Office: 201-204, 2nd Floor, Plaza, 55, Hughes Road,
Next to Dhuram Palace, Mumbai 400007, Maharashtra, India
Tel: +91-22- 2363 4179, CIN: L27104MH1985PLC036004

ISO 9001:2008 & ISO/TS 16949:2009
Certified Company

Contact Person: Ms. Jeegeesha Shroff (Company Secretary & Compliance Officer)
Email: complianceofficer@gandhitubes.com, Website: www.gandhitubes.com

POST BUY BACK PUBLIC ADVERTISEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS | BENEFICIAL OWNERS OF EQUITY SHARES OF GANDHI SPECIAL TUBES LIMITED

This post Buy-back Public Advertisement ("Post Buy-back PA") regarding completion of the Buy-back by Gandhii Special Tubes Limited ("the Company") of its fully paid-up Equity Shares of Rs. 5/- each ("Equity Shares") from the Shareholders (Beneficial Owners of the Company, is being published pursuant to Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time ("Buy-back Regulations"). The Post Buy-back PA should be read in conjunction with the Public Announcement dated Wednesday, July 31, 2019 & published on Friday, August 2, 2019 ("Public Announcement") and the Letter of Offer dated Friday, September 13, 2019 ("Letter of Offer"). Unless specifically defined herein, capitalised terms and abbreviations used herein have the same meaning ascribed to them in the Public Announcement and Letter of Offer.

1. THE BUYBACK:

- 1.1 The Company had announced a Buy-back of up to 9,00,000 (Nine Lakhs) Equity Shares of Rs. 5/- each, amounting to 6.51% of the paid-up Equity Share capital of the Company as on March 31, 2019, on a proportionate basis, from the Eligible Shareholders (Beneficial Owners holding Equity Shares as on Friday, August 16, 2019 ("Record Date"), by way of a tender offer, for cash at a price of Rs. 650/- (Rupee Five Hundred Fifty only) per Equity Share for an aggregate amount of up to Rs. 49,50,00,000/- (Rupee Forty Nine Crores Fifty Lakhs only) ("Buy-back"). The Buy-back represented up to 24.94% of the aggregate paid-up Equity Share Capital and Free Reserves of the Company as per the Audited Financial Statements in accordance with section 68(2)(c) of the Companies act, 2013 for the Financial Year ended March 31, 2019.
- 1.2 The Buy-back was undertaken by way of a Tender Offer through the Stock Exchange mechanism as prescribed under the Buy-back Regulations and the Securities and Exchange Board of India ("SEBI") Circulars. The Buy-back was implemented by the Company using the Mechanism for acquisition of shares through Stock Exchange notified by SEBI vide circular no. CIR/CFD/POLICYCELL/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR/CHP/2016/131 dated December 9, 2016, including any amendments thereon.
- 1.3 The Buy-back Opening Date was Wednesday, September 26, 2019 and the Buy-back Closing Date was Thursday, October 10, 2019.

2. DETAILS OF THE BUYBACK

- 2.1 The total amount of Equity Shares bought back by the Company in the Buy-back was 9,00,000 Equity Shares at a price of Rs. 650/- per Equity Share.
- 2.2 The total amount utilised in the Buy-back was Rs. 49,50,00,000/- excluding transaction costs viz. filing fees, advisors' fees, brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, public announcement expenses, printing and dispatch expenses and other incidental and related expenses, etc.
- 2.3 The Registrar to the Buy-back, being Karyk Fintech Private Limited ("Registrar"), considered a total of 7,197 valid bids for 47,45,423 Equity Shares in response to the Buy-back, which is approximately 5.27 times the maximum number of Equity Shares proposed to be bought back. The details of valid applications considered by the Registrar to the Buy-back are as follows:

Category of Shareholders	No. of Equity Shares reserved in the Buy-back	No. of Valid Bids	Total No. of Equity Shares validly Tended	Response %
Reserved Category for Small Shareholders	1,36,000	6,836	4,55,624	337.50
General Category for other Shareholders	7,65,000	361	42,89,799	560.76
Total	9,00,000	7,197	47,45,423	527.27

- 2.4 All valid bids were considered for the purpose of Acceptance in accordance with the Buy-back Regulations and the Letter of Offer. The communication of acceptance / rejection has been dispatched by the Registrar to the Buy-back to the Eligible Shareholders on Thursday, October 17, 2019.
- 2.5 The settlement of all valid bids was completed by the Indian Clearing Corporation Limited ("ICCL") / the NSE Clearing Limited (formerly known as National Securities Clearing Corporation Limited ("NCCL") on Thursday, October 17, 2019. The funds in respect of accepted Equity Shares were paid out to the respective seller members / custodians. If Eligible Shareholders' bank account details were not available or if the funds transfer instruction was rejected by RBI / respective bank, due to any reason, such funds were transferred to the concerned Shareholder Brokers' settlement bank account for onward transfer to such Eligible Shareholders.
- 2.6 The dematerialised Equity Shares accepted under the Buy-back were transferred to the Company's demat escrow account on Thursday, October 17, 2019. The unaccepted demat Equity Shares were returned to respective seller members / custodians by the ICCL and NCCL on Thursday, October 17, 2019.
- 2.7 The extinguishment of 9,00,000 Equity Shares accepted under the Buy-back is currently under process and shall be completed on or before Thursday, October 24, 2019. All Shareholders holding the Equity Shares in the physical form shall note that in accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018) (the "ODR Amendment"), effective from April 1, 2019, read with notice no. 20190424-35 issued by the BSE dated April 24, 2019, and circular no. 51/2019 issued by the NSE dated May 9, 2019, effective from April 1, 2019, any transfer of Equity Shares shall not be processed unless such Equity Shares are held in the dematerialized form with a depository. No Equity Shares were tendered in physical form.
- 2.9 The Company and its respective Directors, accepts full responsibility for the information contained in this Post Buy-back PA and also accepts responsibility for the obligations of the Company in accordance with the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The capital structure of the Company, prior to the Buy-back and the capital structure of the Company post the completion of the Buy-back is as follows:

Particulars	Pre Buy-back ⁽¹⁾	Post Buy-back ⁽²⁾
Authorised Share Capital	Rs. 12,00,00,000	Rs. 12,00,00,000
Issued, Subscribed and Paid-up Share Capital	Rs. 6,90,93,080	Rs. 6,45,93,080
	(1,38,18,818 Equity Shares of face value Rs. 5/- each)	(1,29,18,818 Equity Shares of face value Rs. 5/- each)

(1) As on Record Date, i.e. Friday, August 16, 2019
(2) Subject to extinguishment of 9,00,000 Equity Shares bought back

3.2 Details of the Shareholders from whom Equity Shares exceeding 1% (of the total Equity Shares bought back) have been accepted under the Buy-back are as follows:

Sr. No.	Name of Shareholder	No. of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback Equity Shares ⁽¹⁾
1.	Manhar G. Gandhi	1,21,300	13.48	0.94
2.	Bhupatral G. Gandhi	1,15,154	12.79	0.89
3.	Jayesh M. Gandhi	67,298	7.48	0.52
4.	Manoj B. Gandhi	63,444	7.05	0.49
5.	Bharti M. Gandhi	44,757	4.97	0.35
6.	B. M. Gandhi Investment Co. LLP	38,816	4.31	0.30
7.	Gandhi Finance Co. LLP	35,422	3.94	0.27
8.	Gopi J. Gandhi	28,067	3.12	0.22
9.	Chandra B. Gandhi	28,801	2.98	0.21
10.	Jigna M. Gandhi	25,942	2.88	0.20
11.	Karan Manoj Gandhi	21,209	2.36	0.16
12.	Karishma J. Gandhi	13,872	1.54	0.11
13.	Pinebridge India Equity Fund	13,176	1.46	0.10
14.	Manish Jain	9,767	1.09	0.08

(1) Subject to extinguishment of 9,00,000 Equity Shares bought back

3.3 The shareholding pattern of the Company, prior to the Buy-back (as on the Record Date) and the shareholding pattern of the Company post the completion of the Buy-back is as follows:

Category of Shareholders	Pre-Buyback ⁽¹⁾		Post-Buyback ⁽²⁾	
	No. of Equity Shares	% of shareholding	No. of Equity Shares	% of shareholding
Promoters and persons acting in concert (collectively "the Promoter")	1,01,23,612	73.26	94,80,698	73.39
Foreign Investors (including Non Resident Indians / FIs / Foreign Mutual Funds)	4,45,863	3.23	34,37,918	26.61
Financial Institutions / Banks and Mutual Funds promoted by Banks / Institutions	1,750	0.01		
Others (Public, Bodies Corporate, etc.)	32,47,391	23.50		
Total	1,38,18,616	100.00	1,29,18,616	100.00

(1) As on Record Date, i.e., Friday, August 16, 2019

(2) Subject to extinguishment of 9,00,000 Equity Shares bought back

4. MANAGERS TO THE BUYBACK

PRIME

Prime Securities Limited

1109/1110, Maker Chambers V, Nariman Point,

Mumbai 400021, Maharashtra, India

Tel: +91-22-61842525

Fax: +91-22-24870777

Contact Person: Apurva Doshi / Nischay Saraf

Email: gstl_buyback@primesec.com

SEBI Registration Number: MB/INM000000750

Validity Period: Permanent Registration

5. For further details please refer to the Company's website (www.gandhitubes.com) and the websites of the Stock Exchanges (www.bseindia.com / www.nseindia.com).

6. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buy-back PA or any other advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of

GANDHI SPECIAL TUBES LIMITED

Sd/-

Manhar G. Gandhi

Managing Director

DIN: 00041190

Sd/-

Jayesh Gandhi

Dirac

DIN: 0041330

Sd/-

Jaageesha Shroff

Company Secretary & Compliance Officer

Membership No: ACS 48091

Place: Mumbai,

Date: October 18, 2019