



Gandhi Special Tubes Ltd.

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

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

CIN.: L27104MH1985PLC036004



Ref No: GSTL/SEC/BSE/NSE/32028061

Date: 16/08/2023

To,

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai -400 001

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,

Bandra (East)

Mumbai -400 051

Sub: Scrutinizer's Report - 38th Annual General Meeting

Dear Sir/ Madam,

We would like to inform that the Company had vide its letter dated 10 August 2023 filed the E - voting and Scrutinizer Report dated 9 August 2023.

Enclosed herewith the revised Scrutiniser Report as inadvertently the Insta Poll result didn't reflected in the Scrutinizer Report.

Kindly take the above document on your record and acknowledge.

Thanking you,

Yours Faithfully,

For Gandhi Special Tubes Limited

Chaitali Kachalia

Company Secretary and Compliance Officer

Membership No. ACS 54216

Designated Partners
CS Vishvesh G. Bhagat
B.A., L.L.B. (Gen), FIII, A.C.S.
CS Nrupang B. Dholakia
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

Combined Report of Scrutinizer for Remote e-Voting and Poll (Revised)

To,

Mr. Manharlal G. Gandhi
The Chairman of 38th Annual General Meeting of Gandhi Special Tubes Limited

Report on voting for the 38th Annual General Meeting held on Wednesday, August 9, 2023 at 11.00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Combined Scrutinizer's Report on voting through Remote e-voting and electronic voting during the AGM in terms of provisions of the Companies Act, 2013 (herein after referred to as "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

CS Nrupang B. Dholakia, Designated Partner of Dholakia & Associates LLP, Company Secretaries ("the firm") was appointed as the scrutinizer by the Board of Directors of **Gandhi Special Tubes Limited ("Company")** pursuant to section 108 of the Companies Act, 2013 read with Rules made there under to scrutinize the electronic voting (Remote e-Voting) and the electronic voting during the Annual General Meeting (e-Voting) for the resolutions contained in the Notice of 38th Annual General Meeting of the Company ("Meeting"/"AGM").

I, **CS Nrupang B. Dholakia, Designated Partner of the firm**, submit combined report as under:

1. The AGM was held in compliance with the MCA Circulars and SEBI Circulars regarding holding of the "AGM" through Video Conferencing (VC)/Other Audio-Visual Means (OVAM) without the physical presence of the Members at a common venue.
2. Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Voting (which includes remote e-Voting and the electronic voting during the AGM) to the Members on the resolutions proposed in the Notice calling the 38th AGM of the Company was the responsibility of the management. Our responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and render a combined scrutinizer's report on the voting to the Chairman on the resolutions.
3. The voting facility both for e-voting prior to the AGM (remote e-voting) and electronic voting during the AGM (e-voting) was provided by KFin Technologies Private Limited ("KFinTech").
4. The Members of the Company as on the "cut-off" date i.e. Wednesday, August 2, 2023 were entitled to vote on the resolutions.
5. The remote e-voting period commenced on Sunday, August 6, 2023 (9:00 a.m. IST) up to Tuesday, August 8, 2023 (5.00 p.m. IST).

Designated Partners

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6. The e-voting during the AGM was conducted online on the website of KFinTech i.e. www.evoting.kfintech.com.
7. The facility to vote through electronic voting system as stated in point 6 above had been provided to facilitate voting for those Members who were present during the Meeting through VC/OAVM and had not cast their votes through remote e-voting.
8. After the closure of the e-voting after 15 minutes of conclusion of AGM, the votes cast through e-voting during the AGM and through remote e-voting prior to the date of AGM were unblocked from the website of KFinTech i.e. www.evoting.kfintech.com on Wednesday, August 9, 2023 in the presence of two witnesses who are not in the employment of the Company.
9. I hereby submit a combined scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 38th AGM based on the scrutiny of remote e-voting and the electronic voting during the AGM and votes cast therein based on the basis of the data downloaded from the electronic voting system of KFinTech.
10. Members who had exercised their vote through remote e-voting were not allowed to vote during the AGM in compliance with Rule 20 (4) (xi) of the Companies (Management and Administration) Rules, 2014.

11. The Combined Result (remote e-voting + e-voting at AGM) is as under:

(a) **Item No 1: To consider and adopt the audited financial statements and the reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2023**

| Particulars | Number of Members who cast vote | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|---|
| A. Remote e-Voting | | |
| Total Votes received | 65 | 90,61,388 |
| Less: Total Number of Invalid/Abstain Votes | NIL | NIL |
| Total Number of Valid Votes | 65 | 90,61,388 |
| B. e-Voting at AGM | | |
| Total Votes received | 1 | 4 |
| Less: Total Number of Invalid/Abstain Votes | NIL | NIL |
| Total Number of Valid Votes | 1 | 4 |
| C. Combined (A+B) | | |
| Total Votes received | 66 | 90,61,392 |
| Less: Total Number of Invalid/Abstain Votes | NIL | NIL |
| Total Number of Valid Votes | 66 | 90,61,392 |

(i) Voted in favour of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 65 | 90,61,388 | 100 |
| B. e-Voting at AGM | | |
| NIL | NIL | NIL |
| C. Combined (A+B) | | |
| 65 | 90,61,388 | 99.99 |

(ii) Voted against the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| NIL | NIL | NIL |
| B. e-Voting at AGM | | |
| 1 | 4 | 100 |
| C. Combined (A+B) | | |
| 1 | 4 | 0.01 |

(b) Item No 2: To declare a final dividend on equity shares for the financial year ended March 31, 2023

| Particulars | Number of Members who cast vote | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|---|
| A. Remote e-Voting | | |
| Total Votes received | 65 | 90,61,388 |
| Less: Total Number of Invalid/Abstain Votes | NIL | NIL |
| Total Number of Valid Votes | 65 | 90,61,388 |
| B. e-Voting at AGM | | |
| Total Votes received | 1 | 4 |
| Less: Total Number of Invalid/Abstain Votes | NIL | NIL |
| Total Number of Valid Votes | 1 | 4 |
| C. Combined (A+B) | | |
| Total Votes received | 66 | 90,61,392 |
| Less: Total Number of Invalid/Abstain Votes | NIL | NIL |
| Total Number of Valid Votes | 66 | 90,61,392 |

(i) Voted **in favour** of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 65 | 90,61,388 | 100 |
| B. e-Voting at AGM | | |
| NIL | NIL | NIL |
| C. Combined (A+B) | | |
| 65 | 90,61,388 | 99.99 |

(ii) Voted **against** the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| NIL | NIL | NIL |
| B. e-Voting at AGM | | |
| 1 | 4 | 100 |
| C. Combined (A+B) | | |
| 1 | 4 | 0.01 |

Designated Partners
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CS Nrupang B. Dholakia
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DHOLAKIA & ASSOCIATES LLP
 (COMPANY SECRETARIES)

(c) **Item No 3: To appoint a Director in place of Mr. Jayesh Gandhi (DIN 00041330), who retires by rotation and being eligible, offers himself for re-appointment**

| Particulars | Number of Members who cast vote | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|---|
| A. Remote e-Voting | | |
| Total Votes received | 65 | 90,61,388 |
| Less: Total Number of Invalid/Abstain Votes | NIL | NIL |
| Total Number of Valid Votes | 65 | 90,61,388 |
| B. e-Voting at AGM | | |
| Total Votes received | 1 | 4 |
| Less: Total Number of Invalid/Abstain Votes | NIL | NIL |
| Total Number of Valid Votes | 1 | 4 |
| C. Combined (A+B) | | |
| Total Votes received | 66 | 90,61,392 |
| Less: Total Number of Invalid/Abstain Votes | NIL | NIL |
| Total Number of Valid Votes | 66 | 90,61,392 |

(i) Voted in favour of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 64 | 90,38,619 | 99.75 |
| B. e-Voting at AGM | | |
| NIL | NIL | NIL |
| C. Combined (A+B) | | |
| 64 | 90,38,619 | 99.75 |

(ii) Voted against the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 1 | 22,769 | 0.25 |
| B. e-Voting at AGM | | |
| 1 | 4 | 100 |
| C. Combined (A+B) | | |
| 2 | 22,773 | 0.25 |

(d) Item No 4: Ratification of remuneration of Cost Auditors

| Particulars | Number of Members who cast vote | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|---------------------------------|---|
| A. Remote e-Voting | | |
| Total Votes received | 65 | 90,61,388 |
| Less: Total Number of Invalid/Abstain Votes | NIL | NIL |
| Total Number of Valid Votes | 65 | 90,61,388 |
| B. e-Voting at AGM | | |
| Total Votes received | 1 | 4 |
| Less: Total Number of Invalid/Abstain Votes | NIL | NIL |
| Total Number of Valid Votes | 1 | 4 |
| C. Combined (A+B) | | |
| Total Votes received | 66 | 90,61,392 |
| Less: Total Number of Invalid/Abstain Votes | NIL | NIL |
| Total Number of Valid Votes | 66 | 90,61,392 |

(i) Voted in favour of the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 65 | 90,61,388 | 100 |
| B. e-Voting at AGM | | |
| NIL | NIL | NIL |
| C. Combined (A+B) | | |
| 65 | 90,61,388 | 99.99 |

(ii) Voted against the resolution:

| Number of Members who cast vote | Number of Votes cast by them | % of total number of valid votes cast |
|---------------------------------|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| NIL | NIL | NIL |
| B. e-Voting at AGM | | |
| 1 | 4 | 100 |
| C. Combined (A+B) | | |
| 1 | 4 | 0.01 |

Designated Partners

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9. You may accordingly declare the combined result of the remote e-voting and e-voting during AGM.
10. All the relevant records of remote e-voting and e-voting during AGM will be e-mailed to the Chairman and the Company Secretary of the Company after the Chairman considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.
11. This revised report has been issued as due to technical reasons InstaPoll (e-voting at AGM) details were not provided by the system and was sent by e-voting agency separately.

Thanking you,

Yours faithfully,



CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 10032 C.P. No. 12884

UDIN: F010032E000804221

Place: Mumbai

Date: August 14, 2023