



# Gandhi Special Tubes Ltd.

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CIN.: L27104MH1985PLC036004



Ref No: GSTL/SEC/BSE/NSE/32028001

Date: 10/08/2023

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: Voting Results and Scrutinizer's Report – 38th Annual General Meeting**

This is to inform you that the Company had provided the facility of remote e-voting and e-voting at 38<sup>th</sup> AGM to its Members on all resolutions set out in the Notice convening 38th AGM of the Company held on Wednesday, 9 August 2023 at 11.05 a.m. IST through Video Conferencing facility. The Board of Directors of the Company had appointed Mr. Nrupang B Dholakia, Designated Partner of Dholakia & Associates, Company Secretaries (CP No. 12884) as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.

As per the Scrutinizer's Report, all resolutions set out in the Notice of 38th AGM have been duly passed by the Members with requisite majority. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the consolidated voting results on the business transacted at 38th AGM along with the Scrutinizer's report thereon. The aforementioned e-voting results and Scrutinizer's Report are also being made available on the website of the Company at <https://gandhispecialtubes.com/irnews.php#result> and on Kfin Technologies Limited on <https://www.kfintech.com/>

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**

To,

**Mr. Manharlal G. Gandhi**  
**The Chairman of 38<sup>th</sup> Annual General Meeting of Gandhi Special Tubes Limited**

Report on voting for the 38<sup>th</sup> 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 38<sup>th</sup> 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 38<sup>th</sup> 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**

**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)**

6. The e-voting during the AGM was conducted online on the website of KFinTech i.e. [www.evoting.kfintech.com](http://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](http://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 38<sup>th</sup> 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)
<b>A. Remote e-Voting</b>		
Total Votes received	65	90,61,388
<b>Less:</b> Total Number of Invalid/Abstain Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>65</b>	<b>90,61,388</b>
<b>B. e-Voting at AGM</b>		
Total Votes received	NIL	NIL
<b>Less:</b> Total Number of Invalid/Abstain Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>NIL</b>	<b>NIL</b>
<b>C. Combined (A+B)</b>		
Total Votes received	65	90,61,388
<b>Less:</b> Total Number of Invalid/Abstain Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>65</b>	<b>90,61,388</b>

(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
<b>A. Remote e-Voting</b>		
65	90,61,388	100
<b>B. e-Voting at AGM</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
65	90,61,388	100

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
NIL	NIL	NIL
<b>B. e-Voting at AGM</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
NIL	NIL	NIL

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)

**(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)
<b>A. Remote e-Voting</b>		
Total Votes received	65	90,61,388
<b>Less:</b> Total Number of Invalid/Abstain Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>65</b>	<b>90,61,388</b>
<b>B. e-Voting at AGM</b>		
Total Votes received	NIL	NIL
<b>Less:</b> Total Number of Invalid/Abstain Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>NIL</b>	<b>NIL</b>
<b>C. Combined (A+B)</b>		
Total Votes received	65	90,61,388
<b>Less:</b> Total Number of Invalid/Abstain Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>65</b>	<b>90,61,388</b>

(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
<b>A. Remote e-Voting</b>		
65	90,61,388	100
<b>B. e-Voting at AGM</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
<b>65</b>	<b>90,61,388</b>	<b>100</b>

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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
NIL	NIL	NIL
<b>B. e-Voting at AGM</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
NIL	NIL	NIL

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)

(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)
<b>A. Remote e-Voting</b>		
Total Votes received	65	90,61,388
<b>Less:</b> Total Number of Invalid/Abstain Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>65</b>	<b>90,61,388</b>
<b>B. e-Voting at AGM</b>		
Total Votes received	NIL	NIL
<b>Less:</b> Total Number of Invalid/Abstain Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>NIL</b>	<b>NIL</b>
<b>C. Combined (A+B)</b>		
Total Votes received	65	90,61,388
<b>Less:</b> Total Number of Invalid/Abstain Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>65</b>	<b>90,61,388</b>

(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
<b>A. Remote e-Voting</b>		
64	90,38,619	99.75
<b>B. e-Voting at AGM</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
<b>64</b>	<b>90,38,619</b>	<b>99.75</b>

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
1	22,769	0.25
<b>B. e-Voting at AGM</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
<b>1</b>	<b>22,769</b>	<b>0.25</b>

**(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)
<b>A. Remote e-Voting</b>		
Total Votes received	65	90,61,388
<b>Less:</b> Total Number of Invalid/Abstain Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>65</b>	<b>90,61,388</b>
<b>B. e-Voting at AGM</b>		
Total Votes received	NIL	NIL
<b>Less:</b> Total Number of Invalid/Abstain Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>NIL</b>	<b>NIL</b>
<b>C. Combined (A+B)</b>		
Total Votes received	65	90,61,388
<b>Less:</b> Total Number of Invalid/Abstain Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>65</b>	<b>90,61,388</b>

(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
<b>A. Remote e-Voting</b>		
65	90,61,388	100
<b>B. e-Voting at AGM</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
65	90,61,388	100

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
NIL	NIL	NIL
<b>B. e-Voting at AGM</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
NIL	NIL	NIL

**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)**

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.

Thanking you,

Yours faithfully,



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

**UDIN: F010032E000771529**  
**Place: Mumbai**  
**Date: August 9, 2023**



Date of the AGM/EGM	GANDHI SPECIAL TUBES LIMITED
Total number of shareholders on record date	09-08-2023
No. of shareholders present in the meeting either in person or through proxy:	9679
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	16
Promoters and Promoter Group:	32
Public:	32

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2023 and the Reports of the Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	89,35,257	88,62,200	99.1824	88,62,200	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	1,80,469	22,769	12.6166	22,769	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	Total		22,769	12.6166	22,769	0	100.0000	0.0000	0	0
	E-Voting		1,76,419	5.8104	1,76,419	0	100.0000	0.0000	0	0
Public- Non Institutions	Poll	30,36,274	4	0.0001	0	4	0.0000	100.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total	Total	1,21,52,000	1,76,423	5.8105	1,76,419	4	99.9977	0.0023	0	0
Total	Total		90,61,392	74.5671	90,61,388	4	100.0000	0.0000	0	0

FOR GANDHI SPECIAL TUBES LTD.

M. G. GANDHI  
Mg. Director



Resolution No.	2	ORDINARY - To declare Final Dividend on Equity Shares for the Financial Year ended 31 March 2023									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting		88,62,200	99.1824	88,62,200	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		88,62,200	99.1824	88,62,200	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting		22,769	12.6166	22,769	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		1,80,469	0	0	0	0.0000	0.0000	0	0	
	Total		22,769	12.6166	22,769	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting		1,76,419	5.8104	1,76,419	0	100.0000	0.0000	0	0	
	Poll		4	0.0001	0	4	0.0000	100.0000	0	0	
	Postal Ballot (if applicable)		30,36,274	0	0	0	0.0000	0.0000	0	0	
	Total		1,76,423	5.8105	1,76,419	4	99.9977	0.0023	0	0	
	Total		1,21,52,000	90.61392	74,56,71	4	100.0000	0.0000	0	0	

FOR GANDHI SPECIAL TUBES LTD.  
  
M. G. GANDHI  
Mg. Director

Resolution No.	3	ORDINARY - To appoint a Director in place of Mr. Jayesh Gandhi (DIN 00041330), who retires by rotation and being eligible, offers himself for re-appointment.										
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No											
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained		
Promoter and Promoter Group	E-Voting		88,62,200	99.1824	88,62,200	0	100.0000	0.0000	0	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000	0	0		
	Total		88,62,200	99.1824	88,62,200	0	100.0000	0.0000	0	0		
Public Institutions	E-Voting		22,769	12.6166	0	22,769	0.0000	100.0000	0	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0		
	Postal Ballot (if applicable)		1,80,469	0	0	0	0.0000	0.0000	0	0		
	Total		22,769	12.6166	0	22,769	0.0000	100.0000	0	0		
Public- Non Institutions	E-Voting		1,76,419	5.8104	1,76,419	0	100.0000	0.0000	0	0		
	Poll		4	0.0001	0	4	0.0000	100.0000	0	0		
	Postal Ballot (if applicable)		30,36,274	0	0	0	0.0000	0.0000	0	0		
	Total		1,76,423	5.8105	1,76,419	4	99.9977	0.0023	0	0		
	Total		1,21,52,000	90.61392	74,56,71	90,38,619	22,773	99.7487	0.2513	0		

FOR GANDHI SPECIAL TUBES LTD.

M. G. GANDHI  
Mg. Director



Resolution No.	4	ORDINARY - Ratification of Remuneration of Cost Auditors									
Resolution required: (Ordinary/Special)	ORDINARY	Ratification of Remuneration of Cost Auditors									
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting		88,62,200	99.1824	88,62,200	0	100.0000	0.0000	0	0	
	Poll	89,35,257	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		88,62,200	99.1824	88,62,200	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting		22,769	12.6166	22,769	0	100.0000	0.0000	0	0	
	Poll	1,80,469	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		22,769	12.6166	22,769	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting		1,76,419	5.8104	1,76,419	0	100.0000	0.0000	0	0	
	Poll	30,36,274	4	0.0001	0	4	0.0000	100.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,76,423	5.8105	1,76,419	4	99.9977	0.0023	0	0	
	Total	1,21,52,000	90,61,892	74.5671	90,61,385	4	100.0000	0.0000	0	0	

For GANDHI SPECIAL TUBES LTD.

M. G. GANDHI  
Mg. Director

