



Gandhi Special Tubes Ltd.

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Ref No: GSTL/NSE/BSE/31027062
Date: 26th July, 2013

To, THE NATIONAL STOCK EXCHANGE OF INDIA LTD Bandra Kurla Complex Bandra (East), Mumbai – 400 051	TO THE SECRETARY BSE LIMITED 1 st Floor, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 023
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SUB: In accordance with Clause 35A of the Listing Agreement, the details of business transacted at the 28th Annual General Meeting of Gandhi Special Tubes Limited are furnished below:

Date of the Annual General Meeting : 25th July, 2013

Book Closure Date : 24th July, 2013 to 25th July, 2013 (both days inclusive)

Total Numbers of the Shareholders on record : Total number of shareholders as on 24th July, 2013 were 5212

No. of Shareholders present in the meeting either in person or through proxy

1) Promoters and Promoter Group

a) In Person : 7

b) Through Proxy : 5

2) Public

a) In Person : 10

b) Through Proxy : NIL

No. of Shareholders attended the meeting through Video conference

Promoters and Promoter Group : N.A.

Public : N.A.

Details of the Agenda

The Following business was transacted by the Shareholders and all the resolutions were passed unanimously:-

Sr. No	Particulars of Resolution	Ordinary or Special Resolution	Pattern of Voting
1.	Adoption of the audited Balance Sheet of the Company as at 31 st March, 2013, the profit and Loss Account and Cash Flow Statement for the financial year ended on that date and the report of the	Ordinary	By show of hands.

	<p>Director's and Auditor's thereon.</p> <p>"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2013 and Statement of Profit and Loss for the year ended on that date together with Notes, Schedules and Cash Flow Statement, Directors' Report (including Report on Corporate Governance, Management Discussion and Analysis Report and Report on Corporate Social Responsibility) and the Report of the Auditors thereon placed before this meeting be and are hereby received, approved and adopted."</p>		
2.	<p>Confirmation of interim dividend of Rs.6.00 per Equity Share i.e. 120% of the face value of Rs 5 /- as final dividend on the fully paid up Equity Shares for the financial year ended 31st March, 2013.</p> <p>"RESOLVED THAT payment of an interim dividend of Rs.6.00 per share (120% of Face value of Rs.5/-) on 1,46,98,616 Equity Shares of Rs. 5/- each of the Company, for the year ended on 31st March, 2013 aggregating to Rs.881.92 Lacs declared by the Board Of Directors at its meeting held on 28th January, 2013 and paid on 18th February, 2013, be and is hereby confirmed as Final Dividend."</p>	Ordinary	By show of hands.
3	<p>Approval of re-appointment of Shri Jayesh M. Gandhi, Director of the Company who retired by rotation at this Annual General Meeting.</p> <p>"RESOLVED THAT Shri Jayesh M. Gandhi, a Director retiring by rotation at this meeting and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company whose term of office shall be liable to determine by retirement by rotation."</p>	Ordinary	By show of hands.
4	<p>Approval of appointment of M/s. S.V.Doshi & Company, Chartered Accountants, Mumbai, the Retiring Auditors as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.</p> <p>"RESOLVED THAT M/s. S.V.Doshi & Company, Chartered Accountants, Mumbai having Registration No. 102752W be and are hereby appointed as the Auditors of the company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Auditors."</p>	Ordinary	By show of hands.
5	<p>Approval for appointment of and payment of remuneration to Shri M.G. Gandhi as Managing Director of the Company.</p>	Special	By show of hands.

	<p>"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 311 and other applicable provisions of the Companies Act, 1956, the approval of the members be and is hereby accorded for the appointment of Shri M. G. Gandhi as Managing Director of the Company for a further period of Five years with effect from 1st January, 2013 on the terms and conditions including remuneration as set out in the draft agreement submitted to this meeting and signed by the Chairman of the remuneration committee for the purpose of identification which agreement is hereby specifically sanctioned with a liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement, so as not to exceed the limits of remuneration, if any, specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto as may be agreed to between the Board of Directors and Shri. M. G. Gandhi."</p>		
6	<p>Approval of appointment of and payment of remuneration to Mr. B.G. Gandhi as Joint Managing Director of the Company.</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 311 and other applicable provisions of the Companies Act, 1956, the approval of the members be and is hereby accorded for the appointment of Mr. B. G. Gandhi as Joint Managing Director of the Company for a further period of Five years with effect from 1st January, 2013 on the terms and conditions including remuneration as set out in the draft agreement submitted to this meeting and signed by the Chairman of the remuneration committee for the purpose of identification which agreement is hereby specifically sanctioned with a liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement, so as not to exceed the limits of remuneration, if any, specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto as may be agreed to between the Board of Directors and Shri. B. G. Gandhi."</p>	Special	By show of hands.
7	<p>Approval for amending and altering Article No. 143 of the Articles of Association for clarifying that Managing Director or whole time director can also be appointed as the Chairman of the Board of Directors or the Company.</p> <p>"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Article No. 143 of the Articles of Association of the Company ("Articles") be and is hereby amended and altered by amending sub - clause (a) and the amended Article No. 143(a) will read as under:-</p> <p>143. (a) The Board may elect one of their members as a Chairman who may be Managing Director or Whole Time Director for its meetings</p>	Special	By show of hands.

	and determine the period for which he is to hold office.”		
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In case of Poll/Postal ballot/E-voting: Not Applicable

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group		NOT APPLICABLE					
Public – Institutional holders		NOT APPLICABLE					
Public-Others							
Total							

We kindly request you to take on record, please.

Thanking you,

Yours Faithfully,

For Gandhi Special Tubes Ltd.

K.D. Padrakar
 Kinjal Padrakar
 Company Secretary