



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



Ref No: GSTL/SEC/BSE/NSE/61027092

Date: 29.07.2016

<p>The Secretary BOMBAY STOCK EXCHANGE LIMITED 1st floor, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001.</p> <p>Scrip Code: 513108</p>	<p>The Manager THE NATIONAL STOCK EXCHANGE OF INDIA LTD Exchange Plaza, Plot No C/1, G Block Bandra-Kurla Complex, Bandra (East) Mumbai – 400051.</p> <p>Company Code : GANDHITUBE</p>
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Subject: Voting Results of 31st Annual General Meeting held on 28th July, 2016

Dear Sir/Madam,

Pursuant to the requirements of Regulation 44 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the scrutinizers report on voting results conducted through e-voting and poll.

Kindly take the above document on your record and acknowledge.

Also arrange to disseminate the voting results on the Exchange website.

Thanking you,

Yours Faithfully,

For GANDHI SPECIAL TUBES LTD


Priyanka M. Borkar
Company Secretary



Encl: a/a

GANDHI SPECIAL TUBES LIMITED

Date of the AGM/EGM	28-07-2016
Total number of shareholders on record date	5053
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	12
Public:	31 (Includes 3 Proxy)
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements and the reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2016.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	10769567	10769567	100.0000	10769567	0	100.0000	0.0000
	Poll	10769567	0	0.0000	00	0	0.0000	0.0000
Total	E-Voting	10769567	10769567	100.0000	10769567	0	100.0000	0.0000
	Poll	583913	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	583913	0	0.0000	00	0	0.0000	0.0000
	E-Voting	3345136	170	0.0051	170	0	100.0000	0.0000
Public- Non Institutions	Poll	3345136	100745	3.0117	100745	0	100.0000	0.0000
	Total	3345136	100915	3.0168	100915	0	0.0000	0.0000
Total	Total	14698616	10870482	73.9558	10870482	0	100.0000	0.0000



Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the	ORDINARY - To confirm the payment of Interim Dividend paid on Equity Shares as Final Dividend.								
Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*	
Promoter and Promoter Group	E-Voting	10769567	10769567	100.0000	10769567	0	100.0000	0.0000	
	Poll	10769567	0	0.0000	00	0	0.0000	0.0000	
	Total	10769567	10769567	100.0000	10769567	0	100.0000	0.0000	
Public- Institutions	E-Voting	583913	251372	43.0496	251372	0	100.0000	0.0000	
	Poll	583913	0	0.0000	00	0	0.0000	0.0000	
	Total	583913	251372	43.0496	251372	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	3345136	170	0.0051	30	140	17.6471	82.3529	
	Poll	3345136	100745	3.0117	100745	0	100.0000	0.0000	
	Total	3345136	100915	3.0168	100775	140	99.8613	0.1387	
Total	Total	14698616	11121854	75.6660	11121714	140	99.9987	0.0013	



Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Director in place of Mr. Bhupatrai G. Gandhi (DIN NO: 00041273) who retires by rotation and being eligible, offers himself for reappointment.									
Whether promoter/ promoter group are interested in the	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*		
Promoter and Promoter Group	E-Voting	10769567	10769567	100.0000	10769567	0	100.0000	0.0000		0.0000
	Poll	10769567	0	0.0000	00	0	0.0000	0.0000		0.0000
	Total	10769567	10769567	100.0000	10769567	0	100.0000	0.0000		0.0000
Public- Institutions	E-Voting	583913	251372	43.0496	00	251372	0.0000	0.0000		100.0000
	Poll	583913	0	0.0000	00	0	0.0000	0.0000		0.0000
	Total	583913	251372	43.0496	00	251372	0.0000	0.0000		100.0000
Public- Non Institutions	E-Voting	3345136	170	0.0051	170	0	100.0000	0.0000		0.0000
	Poll	3345136	100590	3.0071	100590	0	100.0000	0.0000		0.0000
	Total	3345136	100760	3.0121	100760	0	100.0000	0.0000		0.0000
Total	Total	14698616	11121699	75.6649	10870327	251372	97.7398	2.2602		



Resolution required: (Ordinary/Special)	ORDINARY - To consider and ratify the appointment of M/s S. V. Doshi & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2016-17.							
Whether promoter/ promoter group are interested in the	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	10769567	10769567	100.0000	10769567	0	100.0000	0.0000
	Poll	10769567	0	0.0000	00	0	0.0000	0.0000
	Total	10769567	10769567	100.0000	10769567	0	100.0000	0.0000
Public- Institutions	E-Voting	583913	251372	43.0496	251372	0	100.0000	0.0000
	Poll	583913	0	0.0000	00	0	0.0000	0.0000
	Total	583913	251372	43.0496	251372	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3345136	170	0.0051	170	0	100.0000	0.0000
	Poll	3345136	100590	3.0071	100590	0	100.0000	0.0000
	Total	3345136	100760	3.0121	100760	0	100.0000	0.0000
Total	Total	14698616	11121699	75.6649	11121699	0	100.0000	0.0000



Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. Manhar G. Gandhi

The Chairperson of 31st Annual General Meeting of Gandhi Special Tubes Limited

Held on Thursday, the 28th July, 2016 at 11.00 a.m. at Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai - 400 007.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries** was appointed as a Scrutinizer by the Board of Directors of **Gandhi Special Tubes Limited ("the Company")** pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 31st Annual General Meeting ("the Meeting") of the Company, submit my combined report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
2. After the time fixed for the poll by the Chairperson, 1 (One) empty ballot box kept for polling was locked in my presence and members who were present.
3. The locked ballot box was subsequently opened in my presence and in the presence of Mr. Sameer Shaikh and Ms. Nutan Shirke who are not in the employment of the Company. **(Declaration attached)** The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. Karvy Computershare Private Limited, Registrar and Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
5. The Remote e-Voting commenced on July 24, 2016 (9:00 am) and was closed on July 27, 2016 (5.00 pm).

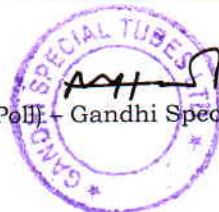


Scrutinizer's Report – Combined (Remote e-Voting and Poll) – Gandhi Special Tubes Limited – 31st AGM Page 1 of 16

6. The Remote e-Voting Result was unblocked at Mumbai from the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com after votes cast by Poll at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Mr. Sameer Shaikh and Ms. Nutan Shirke who are not in the employment of the Company. **(Declaration attached)**
7. The Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of the Board Resolution/Authority Letter, etc. at email ID: gstlevoting2016@dholakia-associates.com or have uploaded on the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com have been considered valid.
8. The Members who have abstained from voting in the Remote e-Voting has been treated as Invalid in order to combine the Results of Remote e-Voting and Poll.
9. **The Combined Result (Remote e-Voting + Poll) is as under :**

(a) Item No 1: To receive, consider and adopt the Audited Financial Statements and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2016.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	31	1,10,21,109
Less: Total Number of Invalid Votes	3	2,51,372
Total Number of Valid Votes	28	1,07,69,737
B. Poll		
Total Votes received by Poll	21	1,22,492
Less: Total Number of Invalid Votes	6	21,747
Total Number of Valid Votes	15	1,00,745
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	52	1,11,43,601
Less: Total Number of Invalid Votes	9	2,73,119
Total Number of Valid Votes	43	1,08,70,482



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
28	1,07,69,737	100.00
B. Poll		
15	1,00,745	100.00
C. Combined (A+B)		
43	1,08,70,482	100.00

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
Nil	Nil	Nil
B. Poll		
Nil	Nil	Nil
C. Combined (A+B)		
Nil	Nil	Nil



(b) Item No 2: To confirm the payment of Interim Dividend paid on Equity Shares as Final Dividend.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	31	1,10,21,109
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	31	1,10,21,109
B. Poll		
Total Votes received by Poll	21	1,22,492
Less: Total Number of Invalid Votes	6	21,747
Total Number of Valid Votes	15	1,00,745
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	52	1,11,43,601
Less: Total Number of Invalid Votes	6	21,747
Total Number of Valid Votes	46	1,11,21,854



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
30	1,10,20,969	99.9987
B. Poll		
15	1,00,745	100.00
C. Combined (A+B)		
45	1,11,21,714	99.9987

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	140	0.0013
B. Poll		
Nil	Nil	Nil
C. Combined (A+B)		
1	140	0.0013



- (c) Item No 3: To appoint a Director in place of Mr. Bhupatrai G. Gandhi (DIN: 00041273) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	31	1,10,21,109
<u>Less:</u> Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	31	1,10,21,109
B. Poll		
Total Votes received by Poll	21	1,22,492
<u>Less:</u> Total Number of Invalid Votes	7	21,902
Total Number of Valid Votes	14	1,00,590
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	52	1,11,43,601
<u>Less:</u> Total Number of Invalid Votes	7	21,902
Total Number of Valid Votes	45	1,11,21,699



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
28	1,07,69,737	97.7192
B. Poll		
14	1,00,590	100.00
C. Combined (A+B)		
42	1,08,70,327	97.7398

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
3	2,51,372	2.2808
B. Poll		
Nil	Nil	Nil
C. Combined (A+B)		
3	2,51,372	2.2602



(d) Item No 4: Ratification of appointment of Auditors - Ordinary resolution:

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	31	1,10,21,109
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	31	1,10,21,109
B. Poll		
Total Votes received by Poll	21	1,22,492
Less: Total Number of Invalid Votes	7	21,902
Total Number of Valid Votes	14	1,00,590
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	52	1,11,43,601
Less: Total Number of Invalid Votes	7	21,902
Total Number of Valid Votes	45	1,11,21,699



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
31	1,10,21,109	100.00
B. Poll		
14	1,00,590	100.00
C. Combined (A+B)		
45	1,11,21,699	100.00

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
Nil	Nil	Nil
B. Poll		
Nil	Nil	Nil
C. Combined (A+B)		
Nil	Nil	Nil



9. A Compact Disc (CD) containing a list of equity shareholders who voted by Poll at the Meeting and who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
10. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Remote e-Voting Votes and Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.
11. The poll papers and all other relevant records were sealed and handed over to Ms. Priyanka M. Borkar, Company Secretary of the Company authorized by the Board for safe keeping.
12. You may accordingly declare the result of the Remote e-Voting and Poll.
13. The Register of Remote e-Voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson 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 Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place: Mumbai
Date: 29th July, 2016.



ANNEXURE**A. BASIS OF ACCEPTANCE****I. PHYSICAL POLL FORM:**

1. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
2. Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.
3. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
4. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
6. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and Voting done through Poll has been treated as Invalid.

II. VOTING THROUGH ELECTRONIC MODE:

7. Member has voted only through Remote e-Voting i.e. electronic mode.

B. BASIS OF REJECTION**I. PHYSICAL POLL FORM:**

1. Shareholder has not put any mark on either assent or dissent.
2. Poll paper is not signed.
3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
4. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.



5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.
7. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes.
8. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
9. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
10. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
11. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and voting done through Poll has been treated as Invalid.

II. VOTING THROUGH ELECTRONIC MODE:

12. Institutional Member (other than Individuals, HUF, NRI etc.) has not sent scanned copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. at gstlevoting2016@dholakia-associates.com or have uploaded on the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com have been considered valid.
13. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.



C. REPORT FOR INVALID POLL PAPERS.**i. For Item No. 1:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 5/- each
I. PHYSICAL POLL FORM:			
1.	No votes polled.	1	2,850
2.	Signature not available.	2	7,752
3.	Signature mismatch.	1	2,500
4.	Not signed	1	8,645
5.	Unable to trace identity	1	Nil
SUB-TOTAL - I		6	21,747
II. ELECTRONIC VOTES			
6.	Authority Letter / Board Resolution / Power of Attorney not sent.	Nil	Nil
7.	Abstained from Voting.	3	2,51,372
SUB-TOTAL - II		3	2,51,372
TOTAL (I + II)		9	2,73,119



ii. For Item No. 2:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 5/- each
I. PHYSICAL POLL FORM:			
1.	No votes polled.	1	2,850
2.	Signature not available.	2	7,752
3.	Signature mismatch.	1	2,500
4.	Not signed	1	8,645
5.	Unable to trace identity	1	Nil
SUB-TOTAL - I		6	21,747
II. ELECTRONIC VOTES			
6.	Authority Letter / Board Resolution / Power of Attorney not sent.	Nil	Nil
7.	Abstained from Voting.	Nil	Nil
SUB-TOTAL - II		Nil	Nil
TOTAL (I + II)		6	21,747



iii. For Item No. 3:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 5/- each
I. PHYSICAL POLL FORM:			
1.	No votes polled.	2	3,005
2.	Signature not available.	2	7,752
3.	Signature mismatch.	1	2,500
4.	Not signed	1	8,645
5.	Unable to trace identity	1	Nil
SUB-TOTAL - I		7	21,902
II. ELECTRONIC VOTES			
6.	Authority Letter / Board Resolution / Power of Attorney not sent.	Nil	Nil
7.	Abstained from Voting.	Nil	Nil
SUB-TOTAL - II		Nil	Nil
TOTAL (I + II)		7	21,902



iv. For Item No. 4:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 5/- each)
I. <u>PHYSICAL POLL FORM:</u>			
1.	No votes polled.	2	3,005
2.	Signature not available.	2	7,752
3.	Signature mismatch.	1	2,500
4.	Not signed	1	8,645
5.	Unable to trace identity	1	Nil
<u>SUB-TOTAL - I</u>		7	21,902
II. <u>ELECTRONIC VOTES</u>			
6.	Authority Letter / Board Resolution / Power of Attorney not sent.	Nil	Nil
7.	Abstained from Voting.	Nil	Nil
<u>SUB-TOTAL - II</u>		Nil	Nil
TOTAL (I + II)		7	21,902



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place: Mumbai
Date: 29th July, 2016.