



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 •



Date: August 30, 2018

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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Subject: 33rd Annual Report for the year 2017-18

Dear Sir/ Madam,

Pursuant to Reg 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed 33rd Annual Report of the Company, for the year 2017-18.

Kindly take the above document on your record and disseminate the same on the website of the Exchange.

Thanking you,

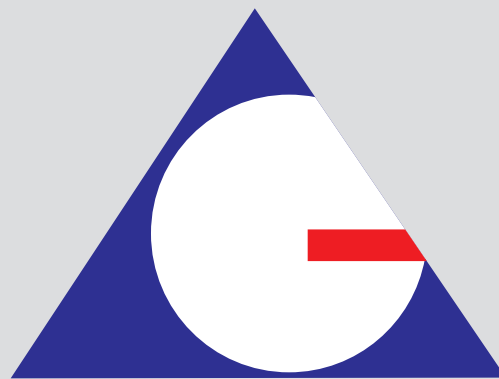
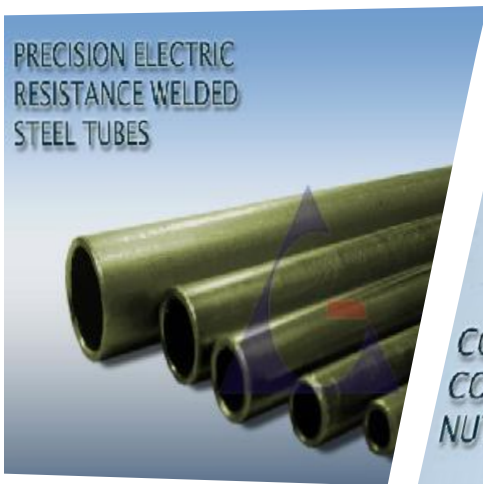
Yours Faithfully,

For GANDHI SPECIAL TUBES LTD

Jeegeeta Shroff
Company Secretary & Compliance Officer



33rd Annual Report 2017-18



GANDHI SPECIAL TUBES LIMITED



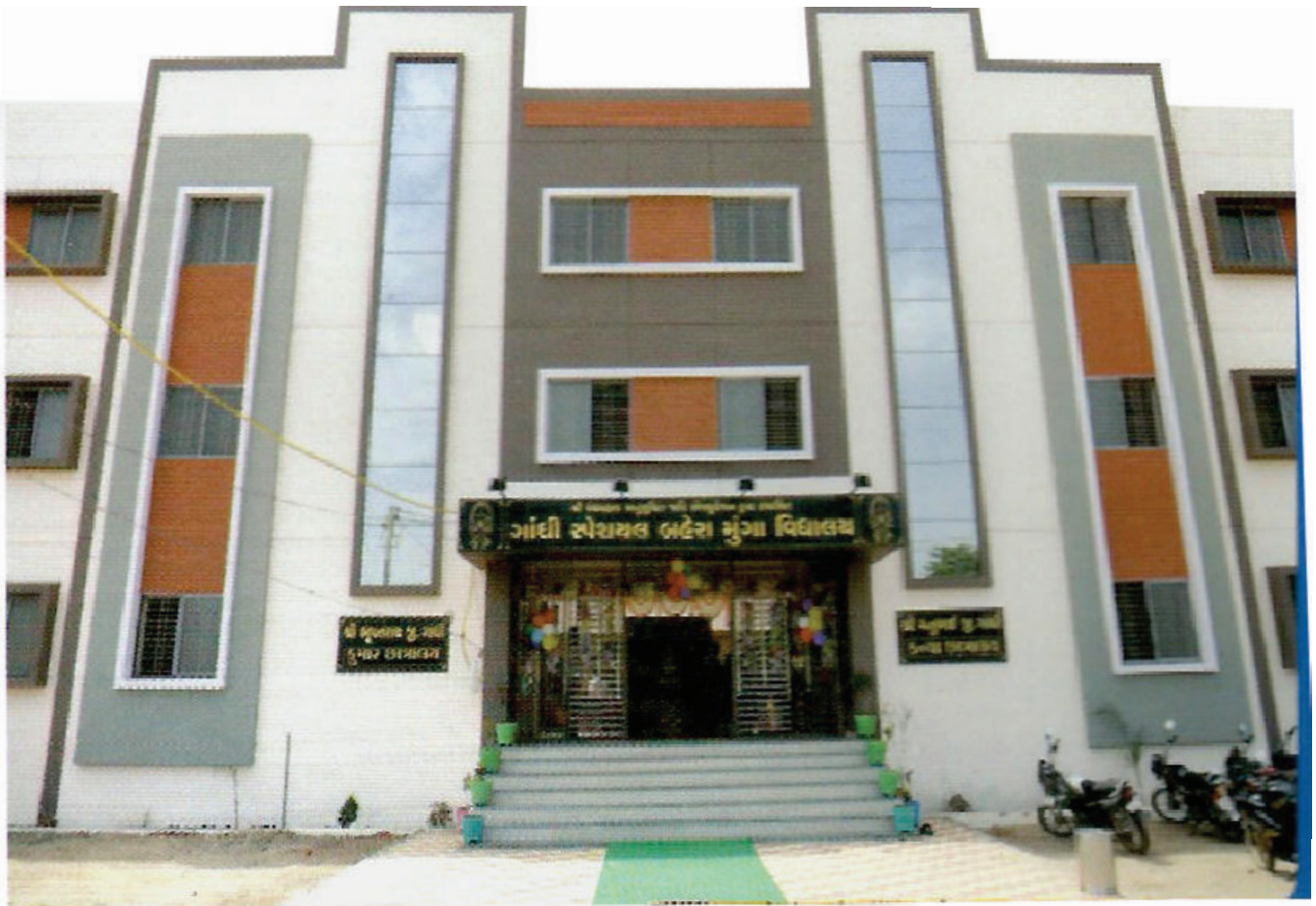
ISO 9001:2008 & ISO/TS 16949:2009

Certified Company

“GANDHI SPECIAL TUBES-OLD AGE HOME”-OUR NEW CSR ACTIVITY



“GANDHI SPECIAL DEAF AND MUTE SCHOOL: - OUR PREVIOUS CSR ACTIVITY



BOARD OF DIRECTORS	:	MR. MANHAR G. GANDHI Chairman & Managing Director
		MR. BHUPATRAI G. GANDHI Joint Managing Director
		MR. DHIRAJLAL S. SHAH Director
		MR. KAVAS N. WARDEN Director
		MR. DHARMEN B. SHAH Director
		MR. JAYESH M. GANDHI Director
		MS. BHAVI JATIN KORADIA Director
AUDIT COMMITTEE	:	MR. DHIRAJLAL S. SHAH Chairman
		MR. DHARMEN B. SHAH Director
		MR. JAYESH M. GANDHI Director
		MS. BHAVI JATIN KORADIA Director
COMPANY SECRETARY	:	MS. JEEGEESHA G. SHROFF
CHIEF FINANCIAL OFFICER	:	MS. SHOBHANA RAJAN VARTAK
REGISTERED OFFICE	:	201-204 PLAZA, 2 ND FLOOR 55 HUGHES ROAD, NEXT TO DHARAM PALACE MUMBAI 400007 Tel No: 23634179, 23634183, 23634789 complianceofficer@gandhitubes.com
WORKS	:	VILLAGE NURPURA TALUKA- HALOL, DIST: PANCHMAHAL GUJARAT – 389350
AUDITORS	:	SHASHIKANT J. SHAH & CO. CHARTERED ACCOUNTANTS
BANKERS	:	HDFC BANK LTD., MUMBAI
SECRETARIAL AUDITORS	:	DHOLAKIA & ASSOCIATES LLP COMPANY SECRETARIES
DETAILS OF STOCK EXCHANGE	:	COMPANY'S EQUITY SHARES ARE LISTED ON BSE LTD & NATIONAL STOCK EXCHANGE OF INDIA LTD

10-YEARS FINANCIAL HIGHLIGHTS

(₹ Lakhs)

Particulars	IGAAP										IND AS	
	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17 *	2017-18	2016-17 *	2017-18
Net Sales	5,606.96	7,549.17	9,017.40	10,652.93	9,593.96	8,352.55	9,189.77	9,117.37	9,757.23	11,393.17	9,757.23	11,393.17
Total Income	6,287.71	8,750.36	9,425.27	11,065.90	9,862.19	9,144.02	9,632.55	9,417.47	10,712.94	12,217.66	10,712.94	12,217.66
EBIDTA (Earning Before Dep. Interest & Tax)	2,854.89	4,147.43	4,214.87	4,620.26	3,509.83	3,407.02	2,774.79	2,991.27	4,252.79	4,934.73	4,252.79	4,934.73
Depreciation	535.85	508.26	471.27	452.69	433.68	493.66	495.03	470.58	445.65	387.31	445.65	387.31
Profit After Taxation	1,592.75	2,533.31	2,629.15	2,981.74	2,206.28	1,730.84	1,579.63	1,855.00	3,080.63	3,356.51	3,080.63	3,356.51
Equity Dividend (%)	50.00	100.00	100.00	120.00	120.00	120.00	150.00	150.00	180.00	0.00	180.00	0.00
Dividend Payout	367.46	734.92	734.93	881.92	881.92	881.92	1,102.40	1,102.40	1,322.88	0.00	1,322.88	0.00
Equity Share Capital	734.93	734.93	734.93	734.93	734.93	734.93	734.93	734.93	734.93	690.93	734.93	690.93
Reserves & Surplus	7,743.03	9,416.50	11,188.66	13,145.42	14,326.72	15,025.76	15,273.62	15,801.80	18,029.08	17,032.43	18,029.08	17,032.43
Net Worth	8,477.96	10,151.43	11,923.59	13,880.35	15,061.65	15,760.69	16,008.55	16,536.73	18,764.01	17,723.36	18,764.01	17,723.36
Gross Fixed Assets	8,702.26	8,692.18	8,741.90	8,915.72	10,957.77	12,670.83	12,897.51	13,014.98	12,998.16	12,980.58	12,998.16	12,980.58
Net Fixed Assets	4,688.87	4,210.81	3,789.25	3,553.49	5,195.71	6,415.11	6,274.00	5,901.42	5,520.49	5,139.14	5,520.49	5,139.14

Key Indicators

Particulars	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17 *	2017-18
Earning per share	10.84	17.24	17.89	20.29	15.01	11.78	10.75	12.62	20.96	22.85
Turnover per share - ₹	38.15	51.36	61.35	72.48	65.27	56.83	62.52	62.03	66.38	82.45
Book Value per share	57.68	69.06	81.12	94.43	102.47	107.23	108.91	112.51	127.66	128.26
Debt/Equity Ratio	0.04	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Profit Margin %	28.41	33.56	29.16	27.99	23.00	20.72	17.19	20.35	31.57	29.46
EBDIT/ Net Sales %	50.92	54.94	46.74	43.37	36.58	40.79	30.19	32.81	43.59	43.31

* Figures are restated as per IND AS

FOR KIND ATTENTION OF SHAREHOLDERS:

- **DEMAT:-** if you are still holding shares in physical mode kindly consider following advantages by opting shares in demat mode:-
 - sale of shares is possible only through demat mode as the Company's shares are traded compulsorily in demat mode only.
 - Realize better price for transfer/sale of shares
 - Eliminate loss of shares through burglary or theft, misplacement or mutilation
 - Easy and faster transaction of shares
 - Minimum brokerage.
 - No stamp duty on purchase/sale
 - SEBI (Securities and Exchange Board of India) has proposed to make it compulsory for listed company to entertain transfer of shares only in demat form.

- Steps involved in dematerialization of shares
 - Open an account with a Depository Participant (DP) of your choice.
 - You may choose your DP based on your evaluation of their reputation, service standards, charges, comfort level, other conveniences, etc.
 - Submit a Dematerialization Request Form (DRF) to your DP along with the defaced shares certificates.
 - Shares will be converted into electronic form and will get credited into your demat account.

- To understand about the procedure and for all queries relating to dematerialization, kindly contact the Registrar & Transfer Agent of the Company; M/s Karvy Computershare Private Limited at kishore.bv@karvy.com or at 040 67161585.

- **ECS:-** To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the Electronic Clearing System (ECS), NEFT and other permitted mode. The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrars and Transfer Agents.

- **GREEN INITIATIVE:-** Please register your email ID with the Registrars and Transfer Agents of the Company or with the Secretarial department of the Company at complianceofficer@gandhitubes.com. Your initiative will save forest wealth of our Country.

NOTICE OF THIRTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that Thirty Third Annual General Meeting of the Members of **GANDHI SPECIAL TUBES LIMITED** will be held on Monday, August 13, 2018 at 11.00 a.m. at Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai - 400 007, to transact the following business:

ORDINARY BUSINESS

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, 2018.
2. To declare a Dividend on Equity Shares for the Financial Year ended March 31, 2018.
3. To appoint a Director in place of Shri Bhupatrai Gandhi (DIN 00041273), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Shashikant J. Shah & Co. as Statutory Auditors

“**RESOLVED** in partial modification of the resolution passed at the Thirty Second Annual General Meeting of the Company held on July 12, 2017 and pursuant to the enforcement of first proviso and explanation to Section 139 of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 and all other applicable sections read with relevant rules under the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) that M/s. Shashikant J. Shah & Co., Chartered Accountants (Firm Registration No. 109996W), who were appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the Thirty-Second Annual General Meeting shall continue to hold such office till the conclusion of the Thirty -Seventh Annual General Meeting without any ratification from the members at a remuneration inclusive of Goods and Service tax and such other tax(es) (as may be applicable) and reimbursement of all out-of-pocket expenses (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

SPECIAL BUSINESS

5. To re-appoint Shri Dhirajlal Shah as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Dhirajlal Shah (DIN: 00044163), who was appointed as an Independent Director and who holds office up to March 31, 2019 and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from April 1, 2019.”

6. To re-appoint Shri Kavas Warden as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors)

Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Kavas Warden (DIN: 00045840), who was appointed as an Independent Director and who holds office upto March 31, 2019 and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from April 1, 2019."

7. To re-appoint Shri Dharmen Shah as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Dharmen Shah (DIN: 01834884), who was appointed as an Independent Director and who holds office upto March 31, 2019 and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from April 1, 2019."

8. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹50,000/- (Rupees Fifty Thousand) for the Financial Year ending 31st March, 2019 as approved by the Board of Directors of the Company payable to Shri Dakshesh Zaveri, the Cost Accountant, having ICWAI Registration No. 8971 for conducting the Cost Audit of the Company be and is hereby ratified."

By Order of the Board of Directors

JEEGEESHA G. SHROFF
COMPANY SECRETARY

Place : Mumbai
Date : May 28, 2018

Regd. Office:

201-204 Plaza, 2nd Floor,
55 Hughes Road,
Next to Dharam Palace,
Mumbai - 400007

Tel : 022 – 23634179

Fax : 91-22-2363 4392

CIN : L27104MH1985PLC036004

Email : complianceofficer@gandhitubes.com

Website : www.gandhitubes.com

NOTES:

1. In respect of resolution at item no 3, 5,6 and 7 a statement giving additional information on director seeking re-appointment is annexed herewith as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
 - (a) Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of a member or number of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total paid up share capital of the Company. Member holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
 - (b) The instrument appointing Proxy as per the format included in the Annual Report should be lodged with the Company at its Registered Office not less than 48 hours before the commencement of the meeting i.e by 11.00 a.m. on Saturday, August 11, 2018.
 - (c) During the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged with the Company during normal business hours (9.30 a.m. IST to 6.00 p.m. IST) at the registered office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 days before the commencement of the Meeting.
3. The Register of Members and the Share Transfer books of the Company will remain closed from **Saturday, August 4, 2018 to Monday, August 13, 2018 (both days inclusive).**
4. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on **Friday, August 3, 2018.**
5. In case of Dematerialized Shares, the Company is obliged to print Bank details on the dividend warrants, as are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ("the Depositories") to the Company. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company or its Registrars for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the members only to their Depository Participant.
6. Pursuant to Regulation 12 read with Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory to print the bank account details of the investors on Dividend Warrant Instrument. Hence, in order to avoid incidents of fraudulent encashment of the Dividend warrants, Members holding shares in physical form are requested to intimate the RTA of the Company, under the signatures of the sole/first joint holder, the following information so that the Bank Account number and name and address of the Bank can be printed on the dividend warrant, if and when issued:
 - (a) Name of the sole/first joint holder and folio number.
 - (b) Particulars of Bank Account viz:
 - (i) Name of Bank;
 - (ii) Name of branch;
 - (iii) Complete address of the Bank with pin code number;

- (iv) Account type, whether Savings or Current;
- (v) Bank account number allotted by the Bank
- (vi) 9 Digits MICR No.

7. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, unclaimed dividend amount of ₹17,23,900/- (Seventeen Lakh Twenty Three Thousand Nine Hundred Only) of the Company for the financial year ended 31st March, 2011 has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government on March 26, 2018 pursuant to Section 125 of the Companies Act, 2013..
8. Pursuant to Rule 5 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial years 2010-2011 up to 2016-17 on the website of the IEPF viz. www.iepf.gov.in and under "Investor Section" on the website of the Company viz. www.gandhitubes.com The objective of the IEPF Rules is to help the shareholders ascertain Status of the unclaimed amounts and thus overcome their problem..
9. Members who have not encashed their dividends warrants for Financial Year 2011-12 or any subsequent years are requested to write to the Company immediately claiming dividends declared by the Company for the said period (Proforma of Indemnity Bond for Duplicate Dividend Warrant is available under "Investor Section" on the website of the Company viz. www.gandhitubes.com).

Members are requested to note that the Dividend for the year ended 31st March, 2012 declared on January 23, 2012 is due to be transferred to IEPF in February 2019 pursuant to Section 125 of the Companies Act, 2013 and the rules made thereunder.

10. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account:

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Account after complying with the procedure laid down under the "Rules".

Accordingly, during the year under review, the Company has transferred 1,24,340 shares to the IEPF Account maintained with NSDL on December 4, 2017 taking the year 2009-10 as base and 14326 shares on April 10, 2018 taking the year 2010-11 as base. The details of the shares transferred to IEPF are uploaded under "Investor Section" on the website of the Company viz. www.gandhitubes.com).

The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in

11. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant. Form SH-13 is available under "Investor Section" on the website of the Company viz. www.gandhitubes.com;
12. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

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13. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative along with their specimen signature to attend and vote on their behalf at the Meeting.
 14. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 15. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
 16. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
 18. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write to the Company their queries at least seven days in advance of the Meeting in order to keep the required information readily available at the Meeting.
 19. Members/Proxies and authorized signatories should bring the attendance slip duly filled in for attending the meeting. The identity/signature of the Members holding shares in electronic/demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company. Such Members are advised to bring the relevant identity card, issued by the Depository Participant, to attend the Annual General Meeting.
 20. The Annual Report duly circulated to the Members of the Company, is available on the Company's Website at www.gandhitubes.com and on the website of Karvy Computershare Pvt. Ltd. at <https://evoting.karvy.com>.
 21. Shareholders can register their complaints, if any, on an exclusive e-mail id complianceofficer@gandhitubes.com which has been designated for the said purpose.
 22. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
 23. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
 - 24. Members are requested to bring their copies of the Annual Report at the Meeting.**
 25. A route map showing directions to reach the venue of the 33rd Annual General Meeting is given at the end of the notice as per the requirement of Secretarial Standard 2 on "General Meeting".
 26. The Company's Equity Shares are listed at (i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001; and (ii) National Stock Exchange of India Limited, Exchange Plaza, Floor 5, Plot No. C/1, Bandra (East), Mumbai- 400051.

27. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company’s Registrar and Share Transfer Agent at *M/s. Karvy Computershare Private Limited ,Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India*

28. The Company does not give gifts, gift coupons or cash in lieu of gifts to its Members. The Company also does not organize any plant visits for its Members. However, the Company is committed to the Members’ wealth maximization through superior performance reflected in corporate benefits like dividend and increased market capitalization.

29. Voting through electronic means

1. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with, Rule 20 of Companies (Management and Administration) Rules, 2014 (amended from time to time) and sub-regulation (1) & (2) of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote by electronic means (remote e-voting) and the business may be transacted through remote e-voting services provided by Karvy Computershare Private Limited.

Procedure / Instructions for remote e-voting are as under

- i) Open your web browser during the voting period and navigate to ‘<https://evoting.karvy.com>’
- ii) Enter your Login Credentials (i.e., User-ID & Password) which will be sent to you separately.
Your Folio No. / DP-ID & Client-ID will be your User-ID. (Please refer below table for specifications & instructions).

User – ID	<p><u>For Members holding shares in Demat Form:</u> a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID. b) For CDSL: 16 digits beneficiary ID. <u>For Members holding shares in Physical Form:</u> Event Number followed by Folio Number registered with the Company.</p>
Password	Your Unique password will be sent to you separately by courier / via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. **1-800-34-54-001** for any further clarifications.
- iv) Members can cast their vote online as mentioned below period & time:

E-Voting Starts	Thursday, August 9, 2018	9:00 A.M.
E-Voting Ends	Sunday, August 12, 2018	5:00 P.M.

- v) After entering these details appropriately, click on “LOGIN”.

Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- vi) You need to login again with the new credentials.
 - vii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
 - viii) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" to cast your vote earlier for any company, then your exiting login id and password are to be used.
 - ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast his/her vote may select 'ABSTAIN'.
 - x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xii) Corporate/Institutional Members (corporate /FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to gstlevoting2018@dholakia-associates.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

A. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:

- (i) Initial password will be sent separately
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

B. Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM.

The Company will make arrangements of poll papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of "<https://evoting.karvy.com>". If you are already registered with Karvy for e-voting then you can use your existing USER ID AND PASSWORD/PIN for casting your vote.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, August 6, 2018 are entitled to vote on the Resolutions set forth in this Notice by way of remote e-voting and poll.**
- IV. The remote e-voting period will commence at from 9.00 a.m. on Thursday, August 9, 2018 and will end at 5.00 p.m. on Sunday, August 12, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, August 6, 2018, may cast their vote electronically. The remote

-
- e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date for both remote e-voting and poll.
- VI. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date may obtain the login ID and password by sending an email to complianceofficer@gandhitubes.com or evoting@karvy.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on <https://evoting.karvy.com>.
- VII. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (amended from time to time), voting through polling paper shall also be made available to those Members who attends the Annual General Meeting and have not already cast their vote by e-voting.
- VIII. A member may participate at the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr. Bhumitra V. Dholakia or in his absence Mr. Nrupang B. Dholakia, Practicing Company Secretary of Dholakia & Associates LLP has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall not later than 48 hours of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- XII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of Karvy and shall be communicated to BSE Limited and National Stock Exchange of India.
- XIII. The SEBI has mandated the submission of the permanent account number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent.

ANNEXURE

As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SS-2 Secretarial Standards on General Meetings, brief profile of the Directors retiring by rotation /seeking appointment/re-appointment at the ensuing Annual General Meeting, is given below:

SHRI BHUPATRAI GANDHI

Date of Birth	16.11.1939
Date of Appointment	22.04.1985
Qualification	B.COM
Experience in specific functional areas	Shri Bhupatrai Gandhi has more than 55 years of experience in Tube Industries
Directorships in other Companies	-
Chairman/ Member of the Committees of the Board of Directors of the Company	Member- Stakeholders Relationship Committee
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	None
No. of Shares held in the Company	18,22,840 Equity Shares of Rs. 5/-each.
Inter-se Relationship between Directors	Brother of Shri Manhar Gandhi, Chairman & Managing Director
Director Identification Number	00041273

SHRI DHIRAJLAL SHAH

Date of Birth	04.08.1941
Date of Appointment	28/06/1985
Qualification	B.Com; F.C.A.
Experience in specific functional areas	He is a practicing Chartered Accountant having a rich experience in the field of Accounts, Audit, Finance and Taxation
Directorships in other Companies	-
Chairman/ Member of the Committees of the Board of Directors of the Company	Chairman- Audit Committee Stakeholders Relationship Committee. Member- Corporate Social Responsibility Committee
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	None
No. of Shares held in the Company	3998 Equity Shares of Rs. 5/-each.
Inter-se Relationship between Directors	-
Director Identification Number	00044163

SHRI KAVAS WARDEN

Date of Birth	22.08.1935
Date of Appointment	03/06/1988
Qualification	B.E.(Mechanical)
Experience in specific functional areas	Shri. K. N. Warden started his career as an Engineer. He was associated with Steel Age Industries Ltd. for 35 years. He was overall in charge of the operations of the Company's Plants at Mumbai, Ahmedabad and Halol. He was also looking after Business Development. He retired as an Executive Director of Steel Age Industries Ltd.
Directorships in other Companies	-
Chairman/ Member of the Committees of the Board of Directors of the Company	Member- Nomination & Remuneration Committee. Stakeholders Relationship Committee.
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	None
No. of Shares held in the Company	27000 Equity Shares of Rs. 5/-each.
Inter-se Relationship between Directors	-
Director Identification Number	00045840

SHRI DHARMEN SHAH

Date of Birth	21.11.1960
Date of Appointment	11/10/2007
Qualification	B.Com; F.C.A.
Experience in specific functional areas	He is a practicing Chartered Accountant. He has a rich experience in the field of Accounts, Audit, Finance, and Taxation.
Directorships in other Companies	Sagron Properties Pvt. Ltd
Chairman/ Member of the Committees of the Board of Directors of the Company	Chairman - Nomination & Remuneration Committee Member - Audit Committee.
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	None
No. of Shares held in the Company	-
Inter-se Relationship between Directors	-
Director Identification Number	01834884

By Order of the Board of Directors

Place : Mumbai
Date : May 28, 2018

JEEGEESHA G. SHROFF
COMPANY SECRETARY

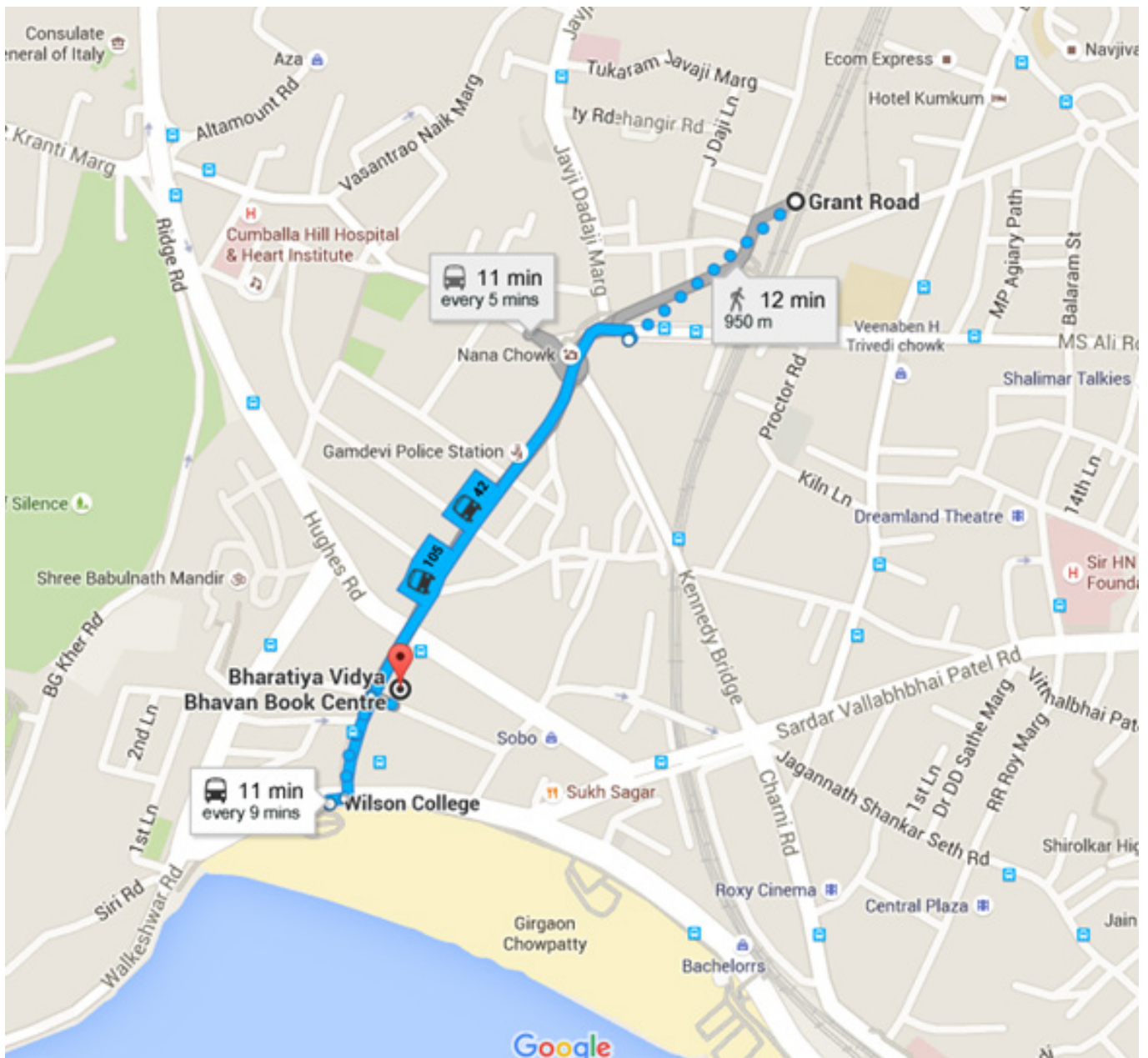
Regd. Office:

201-204 Plaza, 2nd Floor,
55 Hughes Road,
Next to Dharam Palace,
Mumbai - 400007

Tel : 022 – 23634179
Fax : 91-22-2363 4392
CIN : L27104MH1985PLC036004
Email : complianceofficer@gandhitubes.com
Website : www.gandhitubes.com

ROUTE MAP OF AGM VENUE:

Kanji Khetsey Sabhagriha,
Bharatiya Vidya Bhavan,
K. M. Munshi Marg, Mumbai - 400 007



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item Nos. 5,6 and 7

Shri Dhirajlal Shah (DIN: 00044163); Shri Kavas Warden (DIN: 00045840) and Shri Dharmen Shah (DIN: 01834884), were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, while considering the re-appointment of three Directors namely Shri Dhirajlal Shah (DIN: 00044163); Shri Kavas Warden (DIN: 00045840) and Shri Dharmen Shah (DIN: 01834884) ("three directors"), has verified that neither of this three directors is debarred from holding the office of director pursuant to any SEBI order and on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Shri Dhirajlal Shah (DIN: 00044163); Shri Kavas Warden (DIN:00045840) and Shri Dharmen Shah (DIN: 01834884), as Independent Directors for a second term of 5 (five) consecutive years commencing from 1-4-2019 on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Shri Dhirajlal Shah, Shri Kavas Warden and Shri Dharmen Shah would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Shri Dhirajlal Shah; Shri Kavas Warden and Shri Dharmen Shah as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Both Shri Dhirajlal Shah and Shri Kavas Warden has attained age of 77 years and 83 years respectively and they are maintaining a good physical health. They have attended most of the Meetings of the Board and Committees and contributed in the proceedings. They have attended previous Annual General Meeting. As per the recently notified SEBI (Listing Obligation and Disclosure Requirements)(Amendment) Regulations, 2018; pursuant to newly inserted Regulation 17(1A); no listed entity can appoint or continue the directorship of any person as non executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. This regulation shall come into effect from April 1, 2019. Also Section 149(10) of the Act provides that an independent director shall hold office for a term of five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment shall be made in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Shri Dhirajlal Shah; Shri Kavas Warden and Shri Dharmen Shah are not disqualified from being appointed as Directors in terms of Section 164 of the Act and are not debarred by the Securities and Exchange Board of India from holding the office of Directors. Three Directors have given their consent to act as Directors. The Company has also received declarations from the said three Directors that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Shri Dhirajlal Shah; Shri Kavas Warden and Shri Dharmen Shah fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and are independent of the management. Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 5, 6 and 7, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Shri Dhirajlal Shah, Shri Kavas Warden and Shri Dharmen Shah setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company. Shri Dhirajlal Shah; Shri Kavas Warden and Shri Dharmen Shah are interested in the resolutions set out respectively at Item Nos. 5, 6 and 7 of the notice. The relatives of Shri Dhirajlal Shah; Shri Kavas Warden and Shri Dharmen Shah may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolutions set out at Item Nos. 5,6, and 7 of the Notice for approval by the members.

Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment of and payment of remuneration to the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 as has been made applicable to the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019 by passing an Ordinary Resolution as set out at Item No. 8 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

By Order of the Board of Directors

JEEGEESHA G. SHROFF
COMPANY SECRETARY

Place : Mumbai
Date : May 28, 2018

Regd. Office:

201-204 Plaza, 2nd Floor,
55 Hughes Road,
Next to Dharam Palace,
Mumbai - 400007

Tel : 022 – 23634179
Fax : 91-22-2363 4392
CIN : L27104MH1985PLC036004
Email : complianceofficer@gandhitubes.com
Website : www.gandhitubes.com

BOARD'S REPORT

Dear Members,

Directors are pleased to present their Thirty Third Annual Report on the business and operations of your Company along with the Audited Financial Statements for the financial year ended on 31st March, 2018.

1. FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2018 is summarized below:

Particulars	For the year ended 31.03.2018 (₹ in Lakhs)	For the year ended 31.03.2017 (₹ in Lakhs) (As per Ind AS)
Revenue from operations	11,726.73	10908.78
Other Income	824.49	955.71
Total Revenue	12,551.22	11,864.49
Profit before Tax	4547.42	3807.13
Less: Tax Expenses		
Current Tax	1320.04	741.31
Current Tax for Prior Years	-	-
Deferred Tax	(129.13)	(14.81)
Profit for the year	3356.51	3080.63
Interim Dividend	-	1322.88
Corporate Dividend Tax	-	269.31
Earnings Per Share of ₹5/-	22.85	20.96

2. SHARE CAPITAL AND BUY BACK

During the financial year 2017-18, the Company was successful in buying back 8,80,00 fully paid up equity shares offered to the shareholders through tender offer at a price of ₹ 500/- per Equity share representing up to 5.99% of the total no. of Equity Shares for an aggregate amount of ₹4400.00 Lakhs (Rupees Forty Four Crore only). The buyback process was completed and the shares so bought back were extinguished on April 2, 2018. Post buyback of shares, the paid up Equity Share Capital reduced by ₹44 Lakhs to ₹.690.93 Lakhs as on March 31, 2018.

3. RESERVES

Your Company has utilised the General Reserve of ₹2981 Lakhs and Retained Earnings of ₹1375 Lakhs for the purpose of buy back of 8,80,000 equity shares of ₹ 5/- each at a price of ₹ 500/- each.

Your Directors do not propose to transfer any amount to the General reserve.

4. PERFORMANCE AND AFFAIRS OF THE COMPANY

During the year under review, the gross sales of the Company, excluding the excise duty, are ₹11393.17 lakhs. (Previous Year ₹9757.23 lakhs) registering a growth of 16.77%. The Company recorded profit after tax for ₹3356.51 lakhs (Previous Year ₹3080.63 lakhs) registering a growth of 8.95%

The performance of the Company has been discussed in the Management Discussion and Analysis Report, which is forming part of the Annual Report.

5. DIVIDEND

Based on the performance of the Company and with a view to appropriately reward the shareholders of the Company your Board at its meeting held on May, 28, 2018 has recommended a dividend of ₹9/- per equity share for the Financial Year ended March 31, 2018. The proposal is subject to the approval of shareholders at the ensuing 33rd Annual General Meeting (AGM) to be held on August 13, 2018. The total dividend declared (excluding dividend tax) for the current year (2017-18) is ₹1243.68 lakhs as against ₹1322.88 lakhs in the previous year (2016-17). The Register of Members and Share Transfer Books will remain closed from Saturday, August 4, 2018 to Monday, August 13, 2018 for the purpose of AGM and payment of Final Dividend to the members whose names appear in Register as on Friday, August 3, 2018

6. ADOPTION OF INDIAN ACCOUNTING STANDARDS (Ind AS)

The Ministry of Corporate Affairs (MCA), vide its notification in the Official Gazette dated February 16, 2015, notified applicability of Ind AS (Indian Accounting Standard) to a certain class of Companies. Accordingly, Ind AS was applicable to your Company for the accounting period beginning April 1, 2017 with a transition date on April 1, 2016. Your Company has adopted the Ind AS and the financial statements comply with all aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in the Ind AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2017 and March 31, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) and adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS.

7. CURRENT BUSINESS STATUS

The order book position of the Company in the current financial year 2018-19 is better than last year and therefore, barring unforeseen circumstances, the Company expects to achieve better performance during the current year. The performance and outlook of the Company has been discussed in the Management Discussion and Analysis Report, which is forming part of the Annual Report.

8. CHANGES IN NATURE OF BUSINESS AND REVISION IN THE BOARD'S REPORT

There is no change in the nature of business of the Company during the year. There is no revision made in the Board's Report and whatever submitted herewith is the final report.

9. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

During the year under review, your Company did not have any subsidiary, associate and joint venture Company.

10. CORPORATE GOVERNANCE

Pursuant to Regulation 27(2) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report and Certificate regarding compliance of conditions of Corporate Governance form an integral part of this report and are set out as separate Annexure to this Report. In order to obviate duplication of information some of the information required under the Board's Report has been captured in the Corporate Governance Report.

11. PUBLIC DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and amended rules thereafter. The question of non-compliance of the relevant provisions of the law relating to acceptance of deposit does not arise.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL**(i) Directors**

Shri Bhupatrai Gandhi (DIN 00041273), Director will retire by rotation and being eligible and not being disqualified under section 164 of the Companies Act, 2013, offers himself for re-appointment.

There is no change in the composition of the Board of Directors.

(ii) Key Managerial Personnel

During the year under review, Ms. Jeegeesha Shroff was appointed as the Company Secretary and Compliance Officer with effect from May 16, 2017.

Also Shri M.G. Gandhi and Shri B.G. Gandhi were re-appointed as Managing Director and Joint Managing Director respectively for a period of 5 years at the Board Meeting held on December 18, 2017 which was approved by the Shareholders through Postal Ballot, on January 27, 2018.

(iii) Declaration by an Independent Director(s)

The Company has received all the necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations

(iv) Annual Evaluation of the Board

In compliance with the provisions of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, and that of its Committee and other Directors. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, and also as per the Guidance Notes issued by SEBI vide its Circular No: SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5th, 2017 covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

13. BOARD AND COMMITTEES

During the year, five (5) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between two meetings was less than the period prescribed under the Companies, 2013, Secretarial Standard-1 on Board Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the Audit Committee, Stakeholder Relationship, Nomination and Remuneration Committee and CSR Committee have been given in the Report on the Corporate Governance.

14. DIRECTOR'S RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by your Directors they make the following statements under section 134(5) in terms of Section 134(3)(c) of the Companies Act, 2013 and hereby confirm that:-

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- b. the directors have selected such accounting policies and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit of the Company for the year ended on that date;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a going concern basis;
- e. the directors have laid down proper systems financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. NOMINATION AND REMUNERATION COMMITTEE

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees. The text of the policy is available on the website of the Company www.gandhitubes.com. There has been no change in the policy during the year.

16. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal and unethical behaviour.

The Board of Directors of the Company have, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

17. RISK MANAGEMENT POLICY

The Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to its business and corporate functions. At present there is no identifiable risk which, in the opinion, of the Board may threaten the existence of the Company.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in "Annexure A" which forms part of this Report.

19. INTERNAL CONTROL SYSTEMS

The details in respect of internal control system and their adequacy are included in the Management Discussion and Analysis, which is a part of this report.

20. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has an adequate system for internal financial controls which commensurate with its size and nature of business. Detailed procedures are in place to ensure that all assets are safeguarded and protected against losses, all transactions authorized, recorded and appropriately reported. The internal control system is monitored and evaluated by an Internal Auditor at every quarter and the Audit Committee discusses in details the Internal Audit Report at quarterly meeting. No material issues in relation to the adequacy of Company's control systems were raised during the year.

21. EXTRACT OF ANNUAL RETURN

Extract of the Annual Return in form MGT-9 for the financial year ended March 31, 2018 made under the provisions of Section 92(3) of the Act is annexed as "Annexure B" which forms part of this Report.

22. CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure C of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report. The Policy is available on www.gandhitubes.com.

23. AUDITORS**(i) STATUTORY AUDITOR**

The Statutory Auditors of your Company namely, M/s. Shashikant J. Shah & Co., Chartered Accountants were appointed for a period of five years at the annual general meeting held on July 12, 2017 subject to ratification every year. The Companies (Amendment) Act, 2017 has waived the requirement for ratification of the appointment of the shareholders at every Annual General Meeting. In view of this the approval of the members is sought for appointment of Auditors for remaining period without any ratification every year. Auditors have confirmed their eligibility and submitted the Certificate in writing that they are not disqualified to hold the office of the Statutory Auditor..

The Audit Report does not contain any qualification, reservation or adverse remark.

(ii) SECRETARIAL AUDITOR

Pursuant to provisions of section 204 of the Act and the rules framed there under, the Board has appointed M/S Dholakia & Associates LLP, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2017-18. Secretarial Audit Report in Form MR-3 is annexed herewith as "Annexure D".

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

(iii) COST AUDITOR

The Company is required to appoint Cost Auditor for the year ending March 31, 2019 pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2015 as it has crossed the limit of the annual turnover of ₹ 100 Crore (Rupees One Hundred Crore). The Board has appointed Shri Dakshesh Zaveri as the Cost Auditor for the year 2018-19 at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand) subject to the ratification of the same by the members at the ensuing Annual General Meeting of the Company.

24. SECRETARIAL STANDARDS

It is hereby confirmed that the Company has complied with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

25. GREEN INITIATIVES

Pursuant to Sections 101 and 136 of the Companies Act, 2013 the Company has sent Annual Report through electronic mode(email) to all the shareholders who have registered their email addresses with the Company or with the Depository to receive the Annual Report through electronic mode and initiated steps to reduce consumption of paper. For members who have not registered their email addresses, physical copies will be sent through a permitted mode.

26. HUMAN RESOURCES

Employees are considered to be team members being one of the most critical resources in the business which maximize the effectiveness of the Organization. Human resources build the Enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company's Policies and Systems. The Company maintains healthy, cordial and harmonious relations with all personnel and thereby enhancing the contributory value of the Human Resources.

27. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company conducts operations in such a manner, so as to ensure safety of all concerned, compliance environmental regulations and preservation of natural resources. There was no accident during the year.

28. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE FINANCIAL YEAR END OF THE COMPANY TO WHICH FINANCIAL RESULTS RELATES

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

29. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES

The Company has not taken any loan during the year. The details of Guarantees, Investments and Securities as covered under the provisions of section 186 of the Companies Act, 2013 are given in the notes No. 4, 8 and 31 of the Financial Statements which form part of the Annual Report.

30. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. Thus disclosure in form AOC-2 is not required as such Related Party Transactions are not material. However, the details have been furnished in the Notes No. 36 to the financial statement.

All Related Party Transactions are placed before the Audit Committee as also to the Board for approval at every quarterly meeting.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. The web-link of the same has been provided in the Corporate Governance Report.

31. DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014.

There were no employees except the Managing Director and Joint Managing Director of the Company drawing remuneration of ₹1.02 crores or more per annum or ₹8.5 lakhs or more per month during the year under review. Both the Managing Director and Joint Managing Director are related to each other and they are promoters of the Company. Their appointment is contractual as approved by the Board and members of the Company.

The information relating to ratio of the remuneration of each director to the median employee's remuneration and such other prescribed details as required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2018 is provided in a separate Annexure E forming part of this Report.

Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company, 21 days before the Annual General Meeting and up to the date of the Annual General Meeting during the business hours on working days. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

32. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.

The Company has set up an Internal Complaints Committee (ICC) for providing a Redressal mechanism pertaining to Sexual harassment of women employees at workplace Mumbai and Halol (Gujarat). There was no complaint received during the year under review.

33. GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.
2. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.
3. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.
4. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.
5. No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

34. ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their sincere appreciation for the excellent support provided by Bankers, Government authorities, all stakeholders and business associates. The Board also express its sincere appreciation and support extended by the Shareholders during the year under review and whole heartedly acknowledges the dedicated efforts put in by the employees at all levels.

For and On behalf of the Board of Directors

Place : Mumbai
Date : May 28, 2018

Manhar G.Gandhi
Chairman & Managing Director
DIN: 00041190

ANNEXURE TO BOARD’S REPORT

PARTICULARS REQUIRED PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014 FOR THE YEAR ENDED ON MARCH 31, 2018.

I. Conservation of Energy

1. Energy conservation measures taken:

Furnace atmosphere in bright annealing furnaces was changed from Exo-gas to Endo-gas which resulted in considerable reduction in consumption of Pipe Natural Gas.

2. Additional investments and proposals, if any, being implemented for reduction of consumption of energy:

The Company has earmarked an amount upto ₹5 Crore for installation of Rooftop Solar Plant at its factory situated in Halol, Gujarat .

3. Impact of the measures at (1) and (2) above for reduction of energy consumption and consequent impact on cost of production of goods: There will be a marginal reduction in the cost of Piped Natural Gas and electricity.

A. POWER AND FUEL CONSUMPTION

Particulars		2017-18	2016-17
Electricity Purchased			
Units Purchased	Lakhs		
	KWH	45.02	44.15
Total Amount	₹ Lakhs	358.31	345.04
Average Rate / KWH	Rupees	7.96	7.82
GSPC Gas Consumed			
Quantity Consumed	SCM	1839814	1988934
Total Amount	₹ Lakh	541.41	553.97
Average Rate / SCM	Rupees	29.43	27.85
Liquid Nitrogen Consumed			
Quantity Consumed	CUM	4289651	4323370
Total Amount	₹ Lakhs	291.06	327.00
Average Rate/Cum	Rupees	6.79	7.56

B. CONSUMPTION PER UNIT OF PRODUCTION

Sr. No.	Particulars		2017-18	2016-17
			Per Tonne	Per Tonne
1.	Electricity*	KWH	903.69	886.15
2.	GSPC GAS**	Tonne	0.300	0.324
3.	Liquid Nitrogen**	CUM	6.79	7.56

* Indicates combined consumption of Welded / Seamless Tubes and Nuts.

** Indicates only GSPC GAS consumption and Liquid Nitrogen.

II. Research and Development and Technology Absorption**A. RESEARCH AND DEVELOPMENT****(1) SPECIFIC AREAS IN WHICH R & D WAS CARRIED OUT BY THE COMPANY**

The Company is undertaking regular developmental activities to strengthen its operations through innovation to improve productivity and quality.

(2) BENEFITS DERIVED AS A RESULT OF THE ABOVE R & D

The Company is achieving efficiency in production, and improvement in quality of product.

(3) FURTHER PLAN OF ACTION

At present, there are no specific areas in which the Company has undertaken Research & Development.

(4) CAPITAL EXPENDITURE ON R & D

The Company has not made separate allocation in the accounts, but the expenditure (other than capital expenditure) is shown under respective heads of expenditure in the Profit & Loss Account.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The Company is taking steps on a continuous basis to improve product and process technology in an effort to provide equality products to the consumers.

III. Foreign Exchange Earnings and Outgo

Total foreign exchange used and earned are as follows:

Foreign Exchange Earnings	₹3,79,25,207/-
Foreign Exchange Outgo	₹10,32,96,769/-

For and On behalf of the Board of Directors

Place : Mumbai
Date : May 28, 2018

Manhar G.Gandhi
Chairman & Managing Director
DIN: 00041190

**FORM NO. MGT – 9
EXTRACT OF ANNUAL RETURN**

As on the financial year ended 31.03.2018

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	L27104MH1985PLC036004
Registration Date	22/04/1985
Name of the Company	GANDHI SPECIAL TUBES LIMITED
Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES /INDIAN NON-GOVERNMENT COMPANY
Address of the Registered Office and contact details	201-204, PLAZA, 2 ND FLOOR, 55 HUGHES ROAD, MUMBAI, MAHARASHTRA,INDIA, 400007 Email Id: complianceofficer@gandhitubes.com Tel No: 022-23634179
Whether listed Company	YES
Name, address and contact details of Registrar and Transfer Agent, if any	KARVY COMPUTERSHARE PRIVATE LIMITED 6-FLOOR, KARVY SELENIUM TOWER-B, PLOT NO. 31 &32, FINANCIAL DIST, GACHIBOWLI,NANAKRAMGUDA, SERI LINGAMPALLY HYDERABAD - 500 032 TELANGANA STATE ,INDIA. PHONE NO.: +91 040 6716 1585 FAX NO : + 91 2300 1153

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sr. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Welded Tubes	24311	14.64
2	Seamless Tubes	24311	78.64

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Not applicable as there is no subsidiary and associate company.

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2017				No. of Shares held at the end of the year 31.03.2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	9699867		9699867	65.99	9136003	-	9136003	66.11	0.12
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1069700		1069700	7.28	987629		987629	7.15	(0.13)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	10769567		10769567	73.27	10123632	-	10123632	73.26	(0.01)
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	10769567	-	10769567	73.27	10123632	-	10123632	73.26	(0.01)
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds	-	1000	1000	0.01	-	-	-	-	(0.01)
b) Banks / FI	984	7200	8184	0.06	251	2600	2851	0.02	(0.04)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's/FPI	635440	-	635440	4.32	255310	-	255310	1.85	(2.47)
h) Foreign Venture Capital funds	-	-	-	-	-	-	-	-	-
i) Others Foreign Nationals	1000	-	1000	0.01	1000	-	1000	0.01	-
Sub-total (B)(1):-	636424	8200	644624	4.39	255561	2600	258161	1.87	(2.52)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	254390	400	254790	1.73	238019	400	238419	1.73	0.00
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									

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Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2017				No. of Shares held at the end of the year 31.03.2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Individual Shareholders holding nominal share capital upto ₹ 1 Lakh	1658400	578942	2237342	15.22	1904403	462902	2367305	17.13	1.91
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	509063	0	509063	3.46	451512	0	451512	3.27	(0.19)
iii) NBFCs registered with RBI	750	-	750	0.01	-	-	-	-	(0.01)
iv) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	-	-	-	-	-	-	-	-	-
v) Other Foreign Nationals	-	-	-	-	-	-	-	-	-
vi) Foreign Bodies	-	-	-	-	-	-	-	-	-
vii) NRI / OCBs	115304	130750	246054	1.67	96578	105350	201928	1.46	(0.21)
viii) Clearing Members / Clearing House	2676	-	2676	0.02	11559	-	11559	0.08	0.06
ix) Trusts	-	-	-	-	-	-	-	-	-
x) Limited Liability Partnership	-	-	-	-	-	-	-	-	-
xi) Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
xii) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
xiii) Others									
IEPF					124340	-	124340	0.90	0.90
Others	33750	-	33750	0.23	41760	-	41760	0.30	0.30
Sub-Total (B)(2):	2574333	710092	3284425	22.35	2868171	568652	3436823	24.87	2.53
Total Public Shareholding (B)=(B)(1)+(B)(2)	3210757	718292	3929049	26.73	3123732	571252	3694984	26.74	0.01
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	13980324	718292	14698616	100	13247364	571252	13818616	100	-

Note: 8,80,000 shares were bought back under the Buyback activity on March 27, 2018 and the same were extinguished on April 2, 2018

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(ii) Shareholding of Promoters

Shareholder's Name	No. of Shares held at the beginning of the year 01.04.2017			No. of Shares held at the end of the year 31.03.2018			% Change during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company <i>(calculated on the basis of post buyback paid up capital)</i>	% of Shares Pledged / encumbered to total shares	
MR. MANHAR G. GANDHI	2115670	14.39	-	19,89,375	14.40	-	0.01
MR. BHUPATRAI G. GANDHI	1940571	13.20	-	18,22,840	13.19	-	(0.01)
MR. JAYESH M GANDHI	1167466	7.95	-	1099796	7.96	-	0.01
MR. MANOJ B GANDHI	1097168	7.46	-	1033260	7.48	-	0.02
MRS. BHARTI M.GANDHI	783776	5.33	-	739022	5.35	-	0.02
MRS. CHANDRA B.GANDHI	470520	3.20	-	443762	3.21	-	0.01
MRS. GOPI J.GANDHI	458273	3.12	-	429077	3.11	-	(0.01)
MRS. JIGNA M.GANDHI	449443	3.06	-	423338	3.06	-	-
MRS. KARISHMA J GANDHI	244300	1.66	-	230510	1.67	-	0.01
MR. KARAN MANOJ GANDHI	243000	1.65	-	229372	1.66	-	0.01
MR. MANHAR G GANDHI (SMALL HUF)	134060	0.91	-	125036	0.90	-	(0.01)
MR. BHUPATRAI G GANDHI (SMALL HUF)	127720	0.87	-	119042	0.86	-	(0.02)
MR. BHUPATRAI G GANDHI (HUF)	120360	0.82	-	113323	0.82	-	-
MRS. KAVITA B GANDHI	99600	0.68	-	99,600	0.72	-	0.04
MR. MANHAR G GANDHI (HUF)	90140	0.61	-	84730	0.61	-	-
MR. RAHUL JAYESH GANDHI	69000	0.47	-	65120	0.47	-	-
MRS. JIGNA NILESH MEHTA	47200	0.32	-	47,200	0.34	-	0.02
MRS. BINA TUSHAR SHAH	32800	0.22	-	32,800	0.24	-	0.02
MR. NILESH VINODRAI MEHTA	8800	0.06	-	8,800	0.06	-	-
M/S B. M. GANDHI INVESTMENT CO. LLP	559300	3.81	-	516388	3.74	-	(0.07)
M/S GANDHI FINANCE CO. LLP	510400	3.48	-	471241	3.41	-	(0.07)
Total	10769567	73.27	-	10123632	73.26	-	(0.01)

Note: 8,80,000 shares were bought back under the Buyback activity on March 27, 2018 and the same were extinguished on April 2, 2018

(iii) Change in Promoters' Shareholding

The Promoters participated in the Buyback activity undertaken by the Company which was approved by the Board at its meeting held on December 18, 2017 and by members through Special Resolution passed on January 27, 2018 via Postal Ballot. A total of 6,45,935 belonging to the Promoter and the Promoter Group were accepted under the Buyback programme.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	Shareholder's Name	Shareholding at the beginning of the year 01.04.2017		Shareholding at the end of the Year 31.03.2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company (calculated on the basis of post buyback paid up capital)
1	MALABAR INDIA FUND LIMITED	316130	2.15	-	-
2	PINEBRIDGE INDIA EQUITY FUND	189858	1.29	175292	1.27
3	M P JAIN	120897	0.82	111622	0.81
4	RAJESH P SHAH	111566	0.76	111510	0.81
5	JEETAY INVESTMENTS PVT LTD	77250	0.53	72995	0.53
6	THE HP INVEST ALTERNATIVES SUB-FUND	60085	0.41	--	--
7	MAHAVEER PRASAD JAIN	52475	0.36	48449	0.35
8	JITENDRA RASIKLAL SHAH	47214	0.32	44261	0.32
9	ASHOK KUMAR JAIN	40381	0.27	34777	0.25
10	JYOTI KETAN VAKHARIA	38782	0.26	35068	0.25
	Total	1054638	7.16	633974	4.59

Note: 8,80,000 shares were bought back under the Buyback activity on March 27, 2018 and the same were extinguished on April 2, 2018

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year 01/04/2017		Cumulative Shareholding during the year		Date of change in shareholding	Reason for change
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
1	Mr. Manhar G. Gandhi	2339870	15.92	2199141	15.91	27.03.18	Buyack of shares
2.	Mr. Bhupatrai G. Gandhi	2188651	14.89	2055205	14.87	27.03.18	Buyack of shares
3	Mr. Jayesh M. Gandhi	1167466	7.95	1099796	7.96	27.03.18	Buyack of shares
4	Mr. Dharmen B. Shah	-	-	-	-	-	-

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Sr. No	Shareholder's Name	Shareholding at the beginning of the year 01/04/2017		Cumulative Shareholding during the year		Date of change in shareholding	Reason for change
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
5	Mr. Dhirajlal S. Shah	4250	0.03	3998	0.03	27.03.18	Buyack of shares
6	Mr. Kavas N. Warden	28500	0.19	26921	0.19	27.03.18	Buyack of shares
7.	Mrs. Bhavi Jatin Koradia.	-	-	-	-	-	-
8.	Mrs. Shobhana Rajan Vartak	-	-	-	-	-	-
9.	Ms. Jeegeesha Shroff(CS)	-	-	-	-	-	-

Note: 8,80,000 shares were bought back under the Buyback activity on March 27, 2018 and the same were extinguished on April 2, 2018

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

The Company has not borrowed any amount from the Bank or financial institution.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director / Whole Time Director and/or Manager;**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (₹In lakhs p.a)
		Mr. Manhar G. Gandhi (₹In lakhs p.a)	Mr. Bhupatrai G. Gandhi (₹In lakhs p.a)	
1	Gross Salary (a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961 (b) Value of Perquisites u/sec 17 (2) Income Tax Act, 1961 (c) Profits in lieu of salary under section 17 (3) of Income Tax Act, 1961	120.00	120.00	240.00
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	91.00	91.00	182.00
	a. as a % of profit	-	-	-
5	Others, please specify	-	-	-
	Total (A)	211.00	211.00	422.00

GANDHI SPECIAL TUBES LIMITED

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33rd Annual Report 2017-18**B. Remuneration to other Directors:**

Particulars of Remuneration	Name of Directors				Total Amount (₹In lakhs p.a)
	Mr. Dhirajlal S Shah (₹In lakhs p.a)	Mr. Dharmen B. Shah (₹In lakhs p.a)	Mr. Kavas N Warden (₹In lakhs p.a)	Mrs. Bhavi Jatin Koradia (₹In lakhs p.a)	
• Fee for attending board/other committee meeting	1.28	1.28	1.10	1.28	4.94
Total (1)					4.94
Other Non-Executive Directors	Mr Jayesh Gandhi (₹in lakhs)	-	-	-	-
• Fee for attending board /other committee meeting	1.53	-	-	-	-
Total (2)					1.53
Total (B) = (1 + 2)					6.47

C. Remuneration to key managerial personnel other than MD/Manager/WTD

Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (₹ in lakhs)
	Chief Financial Officer	Company Secretary	
	Mrs. Shobhana Rajan Vartak (₹In lakhs p.a)	Ms. Jeegeesha Shroff (₹In lakhs p.a)	
Gross Salary			
(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	12.82	3.67	16.49
(b) Value of Perquisites u/sec 17 (2) Income Tax Act, 1961	-	-	-
c. Profits in lieu of salary under section 17 (3) of Income Tax Act, 1961	-	-	-
Stock Option	-	-	-
Sweat Equity	-	-	-
Commission	-	-	-
a. as a % of profit	-	-	-
b. others, specify	-	-	-
Others, Please specify	-	-	-
Total	12.82	3.67	16.49

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (Under the Companies Act):

There were no instances of any penalties/punishments/compounding of offences for the year ended 31-3-2018.

For and On behalf of the Board of Directors

Manhar G.Gandhi
Chairman & Managing Director
DIN: 00041190

Place : Mumbai
Date : May 28, 2018

ANNUAL REPORT ON CSR ACTIVITIES

	Particulars	Details
1.	A brief outline of the Company’s CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	<p>The Company has adopted the CSR Policy in line with the Schedule VII to the Companies Act, 2013. The Company spent ₹1,00,00,000 during the financial years ended 31st March, 2018 which included carried forward balance amount of unspent CSR amount for F.Y 2016-17 towards the construction of “GANDHI SPECIAL TUBES- OLD AGE HOME” at Valukad, Taluka-Palitana, District-Bhavnagar” for the betterment and welfare of the senior citizens under the administration of Shri Vinay Vihar Kelwani Mandal, a Public Trust registered in the year 1966.</p> <p>The detail is available on the website of the Company www.gandhitubes.com.</p>
2.	The Composition of the CSR Committee.	<p>Mr. Manhar G. Gandhi Mr. Jayesh M. Gandhi Mr. Dhirajlal S. Shah</p>
3.	Average net profit of the Company for last three financial years	₹ 28,38,70,795
4.	Prescribed CSR Expenditure (two per cent. Of the amount as in item 3 above)	₹ 56,77,416
5.	Details of CSR spent during the financial year.	
	(a) Total amount to be spent for the financial year	<p>₹ 51,42,539/- (2016-17) ₹ 56,77,416/- (2017-18) aggregating to ₹ 1,08,19,955/-</p>
	(b) Amount unspent , if any;	₹ 658455/-
	(c) Manner in which the amount spent during the financial year is detailed below.	Amount was spent towards the construction of GANDHI SPECIAL TUBES- OLD AGE HOME in Palitana district of Bhavnagar and also towards HDFC Charity Fund for Cancer Cure through HDFC Mutual Fund, throughout India

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr No	CSR Project or activity identified	Sector in which the project is covered	Project or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount to be spent under CSR	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs sub heads: (1) Direct Expenditure on projects and programs (2) Overheads:	Cumulative expenditure up to the reporting period	Amount spent Direct or through implementing agency*
1	*Project of Construction of GANDHI SPECIAL TUBES- OLD AGE HOME” built specially for for the betterment and welfare of the senior citizens.	Schedule VII - (iii) Promoting gender equality, empowering women, setting up homes and hostel for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups. The construction of the Old Age Home was completed in the year 2018 and was handed over to the trust.	Valukad, Taluka-Palitana, District-Bhavnagar	F.Y 2016-17: ₹51,42,539/- F.Y 2017-18: ₹56,77,416/- TOTAL: ₹1,08,19,955/-	₹1,00,00,000	₹1,00,00,000	₹1,00,00,000	Through Shri Vinay Vihar Kelwani Mandal
2	HDFC Charity Fund for Cancer Cure	Schedule VII - (i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.	HDFC Mutual Fund throughout India	-as above	₹1,61,500/-	₹1,61,500/-	₹1,01,61,500/-	HDFC Mutual Fund
	Total				₹1,01,61,500/-	₹1,01,61,500/-		

***The Company has completed the project of construction of “GANDHI SPECIAL TUBES- OLD AGE HOME” by March, 2018. The photographs of the Old Age Home are also annexed to the Annual Report**

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report: Out of the total amount required to be spent for CSR Activity, ₹6,58,455/- is unspent as the project was completed at an outlay of Rupees One Crore and ₹1,61,500/- were spent towards the HDFC Charity Fund for Cancer Cure. The Company assures to carry forward the said amount and spend the same in the next project to be undertaken under CSR Activity.

7. The CSR Committee at its meeting held on May 28, 2018 has approved the above CSR Report and confirmed a statement that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Chairman and Managing Director

Chairman of CSR Committee

FORM NO. MR-3**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

[Issued in pursuance to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with modifications as deemed necessary, without changing the substance of format given in MR-3]

To,

**The Members,
Gandhi Special Tubes Limited**
201-204, Plaza, 2nd Floor
55 Hughes Road,
Mumbai-400007

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gandhi Special Tubes Limited (CIN L27104MH1985PLC036004)** (hereinafter called ‘the Company’) for the financial year ended 31st March, 2018. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

A. In expressing our opinion it must be noted that-

- i. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
 - ii. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis of our opinion.
 - iii. We have not verified correctness and appropriateness of financial records and books of accounts of the Company.
 - iv. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
 - v. The compliance and provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
 - vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- B. Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that

-
- the Company has proper Board-process (duly evolved) and compliance-mechanism in place to the extent and as applicable to the Company in the manner and subject to the reporting made hereinafter:
- C. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:
- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - VA. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
 - VB The Company has not undertaken any of the activities during the audit period as envisaged in the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and hence are not relevant for the purpose of audit:-
 - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008
 - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - VI. And the Company being in the business of manufacturing Automobiles Components, Cold Formed Tube Nuts for Fuel Injection Tube Assemblies, Hydraulic and other tube Assemblies, no specific Special Acts are applicable to the Company as envisaged in the format of Audit Report under the Act.
- D. We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards in respect of Meetings of Board of Directors (SS-1) and General Meetings (SS-2) as amended with effect from 1st October,2017 issued by the Institute of Company Secretaries of India and approved by the Central Government under section 118 (10)of the Act.
 - (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

E. We further report that--

- I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.
- II. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- III. Majority decision is carried through and there was no instance of any director expressing any dissenting views.

F. We further report that there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

G. a) We further report that during the audit period the Company has undertaken Buyback of 8,80,000 (Eight Lakh Eighty Thousand) Equity Shares of Face Value of ₹5/- (Rupees Five only) per share at a price of ₹500/- (Rupees Five Hundred only) per share for an aggregate amount of ₹44,00,00,000/- (Rupees Forty Four Crores Only) from existing shareholders of the Company through Tender Offer Route and completed the same on 2nd April, 2018 having the major bearing on the Company's affairs in pursuance of the aforesaid rules and regulations, guidelines, standards etc.

b) Except the above, none of the following events has taken place-

- i. Public/Rights/Preferential Issue of Shares/Debentures/Sweat equity etc.
- ii. Redemption of securities
- iii. Major decision taken by the members in pursuance to Section 180 of the Companies Act, 2013.
- iv. Merger/Amalgamation/Reconstruction, etc.
- v. Foreign Technical Collaborations.

For DHOLAKIA & ASSOCIATES LLP
(Company Secretaries)

Place : Mumbai
Date : 28th May, 2018

CS Bhumitra V. Dholakia
Designated Partner
FCS-977 CP No. 507

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**1. Industry Structure and Development**

Our Company is engaged in manufacturing and marketing of welded and seamless steel tubes of different sizes and specifications and Cold Formed Coupling Nuts. These products are mainly supplied to the Original Equipment Manufacturers (OEMs) of the automotive sector, Farm Equipment manufacturers, Construction equipment manufacturers and other Engineering Industries. There was a good growth in demand from all these sectors.

The Company is also operating in Power Sector through Windmills installed in Maharashtra and Gujarat in a modest way.

2. Opportunities & Threats**Opportunities:**

Growth in rural income coupled with forecast of good monsoon should fuel demand for Farm equipment.

Ban on old commercial vehicles and overall higher economic activities will boost demand for new Commercial Vehicles. Increased rate of infrastructure development should increase demand for construction equipments.

Threats:

Tightening of emission norms could see change in technology and could impact demand for Company's one line of products i.e. fuel injection tubes only. With the introduction of BS IV standards from 1st April, 2017, there is a major change in specifications for high pressure fuel injection tubes which is one of the applications for which company's products are used. Technology to manufacture CRDI TUBES is currently not with the Company.

3. Product wise Performance

Product wise classification and their contribution to total sales are as under:

Sr. No.	Product	2017-18	2016-17
1.	Welded Tubes	14.64	18.30%
2.	Seamless Tubes	78.64	73.23%
3.	Cold Formed Nuts	5.09	6.33%
4.	Wind Power	1.63	2.14%
	Total	100%	100%

4. Impact of GST:

The Goods and Service Tax (GST) is beyond doubt the most revolutionary tax related reform to be witnessed in India in several decades. It is expected to eliminate cascading taxation structures which have been prevalent in several industries since past few decades. It will most certainly have a profound effect on India's economic prospects. A single indirect tax regime covers all the goods and services and in the long run, this will increase tax collection. Though the GST structure has been announced, there is still a lot conjecture about which tax rate will be applicable.

5. Outlook

Outlook for the company in near future seems to be encouraging as all the major sectors in which company operates are expected to have robust growth.

6. Risk and Concerns

Increase in commodity prices has already resulted in overall increase in cost which is difficult to pass to customers. Further increase in commodity prices may adversely affect profitability.

The Company evaluates and monitors all risks associated with various areas of operations such as production, sales, inventory management, debtors management, insurance, legal and other issues like safety and environment with a view to mitigate the adverse impact of the risk factors.

7. Internal Control Systems

The Company has an internal control system in place which is commensurate with the size and nature of its business. The internal control system ensures that all the assets of the Company are safeguarded from loss, damage or disposition. Checks and controls are in place to ensure that transactions are adequately authorized and recorded and that they are reported correctly. The internal control system is supplemented by an extensive programme of internal audit by a firm of independent Chartered Accountants and external statutory audit which is periodically reviewed by the management and Audit Committee.

The Audit Committee of the Board regularly reviews compliance with the Company's policies, procedures and statutory requirements in consultation with the Statutory Auditors and the Internal Auditors, who also attend the Audit Committee meetings.

8. Financial Performance with respect to Operational Performance**Sales and Profit:**

During the year, Net Sales increased by approximately 16.77% and increase of 8.95% was seen in the Operating Profit.

Capital Investment:

Capital Investment of ₹12.86 Lakhs were made during the year. The entire capital investment has been made out of the Company's internal cash accruals.

9. Human Resources and Industrial Relations

Human relations were harmonious throughout the year. The Company also provides suitable environment for development of leadership skills which enables it to recruit and retain quality professionals in all the fields.

10. Safety, Health and Environment (SHE) Management

Safety: Your Company continues to adopt best safety practices which have resulted into a reduced accident and severity rate. The initiation of new personnel in Safety, Health and Environment (SHE) Management practices, before their deployment to the shop floor, contributed to a significant reduction in unsafe practices. This is progressively taking the Company towards achieving the target of Zero Accidents. Regular safety inspection of plant and machinery is carried out to mitigate hazards by terminating the hazard at source by technology up gradation and treating the hazards against exposure to personnel by implementing engineering controls.

Cautionary Statement

Statements made in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations are "forward looking statement" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

The Management is confident that your Company with its Quality products and enduring relations with OEM and commitment of its staff, will continue to sustain its growth and payout by way of dividend to the shareholders in the year 2018-19.

For GANDHI SPECIAL TUBES LTD.

Manhar G. Gandhi
Chairman and Managing Director
DIN: 00041190

Place : Mumbai
Date : May 28, 2018

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Company Philosophy on Corporate Governance

Your Company’s philosophy on Corporate Governance is for promoting fairness, transparency, accountability and integrity in conducting the business of the Company to achieve sustained growth and maximum value for all its stakeholders. The rights of the shareholders are honoured, their grievances are redressed well in time and important information is shared with them. The Company follows principles governing disclosures and obligations as enshrined in the Regulation 4 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Company is fully compliant with the Regulatory Guidelines relating to the Corporate Governance under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and the Companies Act, 2013.

2. Board of Directors

(A) Composition

The Board of the Company has an optimum combination of Executive, Non Executive and Independent Directors with one woman director and more than fifty percent of the Board of Directors comprises non-executive directors with the strength of more than fifty percent independent directors. The Board consists of 7 directors out of which two are executive directors, one woman director, one non-executive promoter director and four independent directors inclusive of woman director.

(B) & (C) Attendance and Other Directorships:

The attendance of the Board of Directors and related information as on March 31, 2018 is as follows: These details should be viewed in consonance with the requirements for the Board’s Report.

Name of the Director & Designation	No. of Board Meetings attended (out of total 5 meetings)	Attendance at the last AGM on July 12, 2017	Directorship in other companies incorporated in India (including private limited companies)	No. of other Board Committees of which Member / Chairman (other than GANDHI SPECIAL TUBES LIMITED)	Executive / Non Executive / Independent	Inter Se relationship between directors
Mr. Manhar G. Gandhi, Chairman and Managing Director	5	Present	Nil	None.	Executive (Promoter Group)	Brother of Mr. Bhupatrai G. Gandhi, Joint Managing Director and Father of Mr. Jayesh M. Gandhi, Director.
Mr. Bhupatrai G. Gandhi, Joint Managing Director	4	Present	Nil	None	Executive (Promoter Group)	Brother of Mr. Manhar G. Gandhi, Chairman & Managing Director
Mr. Dhirajlal S. Shah	5	Present	Nil	None	Non Executive & Independent	None

Name of the Director & Designation	No. of Board Meetings attended (out of total 5 meetings)	Attendance at the last AGM on July 12, 2017	Directorship in other companies incorporated in India (including private limited companies)	No. of other Board Committees of which Member / Chairman (other than GANDHI SPECIAL TUBES LIMITED)	Executive / Non Executive / Independent	Inter Se relationship between directors
Mr. Kavas N. Warden	5	Present	Nil	None	Non Executive & Independent	None
Mr. Jayesh M. Gandhi	5	Present	1	None	Non Executive (Promoter Group)	Son of Mr. Manhar G. Gandhi, Chairman & Managing Director
Mr. Dharmen B. Shah	5	Present	1	None	Non Executive & Independent	None
Mrs. Bhavi Jatin Koradia	5	Present	Nil	None.	Non Executive & Independent (woman)	None

None of the Independent Directors on the Board holds the office of Director in more than 7 (seven) listed Companies. Both the Managing Director and Joint Managing Director are not holding any office as Independent Directors in any other listed company.

(D) Board Meetings

The meetings of the Board of Directors are scheduled well in advance and generally held at the Company's Registered Office in Mumbai. The Notice of the Board Meeting and Board Agenda with detailed enclosures are sent in advance to all Directors.

Five Board Meetings were held during the year on May 16, 2017, September 4, 2017, November 8, 2017, December 18, 2017 and February 6, 2018 respectively. All the board meetings have been held within the prescribed time gap of 120 days between any two meetings. Separate meeting of the Independent Director was held on February 6, 2018 and the business as envisaged under Listing Regulations, 2015 and the Companies Act, 2013 was transacted. The meeting was held without the presence of management staff of the Company.

(E) Disclosure of Inter se relationship between Directors

Mr. Manhar G. Gandhi, Chairman & Managing Director is father of Mr. Jayesh M. Gandhi, Director and Brother of Mr. Bhuptra G. Gandhi, Jt Managing Director

(F) Number of Shares held by Non Executive Director as on March 31, 2018.

Sr. No	Shareholder's Name	No. of shares
1	Mr. Jayesh M. Gandhi	1099796
2	Mr. Dharmen B. Shah	-
3	Mr. Dhirajlal S. Shah	3998
4	Mr. Kavas N. Warden	26921
5	Mrs. Bhavi Jatin Koradia	-

(G) Web link where details of familiarization program to Independent Director

The web link for details of familiarization program to Independent Directors is at www.gandhitubes.com

COMMITTEES OF THE BOARD**3. Audit Committee****a) Brief description of terms of reference**

The terms of reference of the Audit Committee were modified in the meeting held on May 16, 2016 and the same are in accordance with Part C of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Section 177 of the Companies Act, 2013. In addition, the Audit Committee reviews the Accounting Policies, interacts with the Statutory Auditor and Internal Auditor and discusses the audit programme with them. The Committee acts as a link between the Management, Auditors and Board of Directors of the Company and has full access to financial information.

Recommendations of the Audit Committee, if any, are considered and implemented by the Board from time to time.

(b) Composition, Name of Members and Chairman

Audit Committee consists of four Directors Viz:

- | | | |
|--|---|-----------------------------------|
| 1. Mr. Dhirajlal S. Shah, (Chartered Accountant) | - | Chairman and Independent Director |
| 2. Mr. Dharmen B. Shah (Chartered Accountant) | - | Independent Director |
| 3. Mrs. Bhavi Jatin Koradia (Chartered Accountant) | - | Independent Director |
| 4. Mr. Jayesh M. Gandhi (B. Com and MBA) | - | Non Executive Director. |

All the members of the Committee are Non-Executive Directors and two thirds of them are independent directors. The Chairman of the Audit Committee remained present at the previous Annual General Meeting. All the members of the Audit Committee are professionals and financially literate within the meaning of Regulation 18 (1) (c) of the Listing Regulations, 2015.

(c) Meetings and Attendance during the year

The Audit Committee met 4 (Four) times during the year on May 16, 2017, September 4, 2017, November 8, 2017, and February 6, 2018 respectively. The attendance of each member of the committee is given below:

Name of the Director	No. of meetings attended out of 4 meetings
Mr. Dhirajlal S. Shah	4
Mr. Dharmen B. Shah	4
Mr. Jayesh M. Gandhi	4
Mrs. Bhavi J Koradia	4

Managing Director is the permanent invitee to the Audit Committee. The Statutory Auditor, Internal Auditor and Secretarial Auditor also attend the meetings regularly and participate in the discussion and make valuable suggestions. The Minutes of the Audit Committee Meetings were noted at the Board Meetings. The Company Secretary is the secretary of the committee.

4. Nomination and Remuneration Committee**(a) Brief description of Terms of Reference**

Apart from determining the Company's Policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment and to fix the remuneration payable to executive directors, the terms of reference are in accordance with the provisions of the Part D of the Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Section 178 of the Companies Act, 2013 and rules framed there under.

(b) Composition, Name of Members and Chairman

Nomination and Remuneration Committee comprises of:-

Mr. Dharmen B. Shah	-	Chairman and Independent Director
Mr. Kavas N. Warden	-	Independent Director
Mrs. Bhavi Jatin Koradia	-	Independent Director

(c) Meetings and Attendance during the year

The Nomination and Remuneration Committee met twice during the year on May 16, 2017 and November 8, 2017 respectively. All the members of the Committee attended the Meeting.

(d) Remuneration Policy

The Nomination and Remuneration Policy for Working Directors is reviewed periodically to ensure that the same is in line with the peer companies. The payment of remuneration is duly approved by the Remuneration Committee, the Board of Directors and the Shareholders.

(e) Performance evaluation of Directors

Pursuant to applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, in consultation with its Nomination & Remuneration Committee has formulated a framework containing, inter-alia, the criteria for performance evaluation of the Board, the Non-Independent Directors, individually, and the Chairperson.

5. Meeting of Independent Directors

A Separate meeting of the Independent Directors was held on February 6, 2018, inter-alia, to discuss evaluation of the performance of Non- Independent Directors, the Board as a whole, evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors and the evaluation of the quality, content and timeline of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

6. Details of Remuneration paid to the Directors for the year ended March 31, 2018.**(a) Managing Director and Joint Managing Director**

The Agreements with the Managing Director and the Joint Managing Director are for a period of Five Years each commencing from January 1, 2018.

The total remuneration paid to the Managing Director and the Joint Managing Director during the year 2017 - 18 was as under:

Name	Salary (₹In Lakhs)	Commission (₹In Lakhs)	Total (₹In Lakhs)
Mr. Manhar G. Gandhi Mg. Director	120.00	91.00	211.00
Mr. Bhupatrai G. Gandhi Jt. Mg. Director.	120.00	91.00	211.00

Notes:

- Either party to the agreement is entitled to terminate by giving the other party a notice of 3 months.
- The Managing Director and the Joint Managing Director are entitled to compensation for loss of office in accordance with and subject to restrictions laid down under section 202(2) the Companies Act, 2013.
- Presently, the Company does not have a scheme for grant of stock options either to the Managing Director or to the Joint Managing Director.

- (d) The Managing Director and Jt. Managing Director are entitled to commission within the overall limit prescribed under sections 197 of the Companies Act, 2013.
- (e) The Non-Executive Directors are not entitled to any remuneration except payment of sitting fees for attending the meetings of Board of Directors and Committees thereof. During the year 2017-18, the Company has paid total sitting fee of ₹ 6,47,000/- to non-executive directors as under:

Mr. Dhirajlal S. Shah:	₹1,28,000/-
Mr. Kavas N. Warden:	₹1,10,000/-
Mr. Jayesh M. Gandhi:	₹1,53,000/-
Mr. Dharmen B. Shah:	₹1,28,000/-
Mr. Bhavi Jatin Koradia:	₹1,28,000/-

7. Stakeholders Relationship Committee

(a) Composition, Name of Members, Chairperson & Attendance during the year:

Stakeholders Relationship Committee comprises of:

Mr. Dhirajlal S. Shah	-	Chairman and Independent Director.
Mr. Bhupatrai G. Gandhi	-	Executive Director
Mr. Kavas N. Warden	-	Independent Director

The Company promptly redresses the complaint of the shareholders. It sends an advance intimation to encash the unclaimed dividend, to the shareholders who have not claimed their dividend. Stakeholders Relationship Committee met once during the year on February 6, 2018. All the members of the Committee attended the meeting. The Company Secretary is the secretary of the said Committee. The Minutes of the Stakeholders' Relationship Committee Meeting are being noted at the Board Meeting.

(b) Name & Designation of Compliance Officer:

Ms. Jeegeesha Shroff, was appointed as a Company Secretary and Compliance Officer on May 16, 2017.

- (c) to (e) A statement of various complaints received, cleared and pending by the Company during the year ended on March 31, 2018 is given below:

Nature of Complaint	Received	Cleared	Pending
Non Receipt of Annual Report	2	2	Nil
Non Receipt of Dividend Warrants	19	19	Nil
Non- receipt of Duplicate/Transmission/Deletion of SCS	1	1	Nil
Non receipt of securities	10	10	Nil
Others	0	0	---
Letters from Stock Exchange/ SEBI/ Department of Company Affairs	0	0	Nil
Total	31	31	Nil

The "SCORES" website of SEBI for redressing of Grievances of the investors is being visited at regular intervals by the Company Secretary and there are no pending complaints registered with SCORES for the Financial Year ended on March 31, 2018. As per Regulation 46 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the exclusive E-mail id of the Investor Grievance Department of the Company is complianceofficer@gandhitubes.com.

8. Unclaimed Dividend

During the year under review, the Company has transferred unclaimed dividend declared for the financial year 2010-2011, on March 26, 2018 to IEPF Account established by the Central Government in accordance with provisions of section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

a Transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account

Pursuant to provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit and Transfer and Refund) Rules, 2016, as amended, all shares on which dividend has not been paid or claimed for seven consecutive years or more are being transferred to an IEPF Account. The Company has also sent notice to all the members whose Dividends are lying unpaid / unclaimed against their names for seven consecutive years or more. Consequently the Company transferred 124340 shares to the IEPF Account maintained by National Securities Depository Limited (NSDL) on December 4, 2017 based on the data provided by the Registrar, taking the financial year 2009-10 as a base and 14326 shares on April 10, 2018, taking the year 2010-11 as base. The details of the Shares that has been transferred to the said IEPF Account have also been uploaded on website of the Company. The voting rights on these equity shares would remain frozen till the rightful owner claims these shares.

9. Corporate Social Responsibility Committee (CSR Committee)

The terms of the reference of the CSR Committee are in accordance with Section 135 of the Act, 2013.

Based on the recommendation of the Committee the Board of Directors has approved the Corporate Social Responsibility and the same is available on the website of the Company i.e. www.gandhitubes.com under "Investor Relation" column.

The Committee comprises of

1. Mr. Manhar G. Gandhi - Chairman and Managing Director
2. Mr. Jayesh M. Gandhi - Non-Executive Director
3. Mr. Dhirajlal S. Shah - Independent Director

The Committee met once during the year on May 16, 2017 which discussed and recommended the Board the amount to be spent for the year 2017-18.

The terms of the Committee includes the matters specified in the Section 135 of the Act, Schedule VII to the Act and rules framed thereunder.

A summary of Corporate Social Responsibility activities carried out by the Company during the year under review and details thereof are given in the "Annexure C" to the Board's Report. The Company Secretary is the secretary of the committee.

10. General Body Meetings

(a) and (b) The date, time and venue of the last 3 General Body Meetings of the Company is given below:

Financial Year ended	Date of AGM	Time	Venue	Details of Special Business Resolutions
March 31, 2015	29.07.2015	11.00 a.m	Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai 400007	Appointment of Mrs. Bhavi Jatin Koradia as an Independent woman Director for term of Five years.

Financial Year ended	Date of AGM	Time	Venue	Details of Special Business Resolutions
March 31, 2016	28.07.2016	11.00 a.m	Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai 400007	None
March 31, 2017	12.07.2017	11.00 a.m.	Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai 400007	None

(c) Postal Ballot Details:

1. Purpose: Approval for Buyback of Equity Shares through Tender Offer Route

- Scrutinizer: Shri Bhumitra V. Dholakia, (Membership No. FCS 977) ,Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries in Practice.
- Procedure for Postal Ballot: Proper procedure followed
- Voting results announced on January 29, 2018

2. Purpose: Re-appointment of Shri M.G. Gandhi as Managing Director and payment of remuneration with effect from 01.01.2018

- Scrutinizer: Shri Bhumitra V. Dholakia, (Membership No. FCS 977) ,Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries in Practice.
- Procedure for Postal Ballot: Proper procedure followed
- Voting results announced on January 29, 2018

3. Purpose: Re-appointment of Shri B.G. Gandhi as Joint Managing Director and payment of remuneration with effect from 01.01.2018

- Scrutinizer: Shri Bhumitra V. Dholakia, (Membership No. FCS 977) ,Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries in Practice.
- Procedure for Postal Ballot: Proper procedure followed
- Voting results announced on January 29, 2018

VOTING RESULTS OF POSTAL BALLOT ANNOUNCED ON JANUARY 29, 2018:

Date of AGM/EGM	Postal Ballot
Total No. of Shareholders as on Record Date	6880
No of shareholders present in the meeting either in person or through proxy or through video conferencing	NA

(d) to (f) None of the items transacted at the said meetings were required to be passed by postal ballot. At the forthcoming Annual General Meeting there is no item on the agenda requiring to be passed by postal ballot.

11. Means of Communication:**(a) Quarterly/Half-yearly and Yearly Financial Results**

The quarterly/half-yearly and annual results of the Company are published in the newspapers and posted on the website of the Company at www.gandhitubes.com. The quarterly and annual results along with the Segmental Report are generally published in The Free Press Journal ,and Navshakti. The Company's financial results are sent in time to Stock Exchanges so that they may be posted on the Stock Exchanges' website.

(b) Newspaper where in results are published

The Company usually publishes its financial results in following newspaper

1. The Free Press Journal
2. Navshakti
3. Economic Times

(c) Company's Corporate Website

The Company's website is a comprehensive reference on Gandhi Special Tubes' management, products, investor relations, Clients, etc. The section on "Investors' relations" serves to inform the shareholders, by giving complete financial details, corporate governance, Composition of Board, contact information relating to our registrar and transfer agents, etc.

Quarterly Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been submitted to Stock Exchange(s) as follows

Quarterly Report for the quarter ended	Submitted to BSE Ltd.	Submitted to National Stock Exchange of India Ltd through NEAPS
30 th June, 2017	10/07/2017	10/07/2017
30 th September,2017	06/10/2017	06/10/2017
31 st December,2017	05/01/2018	05/01/2018
31 st March, 2018	05/04/2018	05/04/2018

(d) Release of official news

The Company intimates to the Stock Exchange any official news and places on its websites also.

(e) Presentation to Institutional Investors or to analysts

There is no official news release displayed on the website. The Company has not made any presentation to institutional investors or equity analyst.

12. General Shareholders Information**(a) Annual General Meeting**

33rd Annual General Meeting of the shareholders will be held on Monday, August 13, 2018 at 11.00 a.m.

Venue : Kanji Khetsey Sabhagriha,
Bharatiya Vidya Bhavan,
K. M. Munshi Marg,
Mumbai: 400007.

Date of Book Closure: -Saturday, August 4, 2018 to Monday, August 13, 2018 (both days inclusive).

(b) Financial Calendar *(tentative and subject to change)*

For the year ending March 31, 2019 the Financial Results will be announced on:

First Quarter	:	Mid of August, 2018
Half year	:	Last week of October/First week of November, 2018
Third Quarter	:	End of January/First week of February, 2019
Yearly	:	End of May, 2019

(c) Dividend Payment Date: The final dividend, if declared, shall be paid/credited on or before Wednesday, September 12, 2018

(d) Listing on Stock Exchange**1. BSE Ltd**

Phiroze Jeejeeboy Towers,
Dalal Street, Mumbai-400001

2. National Stock Exchange of India Ltd.

Exchange Plaza, Plot no C/1 , G block,
Bandra Kurla complex, Bandra (E)
Mumbai-400 051.

(e) SCRIP CODE : BSE – 513108
SCRIP ID : NSE – GANDHITUBE

(f) ISIN NO. : INE524B01027

(g) Payment of Listing fees: Annual listing fee for the financial year 2018-19 has been paid by the Company to BSE Ltd and NSE.

(h) Market Price Data: high, low during each month in the last financial year.

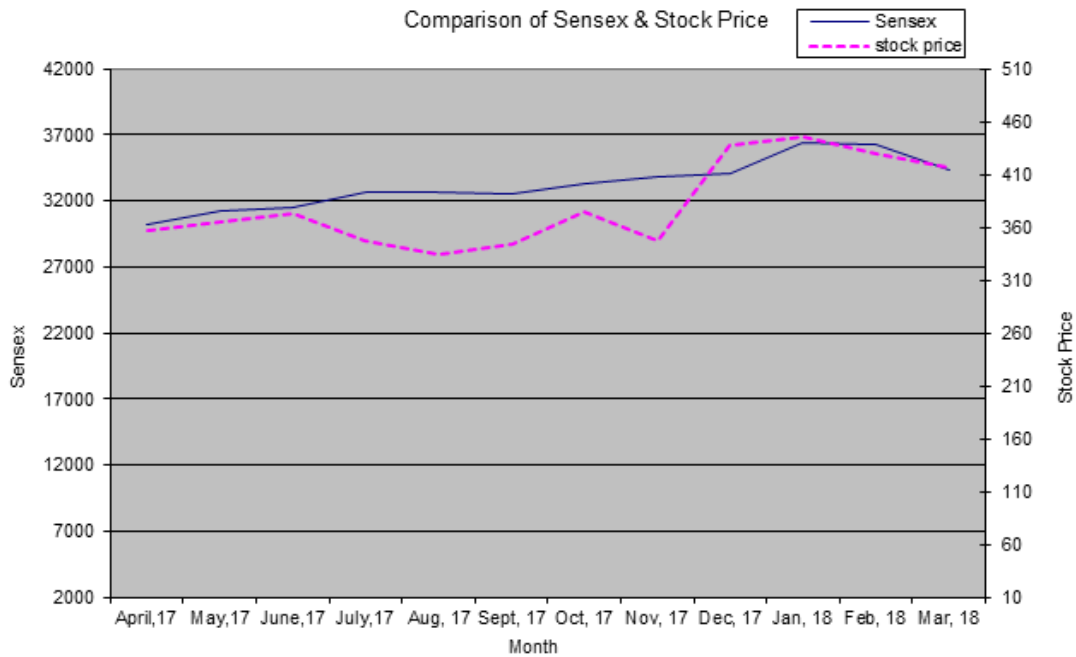
Monthly Share Price Data of the Company's shares on BSE for the year ended March 31, 2018

Month	Highest Rate (₹)	Date	Lowest Rate (₹)	Date
April 2017	356.90	10/04/2017	325.00	18/04/2017
May 2017	365.25	17/05/2017	317.00	23/05/2017
June 2017	372.75	14/06/2017	320.00	30/06/2017
July 2017	348.00	10/07/2017	316.05	31/07/2017
August 2017	335.10	09/08/2017	280.00	11/08/2017
September 2017	344.00	07/09/2017	301.10	28/09/2017
October 2017	373.90	13/10/2017	306.15	06/10/2017
November 2017	348.00	07/11/2017	298.00	14/11/2017
December 2017	437.00	27/12/2017	301.55	08/12/2017
January 2018	444.95	05/01/2018	420.00	18/01/2018
February 2018	429.95	07/02/2018	392.00	08/02/2018
March 2018	415.8	15/03/2018	355.30	28/03/2018

Monthly Share Price Data of the Company's shares on NSE for the year ended March 31, 2018

Month	Highest Rate (₹)	Date	Lowest Rate (₹)	Date
April 2017	360.00	11/04/2017	325.00	19/04/2017
May 2017	374.70	17/05/2017	317.05	23/05/2017
June 2017	374.00	14/06/2017	323.20	30/06/2017
July 2017	355.40	10/07/2017	316.50	31/07/2017
August 2017	338.00	09/08/2017	280.00	11/08/2017
September 2017	370.00	04/09/2017	297.05	28/09/2017
October 2017	375.35	13/10/2017	308.55	03/10/2017
November 2017	348.00	07/11/2017	296.20	14/11/2017
December 2017	436.85	27/12/2017	298.20	06/12/2017
January 2018	443.95	05/01/2018	420.00	19/01/2018
February 2018	430.00	07/02/2018	395.05	08/02/2018
March 2018	415.00	05/03/2018	358.15	27/03/2018

(i) Performance in comparison to BSE Sensex



(j) In case the securities are suspended from trading, Board's Report shall explain reason

Not Applicable

(k) Name and Address of the Registrar and Share Transfer Agent**KARVY COMPUTERSHARE PVT LTD.****Regd. Office:**

6-Floor ,Karvy Selenium Tower-B,Plot No. 31 & 32,Financial
Dist,Gachibowli,Nanakramguda,
Seri Lingampally ,Hyderabad – 500 032,
Telangana State India.
Tel : +91 040 6716 1585
Fax : +91 2300 1153

(l) Share Transfer System

Karvy Computershare Pvt Ltd., processes transfer of shares held in physical form. The powers for approval of share transfers are delegated as under:

Up to 2500 Shares : Karvy Computershare Pvt Ltd.,
2500 to 5000 Shares : Company Secretary
above 5000 Shares : Managing Director.

As per regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 If the relevant documents are complete and in order in all respects, the transfer of shares is effected within 12 days and certificates are dispatched to the transferees within 15 days from the date of receipt.

The requests for dematerialization of shares are processed by the Registrar and Share Transfer Agents and within a period of 21 days.

(m) (1) Distribution of Share Holding as on March 31, 2018

DISTRIBUTION SCHEDULE AS ON 31/03/2018				
Sr. no	Category	No. of shareholder	% of Cases	% Amount
1	upto 1 - 5000	7686	94.34	10.64
2	5001 – 10000	258	3.17	2.99
3	10001 - 20000	94	1.15	1.91
4	20001 - 30000	27	0.33	0.98
5	30001 - 40000	17	0.21	0.85
6	40001 - 50000	13	0.16	0.88
7	50001 - 100000	15	0.19	1.50
8	100001 & ABOVE	37	0.45	80.25
Total:		8147	100.00	100.00

Note: 8,80,000 shares were bought back under the Buyback activity on March 27, 2018 and the same were extinguished on April 2, 2018

(2) Distribution of shareholding according to categories of shareholders as on March 31, 2018

SHARE HOLDING PATTERN AS ON 31/03/2018				
Sr. no	Description	Cases	Shares	% Equity (calculated on the basis of post buyback paid up capital)
1	ALTERNATIVE INVESTMENT FUND	1	9841	0.07
2	BANKS	2	2600	0.02
3	CLEARING MEMBERS	46	11559	0.08
4	DIRECTORS AND THEIR RELATIVES	3	31919	0.23
5	FOREIGN NATIONALS	1	1000	0.01
6	FOREIGN PORTFOLIO INVESTORS	2	255310	1.85
7	H U F	437	261536	1.89
8	I E P F	1	124340	0.90
9	INDIAN FINANCIAL INSTITUTIONS	1	251	0.00
10	INDIAN PROMOTER COMPANIES	2	987629	7.15
11	BODIES CORPORATES	154	238419	1.73
12	NON RESIDENT INDIANS	218	169632	1.23
13	NRI NON-REPATRIATION	54	32296	0.23
14	COMPANY PROMOTERS	23	9136003	66.11
15	RESIDENT INDIVIDUALS	7202	2556281	18.50
Total:		8147	13818616	100.00

Note: 8,80,000 shares were bought back under the Buyback activity on March 27, 2018 and the same were extinguished on April 2, 2018

For the purpose of SEBI (Substantial Acquisition of Shares & Takeover) Regulation 2011, the following LLPs are to be considered as Indian Promoter Companies belonging to Promoters Group.

Sr. No.	Name	Shareholding as on 31.03.2018
1.	Gandhi Finance Co. LLP	471241
2.	B.M. Gandhi Investment Co. LLP	516388

(n) Details of Dematerialization and its liquidity

CONTROL REPORT AS ON 31/03/2018				
Sr. No	Name of Depository	No. of Holders	Shares	% To Equity
1	NSDL	4102	11325746	81.96
2	CDSL	2839	1921618	13.91
Sub Total		6941	13247364	95.87
3	PHYSICAL	1206	571252	4.13
Total:		8147	13818616	100.00

Note: 8,80,000 shares were bought back under the Buyback activity on March 27, 2018 and the same were extinguished on April 2, 2018

- (o) The Company has not issued any GDR's/ ADR's, Warrants or any other convertible instruments.
- (p) Commodity Price risk/Foreign exchange risk and hedging activities:Not Applicable
- (q) Plant Location: Halol (Gujarat), Windmills at Bhogat, Navadara & Kuchchh (Gujarat), Sangli(Maharashtra)
- (r) **Address for Correspondence:**

Shri K. S. Reddy/ Shri. B V Kishore	Ms. Jeegeesha Shroff, Company Secretary & Compliance Officer
Karvy Computershare Pvt. Limited Karvy Selenium Tower-B, Plot No. 31 & 32, Financial Dist, Gachibowli, Nanakramguda, Seri Lingampally ,Hyderabad - 500 032, Telangana State India. Tel : +91 040 6716 1585 Fax : +91 2300 1153 Email: kishore.bv@karvy.com URL: www.karvy.com	Gandhi Special Tubes Ltd. 201-204 Plaza, 2 nd Floor, 55 Hughes Road, Next to Dharam Palace, Mumbai 400 007 Tel: 022-23634179 Fax: 022-23634392 Email: complianceofficer@gandhitubes.com info@gandhitubes.com URL: www.gandhitubes.com

SEBI toll-free helpline service for investors: 1800227575/18002667575 (available on all days from 9.30 a.m. to 5.30 p.m.)

13. Other Disclosures

(a) Related Party Transactions

During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no other related party transactions with the promoters, directors and management that had a potential conflict with the interest of the Company at large.

All the transactions with related parties are periodically placed before the Audit Committee and pre-approval is also obtained wherever required. In fact the price charged to the related party is the same what is charged to third party wherever comparison is possible and otherwise the transactions are at Arm's length and in the ordinary course of business. The Register of Contracts detailing transactions in which Directors are interested is placed before the Board at every meeting for its approval. Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in Note No. 36 to the Accounts in the Annual Report and they are not in conflict with the interest of the Company at large.

(b) Compliances by the Company

There have been no instances of non-compliance on any matter with the rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital market during the last three years.

(c) Whistle Blower Policy:

The Company has adopted Whistle Blower Policy (vigil mechanism) and employees are encouraged to report any contravention or suggestion for improved working of the Company.

(d) Compliance with Mandatory and Non-Mandatory Items

The Company has complied with the mandatory requirements regarding the Board of Directors, Audit Committee and other Board committees and other disclosures as required under the provisions of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The status of compliance in respect of non-mandatory requirements of Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

(a) The Board

Maintenance of the Non-Executive Chairman's Office: Presently not applicable as the Chairman of the Company is a Managing Director.

(b) Shareholder Right

As the quarterly and half yearly financial results along with significant events are published in the news papers and are also posted on the Company's website. In view of new portal viz. Corporate Filing and Dissemination System (CFDS) put in place jointly by BSE and NSE at the <http://www.corpfiling.co.in>

(c) Audit Qualification

There have been no qualifications by the Statutory Auditors in their report on the Accounts of the Company. The Company shall endeavor to continue to have unqualified financial statements. There have been no qualifications by the Secretarial Auditors in their Secretarial Audit Report.

(d) Separate posts of Chairman and CEO - The Article No. 143 of the Articles of Association permits the Managing Director to hold the office of the Chairman.

(e) Reporting of Internal Auditor - Partner of the firm of Internal Auditor attends the meetings of the audit committee regularly and directly inter-acts with the audit committee.

(f) Web link where policy for determining material subsidiaries is disclosed

Not Applicable

(g) Web link where policy on dealing of with related party transactions:

The weblink for policy dealing with related party transactions is at www.gandhitubes.com

(h) Disclosure of commodity price risks and commodity hedging activities

Not Applicable

14. Non Compliance of any requirement of corporate governance report of sub-paras (2) to (10) above

The Company has complied with all mandatory requirements of sub paras (2) to (10) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. Adoption of Discretionary requirements as specified in part E of Schedule II of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has substantially adopted the discretionary requirements as specified in part E of Schedule II of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015.

16. As per point no. 13 of Part C of Schedule V to the Listing Regulations, the Company has made disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 on the website of the Company - www.gandhitubes.com.**17. CEO/CFO Certifications**

The Chairman and the Managing Director and the Chief Financial Officer of the Company have given annual Certification on Financial Statements and the cash flow statement and internal controls for financial reporting to the Board in terms of Regulation 17(8) SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015.They also give the quarterly certification on financial results while placing the financial results before the board in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.These certificates have been placed before the board and audit committee meetings from time to time.

18. Declaration by the Managing Director to the Compliance of Code of Conduct in pursuance to Part D of Schedule of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is hereby declared that all the Board Members and Senior Management Personnel of the Company have affirmed to the Board of Directors, their compliance with the Code of Conduct of the Company pursuant to Part D of Schedule of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and On behalf of the Board of Directors

Place : Mumbai
Date : May 28, 2018

Manhar G.Gandhi
Chairman & Managing Director
DIN: 00041190

INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Gandhi Special Tubes Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 14th July 2017.
2. This report contains details of compliance of conditions of Corporate Governance by Gandhi Special Tubes Limited ('the Company') for the year ended 31st March 2018, as stipulated in Regulation 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Managements Responsibility for compliance with the conditions of SEBI Listing Regulations

3. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the SEBI Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended 31st March 2018.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ('ICAI') and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Shashikant J. Shah & Co.**
Chartered Accountants
Firm Reg. No. 109996W

Shashikant J. Shah
Partner
Membership No: 015905

Mumbai
28th May, 2018

Declaration signed by the Managing Director stating that the members of Board of Directors and Senior Management personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management.

Declaration Regarding Code of Conduct

I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.

Manhar G. Gandhi
Managing Director
DIN: 00041190

Place : Mumbai
Date : May 28, 2018

MD/ CFO Certification

The Board of Directors

Gandhi Special Tubes Limited

- (a) We have reviewed the financial statements and the cash flow statement of Gandhi Special Tubes Limited. for the Financial year ending March 31, 2018 and that to the best of our knowledge and belief, we state that;
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - (ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) we have indicated to the Auditors and the Audit Committee:
- (i) significant changes, if any, in the internal control over financial reporting during the year.
 - (ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely

Manhar G. Gandhi
Managing Director
DIN: 00041190

Shobhana Vartak
Chief Financial Officer

Place : Mumbai
Date : May 28, 2018

INDEPENDENT AUDITORS' REPORT

To
The Members of
GANDHI SPECIAL TUBES LIMITED.

Report on the Financial Statements

We have audited the accompanying Ind AS financial statements of **GANDHI SPECIAL TUBES LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2018; the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement, the statement of changes in equity for year then ended and a summary of significant accounting policies and other explanatory information (herein after referred to as Ind AS "Financial statements").

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matter stated in Section 134(5) of the Companies Act, 2013 ("The Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act and relevant rules issued thereafter.

This responsibility also include maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting fraud and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosure in the Ind AS financial statements. The procedures selected depend on the auditor's judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Other Matter

The audited financial statements for the year ended 31st March 2017, was carried out and reported by S. V. Doshi & Co., vide their unmodified audit report dated 16th May 2017, whose report has been furnished to us by the management and which has been relied upon by us for the purpose of our audit of financial statements. Our audit report is not qualified in respect of this matter.

Report on other legal and regulatory requirements

- 1) As required by the Companies (Auditor's Report) order, 2016("The order"), issued by the Central Government of India in terms of section 143(11) of Act, we give in the Annexure "A" a statement on the matters specified in the paragraphs 3 and 4 of the said order, to the extent applicable.
- 2) As required by section 143(3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. ('Ind AS' have been included)
 - e) On the basis of the written representations received from the directors as on March 31st, 2018, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31st 2018, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rule, 2014,(as amended) in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements- Refer Note 31 to the Ind AS financial statements.
- ii. The Company has not entered into any long term contracts including derivative contracts for which there were any material foreseeable losses as required under the applicable law or Indian Accounting Standards.
- iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Shashikant J. Shah & Co.**

Chartered Accountants

Firm Reg. No. 109996W

Shashikant J. Shah

Partner

Membership No: 015905

Place : Mumbai

Date : 28th May, 2018

Annexure “A” to The Independent Auditor’s Report for the year ended 31st March 2018.

(Referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date)

- (i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) As explained to us, the fixed assets have been physically verified by the management in accordance with the phased programme of verification, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification;
- c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, the physical verification of inventory has been conducted by the management in accordance with the phased programme of verification, which, in our opinion, is reasonable and no material discrepancies were noticed on such verification.
- (iii) According to the information and explanations given to us, the Company has, during the year, not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership; or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of paragraph 3(III), 3(III) (a) to (c) of the said order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans to Directors, Loans and investments, giving guarantees, and providing securities etc. as applicable.
- (v) The Company has not accepted any deposits from the public within the meaning of Section 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Accordingly, Clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the records maintained by the Company in respect of its products, where pursuant to the Company’s (Cost record and audit) Rules, 2014, the maintenance of cost records have been prescribed under Section 148(1) of the Act and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of records with a view to determine whether they are accurate or complete.
- (vii) a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education & Protection Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service tax, Custom duty, Excise duty, value added tax, cess, GST and other material statutory dues as applicable with the appropriate authorities.
- b) The Disputed statutory dues aggregating ₹178.51 lakhs which have not been deposited on account of disputed matters pending before appropriate authorities are as under :

(₹in lakhs)

Name of the Statute	Nature of Dues	Amount under dispute not yet deposited	Period to which the amount relates	Forum where the dispute is pending
Service Tax Laws	Service Tax	152.03	01-09-2004 To 30-09-2013	Before Customs, Excise & Service Tax Appellate Tribunal

GANDHI SPECIAL TUBES LIMITED

(CIN : L27104MH1985PLC036004)

33rd Annual Report 2017-18

Name of the Statute	Nature of Dues	Amount under dispute not yet deposited	Period to which the amount relates	Forum where the dispute is pending
Service Tax Laws	Service Tax	1.25	01-03-2012 To 31-12-2012	Before Commissioner (Appeals) Customs, Excise & Service Tax
Sales Tax Laws	Sales Tax	25.23	01-04-2002 To 31-03-2003	Before Joint Commissioner of Sales Tax (Appeals)
	Total	178.51		

- (viii) The Company does not have any loans or borrowing from financial institution, bank, Government or to debenture holders during the year. Accordingly, paragraph 3(viii) of the order is not applicable.
- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
- (x) According to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year in course of our audit, nor have we been informed of any such case by the Management.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable;
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the Ind AS Financial Statements as required by the applicable Ind AS accounting standards;
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3(xiv) of the order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them covered under section 192 of the Act. Accordingly, paragraph 3 (xv) of the order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the order is not applicable.

For **Shashikant J. Shah & Co.**
Chartered Accountants
Firm Reg. No. 109996W

Shashikant J. Shah
Partner
Membership No: 015905

Place : Mumbai
Date : 28th May, 2018

Annexure “B” to the Independent Auditor’s Report

(Referred to in Paragraph 2(f) under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls over financial reporting of **GANDHI SPECIAL TUBES LIMITED** (“the Company”) as of 31st March, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts

and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Shashikant J. Shah & Co.**
Chartered Accountants
Firm Reg. No. 109996W

Shashikant J. Shah
Partner
Membership No: 015905

Place : Mumbai
Date : 28th May, 2018

GANDHI SPECIAL TUBES LIMITED

(CIN : L27104MH1985PLC036004)

33rd Annual Report 2017-18

BALANCE SHEET AS AT 31st MARCH 2018

₹ in Lakhs

	Particulars	Note No.	As at 31 March 2018 ₹	As at 31 March 2017 ₹	As at 01 April 2016 ₹
A	ASSETS				
1	Non-Current Assets				
	a) Property Plant and Equipment	2	5,138.99	5,519.80	5,898.94
	b) Other Intangible Assets	3	0.15	0.69	2.48
	c) Financial Assets				
	i) Investments	4	8,054.35	8,731.61	6,818.71
	ii) Other Financial Assets	5	2.45	2.50	35.37
	d) Other Non-current Assets	6	3.79	-	-
	Total Non-Current Assets		13,199.73	14,254.60	12,755.51
2	Current Assets				
	a) Inventories	7	2,002.96	2,437.06	1,701.47
	b) Financial Assets				
	i) Investments	8	1,832.98	1,693.82	2,302.07
	ii) Trade Receivables	9	1,945.32	1,627.45	1,612.72
	iii) Cash and Cash Equivalents	10	317.67	165.43	161.84
	iv) Other Bank Balances	11	134.84	157.87	136.94
	v) Loans	12	65.07	72.50	62.61
	vi) Other Financial Assets	13	65.41	67.13	53.88
	c) Current Tax Asset (Net)	14	-	-	104.19
	d) Other Current Assets	15	175.52	73.45	81.26
	Total Current Assets		6,539.77	6,294.71	6,216.98
	TOTAL ASSETS	TOTAL	19,739.50	20,549.31	18,972.49
B	EQUITY AND LIABILITIES				
1	Equity				
	a) Equity Share Capital	16	690.93	734.93	734.93
	b) Other Equity	17	17,032.43	18,029.08	16,542.92
	Total Equity		17,723.36	18,764.01	17,277.85
2	Liabilities				
	Non-Current Liabilities				
	a) Provisions	18	306.81	290.00	280.00
	b) Deferred Tax Liabilities (net)	19	805.82	933.78	949.80
	Total Non-Current Liabilities		1,112.63	1,223.78	1,229.80
	Current Liabilities				
	a) Financial Liabilities				
	i) Trade Payables	20	162.35	88.20	94.97
	ii) Other Financial Liabilities	21	375.28	308.62	261.27
	b) Other Current Liabilities	22	237.03	93.86	83.36
	c) Provisions	23	58.01	26.42	25.24
	d) Current Tax Liabilities (Net)	24	70.84	44.42	-
	Total Current Liabilities		903.51	561.52	464.84
	Total Liabilities		2,016.14	1,785.30	1,694.64
	TOTAL EQUITY AND LIABILITIES	TOTAL	19,739.50	20,549.31	18,972.49
	Significant Accounting Policies	1			
	See accompanying notes to the financial statements	1 to 41			

As per our attached report of even date For and on behalf of the Board of Directors

For Shashikant J. Shah & CO.
Chartered Accountants

M. G. GANDHI
(Chairman & Managing Director)

B. G. GANDHI
(Joint Managing Director)

D. S. SHAH
(Director)

Shashikant J. Shah
Partner

K. N. WARDEN
(Director)

J. M. GANDHI
(Director)

D. B. SHAH
(Director)

Membership No. 015905

BHAVI KORADIA
(Director)

SHOBHANA RAJAN VARTAK
(CFO)

JEEGEESSHA G. SHROFF
(Company Secretary)

Mumbai, May 28, 2018

GANDHI SPECIAL TUBES LIMITED

(CIN : L27104MH1985PLC036004)

33rd Annual Report 2017-18**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2018**

	Particulars	Note No.	31 March 2018 ₹	31 March 2017 ₹
	INCOME			
1	Revenue from Operations	25	11,726.73	10,908.78
2	Other Income	26	824.49	955.71
	Total Income		12,551.22	11,864.49
3	EXPENSES			
	a) Cost of Materials Consumed	-	3,649.68	3,114.73
	b) Changes in Inventories of Finished Goods and Work-in-Progress	27	66.45	(28.75)
	c) Excise Duty on Sales	-	333.56	1,151.55
	d) Employee Benefits Expense	28	834.06	723.19
	e) Depreciation and Amortization Expense	2 & 3	387.31	445.65
	f) Other Expenses	29	2,732.74	2,650.99
	Total Expenses		8,003.80	8,057.36
4	Profit before Tax		4,547.42	3,807.13
5	Tax Expense			
	a) Current Tax	30	1,320.04	741.31
	b) Deferred Tax	30	(129.13)	(14.81)
	Total Tax Expenses		1,190.91	726.50
6	Profit for the year		3,356.51	3,080.63
7	Other Comprehensive Income			
	Items that will not be reclassified subsequently to profit or loss			
	a) Remeasurement [gain/(loss)] of net Defined Benefit Plan		4.00	(3.50)
	b) Income tax on above		(1.16)	1.21
	Total Other Comprehensive Income		2.84	(2.29)
8	Total Comprehensive Income for the year		3,359.35	3,078.34
9	Earning per share (of ₹ 5/- each)			
	Basic and Diluted		22.85	20.96
	Significant Accounting Policies	1		
	See accompanying notes to the financial statements	1 to 41		

As per our attached report of even date
For Shashikant J. Shah & CO.
Chartered Accountants

Shashikant J. Shah
Partner

Membership No. 015905

Mumbai, May 28, 2018

For and on behalf of the Board of Directors
M. G. GANDHI **B. G. GANDHI**
(Chairman & Managing Director) (Joint Managing Director)

K. N. WARDEN
(Director)

BHAVI KORADIA
(Director)

J. M. GANDHI
(Director)

SHOBHANA RAJAN VARTAK
(CFO)

D. S. SHAH
(Director)

D. B. SHAH
(Director)

JEEGESHA G. SHROFF
(Company Secretary)

GANDHI SPECIAL TUBES LIMITED

(CIN : L27104MH1985PLC036004)

33rd Annual Report 2017-18**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2018****EQUITY SHARE CAPITAL**

Particulars	Amount ₹
Balance as at April 1, 2016	734.93
Add: Changes during the year	-
Balance as at March 31, 2017	734.93
Add / (Less) : Changes due to Buy back during the year	(44.00)
Balance as at March 31, 2018	690.93

OTHER EQUITY

Particulars	Reserves and Surplus				
	Capital Reserve ₹	Capital Redemption Reserve ₹	General Reserve ₹	Retained Earnings ₹	Total ₹
Balance as at April 1, 2016	5.39	209.99	3,000.00	13,327.53	16,542.92
Profit for the year	-	-	-	3,080.63	3,080.63
Other Comprehensive Income for the year					
- Remeasurement gain/(loss) on Defined Benefit Plan (Net of tax)	-	-	-	(2.29)	(2.29)
Interim Dividend	-	-	-	(1,592.18)	(1,592.18)
Balance as at March 31, 2017	5.39	209.99	3,000.00	14,813.69	18,029.08
Profit for the year	-	-	-	3,356.51	3,356.51
Other Comprehensive Income for the year					
- Remeasurement gain/(loss) on Defined Benefit Plan (Net of tax)	-	-	-	2.84	2.84
Transfer to Capital Redemption Reserve	-	44.00	(19.00)	(25.00)	-
Premium paid on Buy back of Equity shares	-	-	(2,981.00)	(1,375.00)	(4,356.00)
Balance as at March 31, 2018	5.39	253.99	-	16,773.05	17,032.43

As per our attached report of even date For and on behalf of the Board of Directors

For Shashikant J. Shah & CO.
Chartered Accountants

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(Chairman & Managing Director)

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(CFO)

JEEGEESHA G. SHROFF
(Company Secretary)

Mumbai, May 28, 2018

GANDHI SPECIAL TUBES LIMITED

(CIN : L27104MH1985PLC036004)

33rd Annual Report 2017-18**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

	Particulars	31 March 2018	31 March 2017
		₹	₹
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit before Tax	4,547.42	3,807.13
	Add / (Less):- Adjustments for Non-Cash / Non-Operating Items		
	Depreciation and amortisation	387.31	445.65
	Interest income	(144.59)	(145.48)
	Dividend income	(135.56)	(112.97)
	Gain on Sale of Non-current Investments	(45.03)	(52.26)
	Gain on Fair Valuation of Investments	(486.58)	(634.23)
	(Profit)/Loss on Property, Plant and Equipment sold/scrapped/written off (Net)	1.66	37.04
	Operating profit before working capital changes	4,124.63	3,344.88
	Adjusted for :		
	(Increase) / Decrease in Trade Receivables	(317.88)	(14.73)
	(Increase) / Decrease in Inventories	434.11	(735.60)
	(Increase) / Decrease in Other Financial Assets	9.19	9.83
	(Increase) / Decrease in Other Current Assets	(105.86)	7.72
	Increase / (Decrease) in Trade Payables, Other Current, Financial Liabilities and Short-term Provisions	315.57	52.26
	Increase / (Decrease) in Provisions	20.81	6.50
		355.94	(674.01)
	Cash generated from Operations	4,480.57	2,670.87
	Taxes paid	(1,293.61)	(592.71)
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	3,186.96	2,078.16
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Interest received	144.59	145.48
	Dividend received	135.56	112.97
	Purchase of Property, Plant and Equipment	(12.86)	(124.19)
	Sale of Property, Plant and Equipment	5.25	22.44
	Purchase of investments during the year	(8,285.83)	(12,118.02)
	Sale of investments during the year	9,355.54	11,499.86
	NET CASH (USED IN) INVESTING ACTIVITIES (B)	1,342.25	(461.46)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

C	CASH FLOW FROM FINANCING ACTIVITIES		
	Payment for Buy-Back of Equity Shares :		
	against Equity Share Capital	(44.00)	-
	against Security Premium Account	(4,356.00)	-
	Corporate Dividend (including Dividend Distribution Tax)	-	(1,592.19)
	NET CASH (USED IN) FINANCING ACTIVITIES (C)	(4,400.00)	(1,592.19)
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	129.21	24.52
	Opening Balance of Cash and Cash Equivalents and Other Bank Balances	323.30	298.79
	CLOSING BALANCE OF CASH AND CASH EQUIVALENTS AND OTHER BANK BALANCES	452.51	323.30
Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financial activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheets for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any impact on the financial statements			
Significant Accounting Policies		1	
See accompanying notes to the financial statements		1 to 41	

As per our attached report of even date For and on behalf of the Board of Directors

For Shashikant J. Shah & CO.
Chartered Accountants

M. G. GANDHI
(Chairman & Managing Director)

B. G. GANDHI
(Joint Managing Director)

D. S. SHAH
(Director)

Shashikant J. Shah
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D. B. SHAH
(Director)

Membership No. 015905

BHAVI KORADIA
(Director)

SHOBHANA RAJAN VARTAK
(CFO)

JEEGEESHA G. SHROFF
(Company Secretary)

Mumbai, May 28, 2018

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**Corporate Information**

Gandhi Special Tubes Limited ("the Company") is engaged in manufacture of Seamless and Welded Tubes, Nuts and generation of Wind Power.

The Company is a public limited company incorporated and domiciled in India and has its registered office at 201□204, Plaza, 2nd Floor. Near Dharam Palace, 55 Hughes Road, Mumbai - 400004. The equity shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE).

The financial statements for the year ended 31 March 2018 are approved by the Company's Board of Directors on 28 May 2018.

1 Significant Accounting Policies**1.1 Basis of Preparation**

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies Act as amended and notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act.

For all periods upto and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Accounting Standards specified under Section 133 of the Companies Act, 2013, read with applicable rules and the relevant provisions of the Companies Act, 2013 ("Previous GAAP"). The figures for the year ended March 31, 2017 have now been restated as per Ind AS to provide comparability.

These financial statements for the year ended March 31, 2018 are the Company's first Ind AS standalone financial statements. The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101, "First-Time Adoption of Indian Accounting Standards" the date of transition to Ind AS being April 1, 2016. Refer to Note 41 for details of adoption of Ind AS.

These financial Statements are prepared on an accrual basis under the historical cost convention or amortised cost, except for the following assets and liabilities, which have been measured at fair value :

- i) Certain financial assets and liabilities that are measured at fair value
- ii) Defined Benefit Obligations – as per actuarial valuation

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency and all amounts are rounded off to the nearest lakhs (INR 00,000) up to two decimals, except when otherwise indicated.

1.2 Property, Plant and Equipment (PPE)

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE (other than Freehold Land) are stated at cost less accumulated depreciation and impairment losses, if any. The initial cost of an asset comprises its purchase price, non-refundable purchase taxes and any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Freehold land is carried at historical cost less impairment loss, if any.

The carrying amount of an item of PPE is derecognised upon disposal or when no future economic benefit is expected to arise from its continued use. Any gain or loss arising on the derecognition of an item of PPE is determined as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in Statement of Profit and Loss.

Depreciation :

Depreciation on Property, Plant and Equipment (other than freehold land) is provided on the Straight-Line Method as per the useful life prescribed under Schedule II to the Companies Act, 2013, except for Wind Mill, which is provided on Written Down value Method. Leasehold land is amortised over the period of lease.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

1.3 Intangible Assets

Intangible assets are initially recognised at cost. Intangible assets are amortised over estimated useful life of three years on straight-line basis.

1.4 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount, which is the higher of the value in use or fair value less cost to sell, of the asset or cash-generating unit, as the case may be, is estimated and impairment loss (if any) is recognised and the carrying amount is reduced to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

An impairment loss is recognised immediately in the Statement of Profit and Loss. When an impairment subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but upto the amount that would have been determined, had no impairment loss been recognized for that asset or cash generating unit. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

1.5 Inventories

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials, fuels, stores and spares are valued at lower of cost and net realisable value. Cost is determined on the basis of the FIFO method. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials, labour, other direct cost and a proportion of manufacturing overheads based on normal operating capacity.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

1.6 Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit / loss before extraordinary items and tax for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments. Cash flows from operating, investing and financing activities of the Company are segregated. Cash and cash equivalents for the purpose of cash flow statement comprise of cash at bank, cash in hand and short-term deposits with an original maturity of three months or less, as reduced by bank overdrafts.

1.7 Provisions, Contingent liabilities and Contingent Assets

Provision is recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Provision is not recognised for future operating losses.

Provision is measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, the amount of provision is discounted using an appropriate pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A Contingent liability is disclosed in case of a present obligation arising from past events, when it is either not probable that an outflow of resources will be required to settle the obligation, or a reliable estimate of the amount cannot be made. A Contingent Liability is also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent Assets are not recognised but where an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

1.8 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

a) Sale of Goods

Revenue from sale of goods is recognised upon transfer of significant risk and rewards of ownership of the goods to the customer which generally coincides with dispatch of goods to customer. Sales include excise duty but exclude Goods and Service Tax (GST). It is measured at fair value of consideration received or receivable, net of returns, rebates and discounts.

Income from Wind Power is recognised at the point of generation.

b) Rendering of Services

Revenue from services are recognised as and when the services are rendered on stage of completion method.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**c) Interest Income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

d) Dividends

Dividend income from investments is recognised when the Company's right to receive dividend is established, which is generally when the shareholders approve the dividend.

e) Export incentives

Export incentives are recognised when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received.

1.9 Leases

At the inception of an arrangement, it is determined whether the arrangement is or contains a lease and based on the substance of the lease arrangement, it is classified as a finance lease or an operating lease

a) Finance Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee.

Assets under finance leases are capitalised at the commencement of lease at the fair value of the leased property or, if lower, the present value of the minimum lease payments and a liability is created for an equivalent amount. Minimum lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

Assets given under a finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease income is recognised over the period of the lease so as to yield a constant rate of return on the net investment in the lease.

b) Operating Leases

Leases are classified as operating leases whenever the terms of the lease do not transfer substantially all the risks and rewards incidental to ownership.

Assets leased out under operating leases are continued to be shown under the respective class of assets. Rental income is recognised on a straight line basis over the term of the relevant lease.

1.10 Employee Benefits

Employee benefits include Provident Fund, Employee State Insurance Scheme, Gratuity Fund, Leave Encashment.

a) Short-Term and Other Long-term Employee Benefits

A liability is recognised for benefits accruing to employees in respect of short-term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. A liability is recognised for benefits accruing to employees in respect of other long-term employee benefits are

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by the employees up to the reporting date.

b) Defined Contribution Plan

The Company's contribution to Provident Fund and Employee State Insurance Scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

c) Defined Benefit Plan**i) Gratuity**

In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan ("Gratuity Plan") covering all employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. Liability with regard to Gratuity Plan is accrued based on actuarial valuation at the Balance Sheet date, carried out by an independent actuary.

Payment for present liabilities of future payment of gratuity for all employees other than Managing Director and Joint Managing Director is being made to approved gratuity fund managed by Life Insurance Corporation of India (LIC).

Re-measurement, comprising actuarial gains and losses, is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income in the period in which they occur. Re-measurement recognised in Other Comprehensive Income is reflected immediately in retained earnings and is not reclassified to Profit and Loss. Past service cost is recognised in the Statement of Profit and Loss immediately for both vested and the non-vested portion.

ii) Compensated Absences

The Company provides for the encashment of absence or absence with pay based on policy of the Company in this regard. The employees are entitled to accumulate such absences subject to certain limits, for the future encashment or absence. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the Balance Sheet date on the basis of an independent actuarial valuation.

1.11 Taxes on Income

Income tax expense represents the sum of the tax currently payable and deferred tax.

a) Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using applicable tax rates that have been enacted or substantively enacted by the end of the reporting period and the provisions of the Income Tax Act, 1961 and other tax laws, as applicable.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**b) Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

MAT Credits are in the form of unused tax credits that are carried forward by the Company for a specified period of time and hence, it is grouped with Deferred Tax Asset.

c) Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

1.12 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders is adjusted for after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.13 Foreign Currency Transactions

Transactions in foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured at historical cost denominated in a foreign currency,(if any) are translated using the exchange rate as at the date of initial transaction. Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**1.14 Financial Instruments****a) Initial Recognition and Measurement**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

At initial recognition, financial assets and financial liabilities are initially measured at fair value or at amortised cost. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at Fair Value through Profit or Loss are recognised in the Statement of Profit and Loss.

b) Financial Assets**i) Subsequent measurement**

All recognised financial assets are subsequently measured in its entirety at either amortised cost or fair value, depending on the classification of the financial assets.

ii) Impairment of financial assets

For Trade Receivables, the Company computes expected credit loss allowance based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

c) Financial Liabilities and Equity Instruments**i) Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received.

ii) Financial Liabilities

All financial liabilities (other than derivative financial instruments) are measured at amortised cost using effective interest method at the end of reporting periods.

d) Derecognition of Financial Assets and Liabilities

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or when the Company transfers the contractual rights to receive the cash flows of the financial asset in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and does not retain control of the financial asset. The Company derecognises a financial liability (or a part of financial liability) when the contractual obligation is discharged, cancelled or expires.

1.15 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

“The preparation of the financial statements requires the management to make judgements, estimates and assumptions in the application of accounting policies and that have the most significant effect on reported amounts of assets, liabilities, income and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

1.16 Key estimates, assumptions and judgements

The key assumptions concerning the future and other major sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

a) Property, Plant and Equipment/Intangible Assets

Property, Plant and Equipment/ Other Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Company's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The depreciation/amortisation for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised/depreciable amount is charged over the remaining useful life of the assets.

b) Fair Value measurements of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets (Net Assets Value in case of units of Mutual Funds), their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

c) Employee Benefit Plans

The cost of the defined benefit gratuity plan and other-post employment benefits and the present value of gratuity obligations and compensated absences is/ are determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Further salary increases and gratuity increases are based on expected future inflation rates.

d) Impairment of Assets

The Company has used certain judgements and estimates to work out future projections and discount rates to compute value in use of cash generating unit and to access impairment. In case of certain assets independent external valuation has been carried out to compute recoverable values of these assets.

e) Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

f) Income taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions as also to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits. Also refer Note No.30

1.17 First-time adoption-mandatory exceptions, optional exemptions**Overall Principle**

The Company has prepared the opening balance sheet as per Ind AS as of 1st April, 2016 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to certain exceptions and certain optional exemptions availed by the Company detailed below:

i) Property, Plant and Equipment

The Company has availed the exemption available under Ind AS 101 to continue the carrying value for all of its Property, Plant and Equipment and intangibles as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

ii) Investments

The Company has elected to measure certain investments in Mutual Funds - At fair value through profit and loss (FVTPL)

iii) Leases

As permitted by Ind AS 101, the Company has elected to avail the exemption as provided in paragraph D9. If an arrangement is determined to be classified as lease, the classification of lease as operating or finance has been made from inception of the arrangement.

1.18 Ind AS issued but not yet effective

Ministry of Corporate Affairs ("MCA") through the Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs :

a) Ind AS 21 : The Effects of Changes in Foreign Exchange Rates

Appendix B to Ind AS 21, Foreign Currency Transactions and Advance Consideration is inserted to clarify the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The Appendix explains that the date of the transaction, for the purpose of determining the exchange rate, to use on the initial recognition of the related asset, expense or income (or part of it) is the date on which the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration.

If there are multiple payments or receipts in advance, the date of the transaction is determined for each payment or receipt of advance consideration.

The amendment will come into force from April 1, 2018. The Company has evaluated the effect of this on its financial statements and the impact is not material.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**b) Ind AS 115 : Revenue from Contracts with Customers**

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind As 18 on "Revenue" and Ind AS 11 on "Construction Contracts".

The core principle of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

Further, Ind AS 115, requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

C) Ind AS 115 permits two possible methods of transition

Retrospective approach - Under this approach the standard is applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

Retrospectively with cumulative effect of initially applying the standard recognised at the date of initial application (Cumulative catch - up approach) only to contracts that are not completed contracts on that date. Under this method, cumulative effect is recognised as an adjustment to the opening balance of retained earnings of the annual reporting period

The effective date for adoption of Ind AS 115 is accounting period beginning on or after April 1, 2018.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018
2 PROPERTY, PLANT AND EQUIPMENT

Particulars	Freehold Land and Site Development	Building - Factory	Building - Others	Plant and Machinery	Furniture and Fixtures	Office Equip-ment's	Vehicles	Wind Mills	Total
	₹	₹	₹	₹	₹	₹	₹	₹	₹
(a) Gross Carrying Value									
Balance as at April 1, 2016	71.80	898.48	1,188.11	3,122.66	43.66	10.14	71.78	492.30	5,898.94
Additions during the year	-	-	-	86.98	-	3.10	33.71	-	123.78
Deductions/Adjustments during the year	-	-	-	(80.64)	-	(0.89)	(59.48)	-	(141.01)
Balance as at March 31, 2017	71.80	898.48	1,188.11	3,128.99	43.66	12.35	46.02	492.30	5,881.72
Additions during the year	-	0.14	-	1.06	-	0.67	11.00	-	12.86
Deductions/Adjustments during the year	-	-	-	(0.40)	-	-	(30.05)	-	(30.44)
Balance as at March 31, 2018	71.80	898.62	1,188.11	3,129.65	43.66	13.03	26.96	492.30	5,864.13
(b) Accumulated Depreciation									
Balance as at April 1, 2016	-	-	-	-	-	-	-	-	-
Depreciation expense for the year	-	55.05	27.69	272.08	7.53	5.62	18.00	57.48	443.45
Deductions/Adjustments during the year	-	-	-	(41.20)	-	(0.85)	(39.48)	-	(81.53)
Balance as at March 31, 2017	-	55.05	27.69	230.88	7.53	4.77	(21.49)	57.48	361.92
Depreciation expense for the year	-	34.62	26.51	249.76	6.77	2.61	15.74	50.75	386.77
Deductions/Adjustments during the year	-	-	-	(0.23)	-	-	(23.31)	-	(23.54)
Balance as at March 31, 2018	-	89.68	54.20	480.40	14.30	7.38	(29.06)	108.23	725.15
(c) Net Carrying Value (I-II)									
Balance as at 1 April 2016	71.80	898.48	1,188.11	3,122.66	43.66	10.14	71.78	492.30	5,898.94
Balance as at 31 March 2017	71.80	843.43	1,160.43	2,898.11	36.12	7.58	67.50	434.82	5,519.80
Balance as at 31 March 2018	71.80	808.94	1,133.91	2,649.25	29.35	5.64	56.02	384.06	5,138.99

3 OTHER INTANGIBLE ASSETS

Particulars	Software Licences	Total
	₹	₹
(I) Gross Carrying Value		
Balance as at April 1, 2016	2.48	2.48
Additions during the year	0.40	0.40
Deductions/Adjustments during the year	-	-
Balance as at March 31, 2017	2.89	2.89
Additions during the year	-	-
Deductions/Adjustments during the year	-	-
Balance as at March 31, 2018	2.89	2.89

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	Software Licences ₹	Total ₹
(II) Accumulated Depreciation		
Balance as at April 1, 2016	-	-
Depreciation expense for the year	2.19	2.19
Deductions/Adjustments during the year	-	-
Balance as at March 31, 2017	2.19	2.19
Depreciation expense for the year	0.55	0.55
Deductions/Adjustments during the year	-	-
Balance as at March 31, 2018	2.74	2.74
(iii) Net Carrying Value (I-II)		
Balance as at April 1, 2016	2.48	2.48
Balance as at March 31, 2017	0.69	0.69
Balance as at March 31, 2018	0.15	0.15

4 NON-CURRENT INVESTMENTS

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
	₹	₹	₹
Investments measured at amortised cost			
In bonds (Quoted, fully paid up)			
Number of units			
8,408 (8,408) (8,408) 7.39%-HUDCO Ltd. Tax Free Bonds	84.08	84.08	84.08
30,000 (30,000) (30,000) 8.41%-India Infrastructure Finance Co. Ltd. Tax Free Bonds	300.00	300.00	300.00
100 (100) (100) 6.70%-Indian Railway Finance Corpn. Ltd. Tax Free Bonds	92.50	92.50	92.50
12,080 (12,080) (12,080) 7.28%-Indian Railway Finance Corpn. Ltd. Tax Free Bonds	120.80	120.80	120.80
3,527 (3,527) (3,527) 7.35%-Indian Railway Finance Corpn. Ltd. Tax Free Bonds	35.27	35.27	35.27
2,004 (2,004) (2,004) 7.35%-NABARD Tax Free Bonds	20.04	20.04	20.04
9,499 (9,499) (9,499) 8.41%-NTPC Limited Tax Free Bonds	94.99	94.99	94.99
14,285 (14,285) (14,285) 7.35%-NHAI Limited Tax Free Bonds	142.85	142.85	142.85
6,167 (6,167) (6,167) 7.39%-NHAI Limited Tax Free Bonds	61.67	61.67	61.67
1,236 (1,236) (1,236) 8.20%-NHAI Limited Tax Free Bonds	12.36	12.36	12.36
23,736 (23,736) (23,736) 8.30%-NHAI Limited Tax Free Bonds	245.80	245.80	245.80
27,500 (27,500) (27,500) 8.30%-Power Finance Corporation Ltd. Tax Free Bonds	283.72	283.72	283.72
10 (10) (10) 11.40%-Tata Power Ltd. Taxable Bonds	101.25	101.25	101.25
10 (10) (10) 11.50%-Tata Steel Ltd. Taxable Bonds	102.65	102.65	102.65
	1,697.98	1,697.98	1,697.98
In Preference Shares (Quoted, fully paid up)			
Number of units			
- (1,600) (1,600) 15.99% - Infrastructure Leasing & Financial Services Ltd.-NCRCPs	-	211.76	211.76
- (-) (2,00,000) 8.40%-L&T Finance Holding Ltd.-CRPS	-	-	201.38
- (1,92,790) (1,92,790) 9 %-L&T Finance Holding Ltd.-CRPS	-	214.46	214.46
	-	426.22	627.61

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	As at	As at	As at
	31 March 2018	31 March 2017	1 April 2016
	₹	₹	₹
Investments measured at Fair Value through Profit & Loss			
In Mutual Funds (Un quoted)			
Long-term Mutual Funds :			
Number of units			
- (5,10,452)	(-) Birla Sun Life Medium Term - Regular Plan	-	104.18
- (-) (1,77,246)	Birla Sun Life Income plus - Regular Plan	-	-
5,59,947 (5,59,947)	(-) Birla Sun Life MIP II-Wealth 25 - Regular Plan-Growth option	214.01	201.99
5,00,000 (5,00,000)	(-) HDFC CFCC-Arbitrage Plan - 50% Dividend Donation Option	50.15	50.11
- (7,75,410)	(-) HDFC Corporate Debt Opportunists Fund - Regular Plan	-	105.13
7,14,584 (-)	(-) HDFC Equity Saving Fund - Direct plan-Growth option	258.06	-
- (-) (19,96,694)	ICICI Prudential Regular Saving Fund	-	-
12,72,414 (12,72,414)	(12,72,414) ICICI Prudential MIP 25 Growth option	501.16	464.48
- (14,15,274)	(14,15,274) Reliance Regular Saving Fund - Debt Plan - Growth option	-	320.65
57,73,755 (57,73,755)	(52,38,053) Reliance Monthly Income Plan - Growth option	2,364.96	2,228.30
		3,388.35	3,474.85
			2,929.09
Fixed Maturity Plans :			
Number of units			
- (-) (30,00,000)	HDFC FMP (1175D January--2014-1) - Series-29-Growth option	-	-
- (-) (20,00,000)	HDFC FMP (1100D April-2014-1)	-	-
10,00,000 (10,00,000)	(10,00,000) HDFC FMP (1161D Feb-2016-1) - Regular Plan-Growth option	122.76	113.14
20,00,000 (20,00,000)	(20,00,000) HDFC FMP (1161D Feb-2016-1) - Direct plan-Growth option	248.74	227.78
40,00,000 (40,00,000)	(40,00,000) HDFC FMP (1140D Mar-2016-1) - Regular Plan-Growth option	485.04	447.58
50,00,000 (50,00,000)	(-) HDFC FMP (1153D Apr-2016-1) - Direct plan-Growth option	601.65	552.63
40,00,000 (40,00,000)	(-) HDFC FMP (1178D Feb-2017-1) - Direct plan-Growth option-Series-37	438.73	404.29
20,00,000 (-)	(-) HDFC FMP (1166D May-2017-1) - Direct plan-Growth option-Series-38	214.21	-
40,00,000 (40,00,000)	(-) HDFC FMP (1188D Mar-2017-1) - Direct plan-Growth option-Series-38	434.14	400.53
- (-) (20,00,000)	Reliance Fixed Horizon Fund - XXVI-Series-16-Growth option	-	-
- (30,00,000)	(-) Reliance Fixed Horizon Fund - XXVI-Series-1-Growth option	-	397.70
30,00,000 (-)	(-) Reliance Fixed Horizon Fund - XXVI-Series-6-Growth option	314.57	-
- (17,57,016)	(-) Reliance Fixed Horizon Fund-XXVI - Series-14-Growth option	-	230.45
- (20,00,000)	(-) Reliance Fixed Horizon Fund-XXVI - Series-23-Growth option	-	258.46
10,00,000 (10,00,000)	(-) Reliance Fixed Horizon Fund - XXXIII-Series-5	108.20	100.00
		2,968.03	3,132.55
		6,356.37	6,607.40
		8,054.35	8,731.61
			1,564.04
			4,493.12
	Total		6,818.71
Aggregate amount of quoted investments		1,697.98	2,124.20
Aggregate market value of quoted investments		1,891.60	2,299.90
Aggregate amount of Un quoted investments		6,356.37	6,607.40
			4,493.12

5 OTHER NON-CURRENT FINANCIAL ASSETS

Deposits	2.45	2.50	35.37
Total	2.45	2.50	35.37

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	As at	As at	As at
	31 March 2018	31 March 2017	1 April 2016
	₹	₹	₹
6 OTHER NON-CURRENT ASSETS			
Capital Advances	3.79	-	-
Total	3.79	-	-

7 INVENTORIES			
Raw Materials	1,308.27	1,692.22	989.90
Work-in-progress	270.60	338.49	347.37
Finished goods	108.30	106.86	69.22
Stores and spares	315.80	299.50	294.97
Total	2,002.96	2,437.06	1,701.47

8 CURRENT INVESTMENTS			
Investments measured at amortised cost			
In Preference Shares (Quoted, fully paid up)			
Number of units			
- (2,00,000)	(-) 8.4 %-L&T Finance Holding Ltd.-CRPS	-	201.38
1,92,790	(-) 9 %-L&T Finance Holding Ltd.-CRPS	214.46	-
		214.46	201.38
Investments measured at Fair Value through Profit & Loss			
In mutual funds (Un Quoted, fully paid up)			
Fixed Maturity Plans :			
Number of units			
- (-) (20,00,000)	HDFC FMP (370D October 2013-1) - Regular-Growth Plan	-	-
- (30,00,000)	(-) HDFC FMP (1175D Jan-2014-1) - Regular-Growth Plan	-	408.20
- (20,00,000)	(-) HDFC FMP (1100D Apr-2014-1) - Regular-Growth Plan	-	256.88
- (-) (10,00,000)	ICICI Prudential Fixed Maturity Plan - Series-70-368 Days	-	-
- (20,00,000)	(20,00,000) ICICI Prudential Fixed Maturity Plan - Series-72-823 Days Plan-H	-	267.32
- (-) (15,00,000)	L & T Fixed Maturity Plan-E - Series-9-Growth Plan	-	-
- (-) (20,00,000)	L & T FMP - VII (April 1124 Days)	-	-
- (-) (30,00,000)	Reliance Fixed Horizon Fund-XXVI - Series-1-Growth Plan	-	-
17,57,016	(-) (17,57,016) Reliance Fixed Horizon Fund-XXVI - Series-14-Growth Plan	248.24	-
20,00,000	(-) (20,00,000) Reliance Fixed Horizon Fund-XXVI - Series-23-Growth Plan	278.22	-
30,00,000	(-) (-) Reliance Fixed Horizon Fund-XXVI - Series-1-Growth Plan	431.18	-
- (20,00,000)	(-) Reliance Fixed Horizon Fund-XXVI - Series-16-Growth Plan	-	260.01
		957.64	1,192.41
Liquid mutual funds :			
Number of units			
62,133	(28,208) (40,815) HDFC CMF Saving Plan - Daily Dividend Reinvestment	660.87	300.03
		660.87	300.03
		1,618.51	1,492.44
Total		1,832.98	1,693.82
Aggregate amount of quoted investments		214.46	201.38
Aggregate market value of quoted investments		193.76	200.00
Aggregate amount of Un quoted investments		1,618.52	1,492.44

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	As at 31 March 2018 ₹	As at 31 March 2017 ₹	As at 1 April 2016 ₹
9 TRADE RECEIVABLES			
Unsecured, considered good Trade Receivables	1,945.32	1,627.45	1,612.72
Total	1,945.32	1,627.45	1,612.72
10 CASH AND CASH EQUIVALENTS			
Balances with Banks In Current Accounts Cash on hand	316.47 1.20	164.91 0.52	160.79 1.05
Total	317.67	165.43	161.84
11 OTHER BANK BALANCES			
Earmarked Balances with Bank - In Dividend Accounts	134.84	157.87	136.94
Total	134.84	157.87	136.94
12 LOANS			
Security deposits	65.07	72.50	62.61
Total	65.07	72.50	62.61
13 OTHER FINANCIAL ASSETS			
Other Short-term advances Insurance Claim Receivable Less: Provision for Impairment Interest accrued on deposits Interest accrued on Non-current Investments-Bonds	2.71 - - 3.80 58.90	3.62 6.28 (6.28) 4.37 59.14	2.51 6.28 (6.28) 5.07 46.30
Total	65.41	67.13	53.88
14 CURRENT TAX ASSETS (Net)			
Current taxation (Net of provisions) Total	-	-	104.19
15 OTHER CURRENT ASSETS			
Prepaid Expenses Balances with Government authorities Advances to Suppliers	25.94 144.06 5.52	25.00 48.33 0.12	25.20 55.01 1.05
Total	175.52	73.45	81.26

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018
16 SHARE CAPITAL

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Nos	Amount ₹	Nos	Amount ₹	Nos	Amount ₹
AUTHORISED						
Equity Shares of ₹ 5/- each	2,40,00,000	1,200.00	2,40,00,000	1,200.00	2,40,00,000	1,200.00
Total	2,40,00,000	1,200.00	2,40,00,000	1,200.00	2,40,00,000	1,200.00
ISSUED, SUBSCRIBED AND PAID UP						
Equity Shares of ₹ 5/- each fully paid up	1,38,18,616	690.93	1,46,98,616	734.93	1,46,98,616	734.93
Total	1,38,18,616	690.93	1,46,98,616	734.93	1,46,98,616	734.93

a) Details of shares held by each shareholder holding more than 5% shares:

Name of Shareholders	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
1) Manhar G. Gandhi	21,99,141	15.91	23,39,870	15.92	23,39,870	15.92
2) Bhupatrai G. Gandhi	20,55,205	14.87	21,88,651	14.89	21,88,651	14.89
3) Jayesh M. Gandhi	10,99,796	7.96	11,67,466	7.94	11,67,466	7.94
4) Manoj B. Gandhi	10,33,260	7.48	10,97,168	7.46	10,97,168	7.46
5) Bharti M. Gandhi	7,39,022	5.35	7,83,776	5.33	7,83,776	5.33

b) Reconciliation of number of shares

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
	No. of Shares	No. of Shares	No. of Shares
Shares at the beginning	1,46,98,616	1,46,98,616	1,46,98,616
Less: Buy back of shares	(8,80,000)	-	-
Shares at the end	1,38,18,616	1,46,98,616	1,46,98,616

c) Rights, preferences and restrictions attached to equity shares :

The Company has one class of equity shares having a par value of ₹ 5/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018
17 OTHER EQUITY

Particulars	As at 31 March 2018 ₹	As at 31 March 2017 ₹	As at 1 April 2016 ₹
CAPITAL RESERVE			
Surplus on Reissue of Forfeited Shares			
Balance as per last Balance Sheet	5.39	5.39	5.39
Closing balance	5.39	5.39	5.39
CAPITAL REDEMPTION RESERVE			
Balance as per last Balance Sheet	209.99	209.99	209.99
Add : Additions during the year	44.00	-	-
Closing balance	253.99	209.99	209.99
GENERAL RESERVE			
Balance as per last Balance Sheet	3,000.00	3,000.00	3,000.00
Less : Transferred to Capital Redemption Reserve	19.00	-	-
Premium paid on Buy Back of Shares	2,981.00	-	-
Closing balance	-	3,000.00	3,000.00
RETAINED EARNINGS			
Balances as at the beginning of the Year	14,813.69	13,327.53	13,327.53
Add : Profit for the year	3,356.51	3,080.63	-
Other Comprehensive Income for the year	2.84	(2.29)	-
Less : Interim dividend on Equity shares	-	1,322.88	-
Tax on Dividend	-	269.31	-
Less : Transferred to Capital Redemption Reserve	25.00	-	-
Premium paid on Buy Back of Shares	1,375.00	-	-
Closing balance	16,773.04	14,813.69	13,327.53
Total	17,032.43	18,029.08	16,542.92

17.1 The Company concluded the buy back of 8,80,000 equity shares of ₹ 5/- each (representing 5.99% of total pre buy-back paid up Equity Capital) from the shareholders on proportionate basis by way of a tender offer at a price of ₹ 500 per equity share for an aggregate amount of ₹ 44 Crores in accordance with the provisions of the Companies Act, 2013 and the SEBI (Buy Back of Securities) Regulations, 1998. The process of buyback was completed on 27 March 2018 (except extinguishment of shares, which was completed on 2 April 2018), the effect for which is given in the Financial Statement for the year ended 31 March 2018. Consequent to the Buy-Back, Share Capital, General Reserves and Retained Earnings were reduced by ₹ 44 Lakhs, ₹ 2981 Lakhs and ₹ 1375 lakhs respectively.

17.2 Description of the nature and purpose of each reserve within equity is as follows:
a) Capital Reserve

It represents the gains of capital nature on forfeiture of shares.

b) Capital Redemption Reserve

It represents reserve created during buy back of Equity Shares and it is a non-distributable reserve.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018
c) General Reserve

The General Reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed/utilised by the Company in accordance with the Companies Act, 2013.

d) Retained Earnings

Retained earnings are the profits that the Company has earned till date and is net of amount transferred to other reserves such as general reserves etc., amount distributed as dividend and adjustments on account of transition to Ind AS.

Particulars	As at	As at	As at
	31 March 2018	31 March 2017	1 April 2016
	₹	₹	₹
18 NON-CURRENT PROVISIONS			
Provision for employee benefits	306.81	290.00	280.00
Total	306.81	290.00	280.00

19 DEFERRED TAX LIABILITIES (Net)			
The movement on the Deferred Tax Account as follows :			
At the start of the year	933.78	949.80	
Charge/(Credit) to the Statement of Profit and Loss	(127.97)	(16.02)	
At the end of the year	805.82	933.78	949.80
Component of Deferred Tax Liabilities / (Assets) :			
Depreciation on Property, Plant and Equipment	724.77	846.06	839.94
Fair Valuation of Mutual Funds	183.07	191.99	208.28
Provision for Gratuity	(89.34)	(100.37)	(96.91)
Provision for Leave Encashment	(3.69)	(2.40)	-
Provision for Sales Returns	(8.99)	(1.50)	(1.50)
Total	805.82	933.78	949.80

20 TRADE PAYABLES			
Micro, Small and Medium Enterprises	16.49	0.06	4.36
Others	145.87	88.14	90.61
Total	162.35	88.20	94.97
There are amount outstanding to Micro, Small and Medium Enterprises as at 31 March 2018 and no amount were over due during the year for which disclosure requirements under Micro, Small and Medium Enterprises Development Act., 2006 are applicable			

21 OTHER CURRENT FINANCIAL LIABILITIES			
Due to Directors	182.00	88.00	22.00
Deposits from Customers	3.00	3.00	3.00
Payable on purchase of property, plant and equipment	4.61	10.83	10.01
Unpaid dividends *	134.84	157.87	136.94
Other liabilities	50.84	48.92	89.31
Total	375.28	308.62	261.27
* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund			

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	As at	As at	As at
	31 March 2018	31 March 2017	1 April 2016
	₹	₹	₹
22 OTHER CURRENT LIABILITIES			
Advances from Customers	53.81	41.46	44.75
Statutory Remittances	183.22	52.41	38.61
Total	237.03	93.86	83.36

23 CURRENT PROVISIONS			
For Employee Benefits Plan	27.12	22.07	20.89
Other Provisions	30.89	4.35	4.35
Total	58.01	26.42	25.24

24 CURRENT TAX LIABILITIES (Net)			
Current Taxation (Net of payments)	70.84	175.02	-
Less : MAT credit utilised (Refer Note below)	-	(130.61)	-
Total	70.84	44.42	-

Note :

The Company did not recognize MAT credit in the earlier year based on prudence. However, considering the profits the Company has recognized and also utilized the MAT credit in the previous year.

Particulars	31 March 2018	31 March 2017
	₹	₹
25 REVENUE FROM OPERATIONS		
Sale of products (Including Excise Duty)		
Manufactured Goods	11,171.84	10,286.85
Wind Power sold	180.08	204.31
	11,351.92	10,491.16
Other Operating Revenue		
Export Benefits	1.98	0.91
Wind Power, captively consumed	216.86	244.22
Job work charges	19.53	20.73
Sale of scrap	136.44	151.76
	374.81	417.62
Total	11,726.73	10,908.78

26 OTHER INCOME		
Interest Income		
Non-Current Investments	140.33	140.50
Others	4.27	4.98
	144.59	145.48
Dividend Income	135.56	112.97
Other Non operating Income :		
Exchange gain / (loss) on foreign currency	4.02	1.01
Gain on sale of Non-current Investments	45.03	52.26
Net Gain on measuring investments in Mutual Fund at FVTPL	486.58	634.23
Others	8.72	9.76
Total	824.49	955.71

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	31 March 2018 ₹	31 March 2017 ₹
27 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Inventories at close		
Finished Goods	108.30	103.82
Work-in-progress	270.60	338.49
	378.90	442.31
Inventories at commencement		
Finished Goods	106.86	66.19
Work-in-progress	338.49	347.37
	445.35	413.56
Total	66.45	(28.75)

28 EMPLOYEE BENEFITS EXPENSE		
Salaries and Wages	745.41	645.93
Contributions to Provident and Other Funds	46.79	46.79
Gratuity	25.51	14.77
Staff Welfare Expense	16.36	15.71
Total	834.06	723.19

29 OTHER EXPENSES		
Stores, Spares and Packing Materials consumed	461.87	528.88
Power and Fuel	1,197.96	1,234.64
Labour Charges	416.27	416.73
Factory Expenses	12.42	21.47
Repairs and Maintenance - Plant and Machinery	131.92	88.60
Repairs and Maintenance - Building	33.33	33.71
Repairs and Maintenance - Others	6.84	4.56
Insurance	27.01	25.51
Wind Mill Operating Expenses	94.32	85.46
Inward Freight	1.29	2.37
Rates & Taxes	10.53	6.37
Electricity Charges	2.05	2.41
Printing and Stationery	5.70	4.53
Communication Expenses	7.75	5.90
Travelling Expenses - Directors	7.34	1.90
Travelling Expenses - Others	6.47	7.36
Security Charges	25.83	25.92
Professional Charges	74.56	34.93
Directors' Sitting Fees	7.42	4.25
Advertising and sales Promotion Expenses	19.38	3.40
Outward Freight	9.45	15.99
Commission on Sales	7.99	8.55
Bank charges and commission	1.88	1.81
Increase / (decrease) of excise duty on inventory	(15.51)	3.72
Donation	0.15	-
CSR Expenses	101.62	-
Payments to auditors	5.75	7.10

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	31 March 2018 ₹	31 March 2017 ₹
Net Loss on sale of Property Plant and Equipment	1.66	0.59
Assets Discards / written off	-	36.44
Other Expenses	69.49	37.91
Total	2,732.74	2,650.99

29.1 Auditors' Remuneration *		
As auditors		
(i) Statutory audit fees	5.50	4.06
(ii) Tax audit fees	-	2.03
(iii) Taxation matters	-	1.02
(iv) For other Services	0.25	-
* Excluding Service Tax		
Total	5.75	7.10

30 DISCLOSURE PURSUANT TO IND AS 12 ON "INCOME TAXES"		
A Components of Tax Expense/(Income)		
a) Profit or Loss Section		
i) Current Tax		
Tax Expense for the year	1,350.00	966.00
MAT credit recognised	-	(130.61)
Adjustment recognised of prior periods	(29.96)	(94.08)
ii) Deferred tax	(129.13)	(14.81)
Income Tax Expense reported in the Statement of Profit or Loss	1,190.91	726.50
b) Other Comprehensive Income Section		
Net loss/(gain) on remeasurements of defined benefit plan	1.16	1.21
Income Tax Expense reported in Other Comprehensive Income	1.16	1.21

B Reconciliation of Income Tax Expense/(Income) and Accounting Profit multiplied by domestic tax rate applicable in India		
Profit before tax	4,547.42	3,807.13
Corporate tax rate as per Income Tax Act, 1961	34.608%	34.608%
Tax on Accounting Profit	1,573.77	1,317.57
Tax effect of :		
Exempted income and Chapter VI A Deduction	(447.07)	(530.31)
Expenses disallowed	187.69	177.10
Tax effect which is chargeable at different rate	10.24	1.08
Others	25.38	0.56
Tax expenses relating to prior year	(29.96)	(94.08)
MAT credit availed	-	(130.61)
Current Tax Provision (A)	1,320.04	741.31
Deferred Tax Liability recognised	(130.21)	(10.16)
Deferred Tax Asset recognised	1.08	(4.65)
Deferred tax Provision (B)	(129.13)	(14.81)
Tax expense recognised during the year (A+B)	1,190.91	726.50
Effective tax rate	26.19%	19.08%

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	As at 31 March 2018 ₹	As at 31 March 2017 ₹	As at 1 April 2016 ₹
31 CONTINGENT LIABILITIES AND COMMITMENTS			
A Contingent Liabilities			
a) Claims against the Company not acknowledged as debt :			
i) Excise / Service Tax matters under disputes	167.69	167.69	197.46
ii) Sales Tax demand under disputes	25.23	25.23	25.23
b) Counter Guarantees given by the Company to the bankers for Bank Guarantees	85.00	85.00	85.00
B Commitments			
Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for on Tangible assets.	24.97	Nil	Nil

32 EMPLOYEE BENEFITS

As required by Ind AS 19 'Employee Benefits' the disclosures are as under :

a) Defined Contribution Plans

Company offers its employees defined contribution plans in the form of Provident Fund (PF) and Employees' Pension Scheme (EPS) with the government, and certain state plans such as Employees' State Insurance (ESI). PF and EPS cover substantially all regular employees and the ESI covers certain employees. Contributions are made to the Government's funds. While both the employees and Company pay predetermined contributions into the Provident Fund and the ESI Scheme, contributions into the Pension fund is made only by Company. The contributions are normally based on a certain proportion of the employee's salary. During the year, Company has recognised the following amounts in the Accounts :

Particulars	31 March 2018 ₹	31 March 2017 ₹
Provident Fund and Employee's Pension Scheme	46.52	46.62
Employees State Insurance	0.27	0.17

b) Defined Benefit Plans

Gratuity : Company makes annual contributions to Employees' Group Gratuity-cum Life Assurance (Cash Accumulation) Scheme of LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment to vested employees as under :

On normal retirement / early retirement / withdrawal / resignation :

As per the provisions of Payments of Gratuity Act, 1972 with vesting period of 10 years of service.

On the death in service :

As per the provisions of Payments of Gratuity Act, 1972 without any vesting period.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018
Death Benefit :

Company provides for death benefit, a defined benefit plan (death benefit plan) to certain categories of employees. The death benefit plan provides a lump sum payment to vested employees on death being compensation received from the insurance company and restricted to limits set forth in the said plan. The death benefit plan is non-funded.

c) Disclosures for defined benefit plans based on actuarial reports as on 31 March 2018

Particulars	As at 31 March 2018		As at 31 March 2017	
	Gratuity Funded ₹	Gratuity Non Funded ₹	Gratuity Funded ₹	Gratuity Non Funded ₹
I) Changes in Defined Benefit Obligation :				
Opening defined benefit obligation	76.01	290.00	68.84	280.00
Current service cost	5.05	9.85	4.64	-
Past service cost	0.59	-	-	-
Interest cost	4.46	9.79	4.73	10.08
Actuarial loss/ (gain)	7.92	20.54	-	-
Changes in financial assumptions	-	-	-	-
Experience adjustments	0.81	(32.15)	4.29	(0.08)
Benefit (paid)	(6.30)	-	(6.49)	-
Closing defined benefit obligation	88.54	298.03	76.01	290.00
(ii) Changes in Value of Plan Assets :				
Opening value of plan assets	74.14	-	67.75	-
Expenses deducted from fund	-	-	-	-
Adjustment to the opening fund	-	-	-	-
Interest Income	4.50	-	4.83	-
Return on plan assets excluding amount included - in interest income	1.13	-	0.87	-
Contributions by employer	6.29	-	7.17	-
Benefits Paid	(6.30)	-	(6.49)	-
Closing value of plan assets	79.76	-	74.14	-
(iii) Amount recognised in the Balance Sheet :				
Present value of funded obligations as at the year end	88.54	298.03	76.01	290.00
Fair value of plan assets as at year end	79.76	-	74.14	-
Net (Asset)/Liability recognised as at the year end	8.78	298.03	1.87	290.00
(iv) Expenses recognised in the Statement of Profit and Loss :				
Current service cost	5.05	9.85	4.64	-
Past service cost	0.59	-	-	-
Net Interest cost	(0.04)	9.79	(0.10)	10.08
Expenses deducted from the fund	-	-	-	-
Adjustment to the opening fund	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	As at 31 March 2018		As at 31 March 2017	
	Gratuity Funded	Gratuity Non Funded	Gratuity Funded	Gratuity Non Funded
	₹	₹	₹	₹
Expenses recognised in the Statement of Other Comprehensive Income	-	-	-	-
Net actuarial loss/(gain) recognized in the current year	-	-	-	-
Changes in financial assumptions	-	-	-	-
Experience adjustments	0.81	(32.15)	4.29	(0.08)
Return on plan assets excluding amount included in interest income	(1.13)	-	(0.87)	-
(v) Asset information Others - Policy of Insurance	100%	-	100%	-
(vi) Principal actuarial assumptions used Mortality Table (LIC Administered Trust)	Indian Assured Lives Mortality (2006-08) Ult Table		Indian Assured Lives Mortality (2006-08) Ult Table	
Retirement Age	58 Years		58 Years	
Discount rate (p.a)	7.65%		6.75%	
Salary growth rate (p.a)	7.50%		5.00%	

d) Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	31 March 2018		31 March 2017	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	-2.89%	3.05%	-2.85%	3.01%
Salary growth rate (0.5% movement)	3.04%	-2.91%	3.04%	-2.91%

Although the analysis does not take into account full distribution of cash flows expected under the plan, it does provide an approximation of sensitivity of assumptions. The estimated of future increase in compensation levels, considered in the actuarial valuation, have been taken on account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

The expected contributions for Defined Benefit plan for the next financial year will be in line with FY 2017-18.

e) Leave Encashment:

Company's employees are entitled for compensated absences which are allowed to be accumulated and encashed as per Company's rule. The liability of compensated absences, which is non-funded, has been provided based on report of independent actuary using "Projected Unit Credit Method".

Accordingly ₹12.66 Lakhs (Previous Year ₹6.93 Lakhs) being liability as at the year - end for compensated absences as per actuarial valuation has been provided in the accounts.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**33 SEGMENT REPORTING**

Operating Segment are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Company to make decisions for performance assessment and resource allocation. Accordingly, the Company operates in manufacturing of Steel Tubes / Nuts and generation of Wind Power. However, the operating segment in respect of Nuts and generation of Wind Power do not meet the quantitative thresholds for disclosure under Ind AS 108 "Operating Segments" and hence aggregated.

34 EVENTS AFTER THE REPORTING PERIOD

The Board of Directors have recommended dividend of ₹ 9.00 (180%) for equity share for the financial year ended 31 March 2018. The dividend is subject to the approval by the shareholders in the ensuing Annual General Meeting of the Company and therefore, has not been recognized as a liability as at the Balance Sheet date in line with Ind AS 10 on "Events after reporting period"

35 EARNING PER SHARE

Particulars	31 March 2018 ₹	31 March 2017 ₹
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	3,356.51	3,080.63
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	1,46,88,972	1,46,98,616
Add: Weighted Average Potential Equity Shares	-	-
Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	1,46,88,972	1,46,98,616
Face Value per Equity Share	5.00	5.00
Basic & Diluted Earnings per Share	22.85	20.96

36 DISCLOSURES OF TRANSACTIONS WITH RELATED PARTIES REQUIRED UNDER IND AS 24 ON "RELATED PARTY DISCLOSURES"**Key Managerial Personnel (KMP)**

Chairman and Managing Director - Mr. Manhar G. Gandhi
 Joint Managing Director - Mr. Bhupatrai G. Gandhi

Relative of KMP

Director - Mr. Jayesh M. Gandhi

Entities over which KMP / Relative of KMP have control

Jaishri Engineering Co. Pvt. Ltd.
 Randeep Exports

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

36 DISCLOSURES OF TRANSACTIONS WITH RELATED PARTIES REQUIRED UNDER IND AS 24 ON “RELATED PARTY DISCLOSURES”

Transactions (In Aggregate) with Related Parties

Particulars	31 March 2018 ₹	31 March 2017 ₹
Sales :		
Jaishri Engineering Co. Pvt. Ltd.	210.79	206.81
Randeep Exports	3.35	9.66
Job Work Charges received		
Jaishri Engineering Co. Pvt. Ltd.	21.70	20.73
Short-term employee benefits (Remuneration) *		
Manhar G. Gandhi	211.00	164.00
Bhupatrai G. Gandhi	211.00	164.00
* Excluding Provision for Gratuity and Contribution to Provident Fund.		
Sitting Fees :		
Jayesh M. Gandhi	1.53	0.90

Outstanding Balances with Related Parties:

Particulars	As at 31 March 2018 ₹	As at 31 March 2017 ₹	As at 1 April 2016 ₹
Remuneration Payable :			
(i) Manhar G. Gandhi	91.00	44.00	11.00
(ii) Bhupatrai G. Gandhi	91.00	44.00	11.00

Notes :

Related parties relationship is as identified by the Company on the basis of information available with them and accepted by the Auditors.

The Sales to / Job work charges received from related parties are at arms length price. The outstanding balances represents remuneration payable as on date.

37 OPERATING LEASE

The Company has taken land for installing wind mills under cancellable operating lease for 15 years which is renewable for further 15 years

Lease Rent of ₹1.42 Lakhs (Previous year of ₹1.63 Lakhs) has been recognised in the statement of Profit and Loss for the year ended 31 March 2018 under the head Windmill operating Expenses under Other Expenses Note No. 29.

38 CONTRIBUTION TOWARDS CORPORATE SOCIAL RESPONSIBILITY (CSR)

The particulars of CSR expenditure are as follows :

- a) Gross amount required to be spent by the Company as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is ₹56.77 Lakhs (Previous year ₹51.42 Lakhs)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

- b) Amount spend during the year and debited to Statement of Profit and Loss ₹101.62 Lakhs (Previous year ₹ Nil) Out of note (b) above, ₹100 Lakhs is spent through Shri Vinay Vihar kelwani Mandal for Old Age Home and ₹1.62 Lakhs is spent through HDFC Charity Fund for Cancer Cure.

39 CAPITAL MANAGEMENT

For the purpose of the Company's Capital Management, Capital includes issued Equity Capital and all Other Reserves (including Capital Redemption Reserve created during the year on buy back of Equity shares) attributable to the Equity shareholders of the Company. The Primary objective of the Company's Capital Management is to maximise the shareholders' value. The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value.

40 FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT**A Fair value measurements****i) Fair value of financial assets and liabilities that are measured at fair value on a recurring basis**

Fair value of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date.

Valuation

The Fair values of investments in units of mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at the Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

The Fair values of investments in Bonds and Preference Shares which are quoted, are based on the quoted price of those bonds on the measurement date.

Fair Value measurement hierarchy

The fair value of financial instruments as referred below have been classified into three categories depending on the method used in the valuation technique.

The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and input used)

Particulars	Fair Value			Fair Value Hierarchy	Valuation technique(s) and key input(s)
	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016		
Investments in				Level 1	Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price. The mutual funds are valued using the closing NAV.
- Long Term Mutual Funds	3,388.35	3,474.85	2,929.09		
- Fixed Maturity Plans	3,925.67	4,324.96	3,431.98		
- Liquid Mutual Funds	660.87	300.03	434.12		

ii) Financial Instruments measured at amortised cost :

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair value since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

B Financial Risk Management and Policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The risk management policy is approved by the Company's Board. The Company's principal financial liabilities comprise of trade and other payables. These financial liabilities form part of the Company's working capital. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations and investments. The Company is exposed to market risk, credit risk, liquidity risk, etc. The objective of the Company's financing policy are to secure solvency, limit financial risks and optimise the cost of capital, if any. The Company's capital structure is managed using only equity as part of the Company's financial planning.

Company has exposure to following risk arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

a) Credit Risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, investments in units of mutual funds, other balances with banks, deposits and other receivables.

i) Trade Receivable

Customer credit risk managed by Company's established policy, procedure and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

ii) Financial instruments

The Company limits its exposure to credit risk by investing mainly in units of debt funds issued by mutual funds and that too have higher credit rating. The Company monitors changes in credit risk by tracking published external credit ranking.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

b) Liquidity risk

Liquidity risk is the risk that Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. Company’s objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. Company closely monitors its liquidity position and deploys a robust cash management system. Working capital requirements are adequately addressed by internally generated funds. Trade receivables are kept within manageable levels. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirements.

The Company aims to maintain the level of its cash and cash equivalents and other highly marketable debt investments at an amount in excess of expected cash outflows on financial liabilities. The ratio of cash and cash equivalents and other investments to outflow is 4.00 times as at 31 March 2018, 4.68 times as at 31 March 2017 and 6.92 times as at 01 April 2016.

The maturity of all financial liabilities of the Company is less than one year or on demand.

c) Market Risk

“Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments. The Company does not have any loan or borrowing. The Company has designed risk management frame work to control various risks effectively to achieve the business objectives. This includes identification of risk, its assessment, control and monitoring at timely intervals.”

C Foreign Currency Risk:

The Company is subject to the risk that changes in foreign currency values impact the exports and other payables. The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar.

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Amount in Foreign currency	Amounts in ₹	Amount in Foreign currency	Amounts in ₹	Amount in Foreign currency	Amounts in ₹
Payable/ Receivable USD	8,037	5.23	-	-	22,000	14.61

Foreign currency sensitivity:

The following table demonstrates the sensitivity to a 1% increase/decrease in foreign currencies exchange rates, with all other variables held constant 1% increase or decrease in foreign exchange rate will have the following impact on before profit before tax

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	₹		₹		₹	
	1% increase	1% decrease	1% increase	1% decrease	1% increase	1% decrease
Impact on Profit and Loss	0.05	(0.05)	-	-	0.15	(0.15)
Impact on Equity	0.03	(0.03)	-	-	0.10	(0.10)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

41 RECONCILIATION BETWEEN PREVIOUS GAAP TO IND AS

A Reconciliation of Balance Sheet as previously reported under previous GAAP to Ind AS as at 31 March 2017 and 1 April 2016

Particulars	As at 31 March 2017			As at 1 April 2016		
	Previous GAAP	Effect of transition to Ind AS	As per Ind AS Balance Sheet	Previous GAAP	Effect of transition to Ind AS	As per Ind AS Balance Sheet
	₹	₹	₹	₹	₹	₹
ASSETS						
Non current Assets						
(a) Property, Plant and Equipment	5,519.80	-	5,519.80	5,898.94	-	5,898.94
(b) Other Intangible Assets	0.69	-	0.69	2.48	-	2.48
(c) Financial Assets						
i) Investments	7,978.70	752.91	8,731.61	6,204.38	614.33	6,818.71
ii) Other Financial Assets	65.11	(62.61)	2.50	202.17	(166.80)	35.37
Total Non Current Assets	13,564.30	690.30	14,254.60	12,307.98	447.53	12,755.51
Current Assets						
(a) Inventories	2,434.03	3.03	2,437.06	1,698.43	3.04	1,701.47
(b) Financial Assets						
i) Investments	1,401.42	292.41	1,693.82	1,959.83	342.25	2,302.07
ii) Trade receivables	1,627.45	-	1,627.45	1,612.72	-	1,612.72
iii) Cash and cash equivalents	323.30	(157.87)	165.43	298.79	(136.94)	161.84
iv) Other bank balances	-	157.87	157.87	-	136.94	136.94
v) Loans	-	72.50	72.50	-	62.61	62.61
vi) Other Financial Assets	93.23	(26.10)	67.13	90.04	(36.16)	53.88
(c) Current Tax Assets (Net)	-	-	-	-	104.19	104.19
(d) Other Current Assets	63.51	9.94	73.45	51.38	29.88	81.26
Total Current Assets	5,942.94	351.77	6,294.71	5,711.18	505.80	6,216.98
TOTAL ASSETS	19,507.24	1,042.07	20,549.31	18,019.16	953.33	18,972.49
EQUITY AND LIABILITIES						
Equity						
(a) Equity Share capital	734.93	-	734.93	734.93	-	734.93
(b) Other Equity	17,183.72	845.36	18,029.08	15,801.80	741.12	16,542.92
Total Equity	17,918.65	845.36	18,764.01	16,536.73	741.12	17,277.85
Liabilities						
Non Current Liabilities						
(a) Provisions	290.00	-	290.00	280.00	-	280.00
(b) Deferred Tax Liabilities (Net)	743.30	190.49	933.78	743.03	206.78	949.80
Total Non- Current Liabilities	1,033.30	190.49	1,223.78	1,023.03	206.78	1,229.80
Current Liabilities						
(a) Financial Liabilities						
i) Trade payables	88.20	-	88.20	94.97	-	94.97

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	As at 31 March 2017			As at 1 April 2016		
	Previous GAAP	Effect of transition to Ind AS	As per Ind AS Balance Sheet	Previous GAAP	Effect of transition to Ind AS	As per Ind AS Balance Sheet
	₹	₹	₹	₹	₹	₹
ii) Other financial liabilities	-	308.62	308.62	-	261.27	261.27
(b) Other current liabilities	402.48	(308.62)	93.86	344.63	(261.27)	83.36
(c) Provisions	64.62	(38.20)	26.42	19.81	5.44	25.24
(d) Current Tax Liabilities (Net)	-	44.42	44.42	-	-	-
Total Current Liabilities	555.29	6.22	561.51	459.40	5.44	464.84
Total Liabilities	1,588.59	196.71	1,785.30	1,482.43	212.21	1,694.64
TOTAL EQUITY AND LIABILITIES	19,507.24	1,042.07	20,549.31	18,019.16	953.33	18,972.49

B Reconciliation Statement of Profit and Loss as previously reported under previous GAAP to Ind AS for the year ended 31 March 2017 and 1 April 2016

Particulars	Previous GAAP	Effect of transition to Ind AS	As per Ind AS
	₹	₹	₹
INCOME			
Revenue from Operations	9,757.23	1,151.55	10,908.78
Other Income	866.97	88.74	955.71
Total Income	10,624.20	1,240.29	11,864.49
EXPENSES			
a) Cost of Material Consumed	3,114.73	-	3,114.73
b) Changes in Inventories of Finished Goods & Work-in-Progress	(28.75)	-	(28.75)
c) Excise duty on Sales	-	1,151.55	1,151.55
d) Employee Benefits Expenses	725.91	(2.71)	723.19
e) Depreciation and Amortization Expenses	445.64	-	445.64
f) Other Expenses	2,651.00	-	2,651.00
Total Expenses	6,908.52	1,148.84	8,057.36
Profit before Tax	3,715.68	91.45	3,807.13
Tax Expense			
a) Current Tax	741.31	-	741.31
b) Deferred Tax	0.27	(15.08)	(14.81)
Total Tax Expenses	741.58	(15.08)	726.50
Profit for the year	2,974.10	106.53	3,080.63
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss			
a) Remeasurement [gain/(loss)] of net defined benefit plan	-	(3.50)	(3.50)
b) Income tax on above	-	1.21	1.21
Total Other Comprehensive Income	-	(2.29)	(2.29)
Total Comprehensive Income for the year	2,974.10	104.24	3,078.34

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018
C Reconciliation of Equity for the previous period as reported under previous GAAP to as reported under Ind AS

Particulars	31 March 2017 ₹	1 April 2016 ₹
Equity as per previous GAAP	17,918.65	16,536.73
Adjustments :		
Recognition of Sales Return	(1.31)	(1.31)
Gain/(Loss) on measuring Investments in Mutual Fund at Fair Value through Profit and Loss	1,045.31	956.57
Expected life time credit loss	(6.28)	(6.28)
Impact of Provision for Gratuity	(1.87)	(1.09)
Deferred Tax	(190.49)	(206.78)
Total adjustments	845.36	741.12
Equity as per Ind AS	18,764.01	17,277.85

D Reconciliation of the Net profit between Previous GAAP to Ind AS for the Quarter and Year ended 31 March 2017

Particulars	31 March 2017 ₹
Net profit/ (Loss) for the Quarter & Year Ended 31 March 2017 under Previous GAAP	2,974.10
Add/(Less) : Adjustments in statement of Profit and Loss	
Adjustment due to change in Value of Investments :	
Realised	(545.49)
Unrealised	634.23
Impact of Provision for Gratuity	(0.79)
Actuarial Gain/ (Loss) of retirement benefits transferred to OCI	3.50
Taxes on account of above items	15.08
Net Profit under Ind AS	3,080.63
Other Comprehensive Income (Net of taxes)	(2.29)
Total Comprehensive Income	3,078.34

Notes to the Reconciliation
a) Accounting of Investment in accordance with IND AS 109:

The Company has measured certain Investments at fair value in accordance with IND AS 109. Accordingly value of Investments has been adjusted as follows while transition from previous GAAP to Ind AS

Particulars	As at 31 March 2017			As at 1 April 2016		
	Carrying amount under previous GAAP	Effect of transition to Ind AS	Carrying amount under as per IND AS	Carrying amount under previous GAAP	Effect of transition to Ind AS	Carrying amount under as per IND AS
	₹	₹	₹	₹	₹	₹
Non current Investment	7,978.70	752.91	8,731.61	6,204.38	614.33	6,818.71
Current Investment	1,401.42	292.41	1,693.82	1,959.83	342.25	2,302.07

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**b) Defined Benefit Plans**

Under previous GAAP, actuarial gains and losses in respect of gratuity were recognised in profit and loss. Under Ind AS, the actuarial gains and losses forming part of remeasurement of the net defined benefit liability/ asset, are recognised in the Other Comprehensive Income instead of profit or loss. The actuarial gains for the year ended 31st March 2017 were ₹3.50 Lakhs, with tax ₹1.21 Lakh This change does not effect total equity, but there is an decrease in profit after tax of ₹2.29 Lakhs in total profit of ₹3080.63 Lakhs for the year ended 31st March 2017.

c) Provision For Sales return

Revenue is recognised net of such provision for sales returns and consequently related cost of such goods is reflected in Inventories.

d) Insurance claim Receivables

The Company has recognised credit loss in respect of the Insurance claim receivables amounting to ₹6.28 Lakhs. Accordingly, the Total Equity balance was decreased to this extent as at 1 April 2016.

As per our attached report of even date For and on behalf of the Board of Directors

For Shashikant J. Shah & CO.

Chartered Accountants

Shashikant J. Shah

Partner

Membership No. 015905

Mumbai, May 28, 2018

M. G. GANDHI

(Chairman & Managing Director)

K. N. WARDEN

(Director)

BHAVI KORADIA

(Director)

B. G. GANDHI

(Joint Managing Director)

J. M. GANDHI

(Director)

SHOBHANA RAJAN VARTAK

(CFO)

D. S. SHAH

(Director)

D. B. SHAH

(Director)

JEEGEESHA G. SHROFF

(Company Secretary)

FORM MGT -11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]]

CIN: L27104MH1985PLC036004

Name of the company: Gandhi Special Tubes Limited

Registered Office: 201 -204, Plaza , 2nd Floor, 55 Hughes Road, next to Dharam Palace, Mumbai – 400 007

Tel No: +91-22-23634179; Email id: complianceofficer@gandhitubes.com; **Website:** www.gandhitubes.com

Name of the Member:
Registered Address:
E- mail Id:
Folio no./Client Id :
DP ID:

I/We, being the member (s) hold _____ Equity Shares of the above named Company, hereby appoint

1. Name:
Address:
E-mail id:
Signature _____ or failing him/her
2. Name:
Address:
E mail Id:
Signature _____ or failing him/her
3. Name:
Address:
E mail Id:
Signature _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Thirty Third Annual General Meeting of the Company, to be held on **Monday, 13th day of August, 2018 at 11.00 a.m.** at Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K.M Munshi Marg, Mumbai – 400 007 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

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, 2018.
2. To declare a Dividend on Equity Shares for the Financial Year ended March 31, 2018
3. To appoint Director in place of Mr. Bhupatrai Gandhi (DIN NO:00041273) who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of Shashikant J. Shah & Co. as Statutory Auditors .

SPECIAL BUSINESS

5. To re-appoint Shri Dhirajlal Shah as an Independent Director
6. To re-appoint Shri Kavas Warden as an Independent Director
7. To re-appoint Shri Dharmen Shah as an Independent Director
8. Ratification of remuneration payable to Shri Dakshesh Zaveri, Cost Accountant, appointed as Cost Auditors of the Company for FY 2018-19

Signed this _____ day of _____ 2018
Signature of the shareholder: _____
Signature of Proxy Holder(s) : _____

Affix ₹1/- Revenue Stamp here

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting i.e. by 11.00 a.m. on Saturday, August 11, 2018

**GANDHI SPECIAL TUBES LTD.
(CIN : L27104MH1985PLC036004)**

Regd. Office: 201-204 Plaza, 2nd Floor, 55 Hughes Road, Next to Dharam Palace, Mumbai – 400007,
Tel no:- 022 – 23634179, **E-mail id:** complianceofficer@gandhitubes.com, **Website:** www.gandhitubes.com

ATTENDANCE SLIP

**THIRTY THIRD ANNUAL GENERAL MEETING HELD ON
MONDAY, 13TH DAY OF AUGUST, 2018**

Regd. Folio No/ DP ID/Client ID

Name of the Member/Authorised

Representative.....

Name of the Proxy holder.....

Number of Shares held

I certify that I am a registered share holder/Authorised Representative / Proxy for the Registered Share holder of the Company.

I hereby record my presence at the THIRTY THIRD ANNUAL GENERAL MEETING of the Company at Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai – 400007 on **Monday, 13th day of August, 2018 at 11.00 a.m.**

.....
Member's /Authorised Representative's/ Proxy's
(Name in Block Letters)

.....
Member's /Authorised Representative's/ Proxy's

Note:

- 1. Only Member/Authorised Representative/Proxy holder can attend the Meeting.**
- 2. Member/Authorised Representative/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting**

DISCLOSURE FOR RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND OTHER DETAILS AS PER RULE 5(1) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel against the performance of the company are as under:

Sr. No	Name of the Director/KMP	Remuneration of Director/KMP for financial year 2017-18 (Amount in ₹)	Ratio of remuneration of each director to the median remuneration of employees. {5(1)(i)}	% increase in remuneration in the financial year 2017-18 {5(1)(ii)}	Comparison of the remuneration of the KMP against the performance of the company {5(1)(ix)}
1	Mr. Manhar G. Gandhi Chairman and Managing Director	2,11,00,000/-	69.62	28.66	Profit before tax increased by 19.45% and profit after tax increased by 8.96% in the financial year 2017-18.
2.	Mr. Bhupatrai G. Gandhi Director	2,11,00,000/-	69.62	28.66	
3	Mrs. Shobhana Rajan Vartak Chief Financial Officer	12,82,800/-	4.23	12.64	
4.	Ms. Jeegeesha Shroff Company Secretary	3,66,822/-	1.21	100.00*	

Notes:

*1) Ms. Jeegeesha Shroff was the Asst. Company Secretary as on 1st April, 2017 and was appointed as the Company Secretary & Compliance Officer with effect from 16th May, 2017 during the Financial Year 2017-18

2) In the financial year, there was an increase of 14.11% in the median remuneration of employees. {5(1) (iii)}

3) There were 84 permanent employees on the rolls of the Company as on 31st March, 2018. {5(1)(iv)}

4) Relationship between average increase in remuneration and company performance: - The Profit before Tax for the financial year ended March 31, 2018 increased by 19.45 % whereas the increase in median remuneration was 14.11%. {5(1) (v)}

5) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company. {5(1) (vi)}

The total remuneration of Key Managerial Personnel increased by 27.60% from ₹3.44 crore in 2016-17 to ₹4.38 crore in 2017-18 whereas the Profit before Tax increased by 19.45 % to ₹45.47 crore in 2017-18 (₹38.07 crore in 2016-17).

6) {5(1) (vii)} a) Variations in the market capitalization of the Company: The market capitalization as on March 31, 2018 was ₹503 crore (₹490 crore as on March 31, 2017).

b) Price Earnings ratio of the Company was 22.85 as at March 31, 2018 and 20.96 as at March 31, 2017.

c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year – Not Applicable

7) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2017-18 was 1.93 % and the increase in the managerial remuneration for the same Financial Year was 28.66 %. {5(1)(viii)}

8) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees. {5(1) (x)}

9) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable. {5(1) (xi)}

10) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees. {5(1) (xii)}

OUR ONGOING ACTIVITY UNDER CSR



**THANK YOU FOR PARTNERING WITH US
IN THE FIGHT AGAINST CANCER.**

GANDHI SPECIAL TUBES LTD.

**HDFC CHARITY FUND FOR
CANCER** *cure*
A close-ended scheme



If undelivered please return to :

**GANDHI SPECIAL TUBES LTD.
CIN : L27104MH1985PLC036004**

Registered office

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

Tel.: +91 22 23634179

Fax: +91 22 23634392

Website: www.gandhitubes.com