



Gandhi Special Tubes Ltd.

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

CIN.: L27104MH1985PLC036004



September 11, 2018

<p>Corporate Relationship Department</p> <p>BSE LIMITED 1st floor, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001.</p> <p>Scrip Code: 513108</p>	<p>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.</p> <p>Company Code : GANDHITUBE</p>
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Subject: Minutes of 33rd Annual General Meeting

Dear Sir/ Madam,

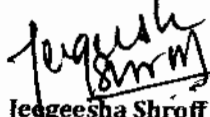
We are pleased to enclose the Minutes of the proceedings of 33rd Annual General Meeting of the Company held on Monday, August 13, 2018 at Kanji Khetsi Sabhagriha, Bhartiya Vidya Bhavan, K. M. Munshi Marg, Mumbai - 400007 at 11.00 a.m.

Kindly take the above document on your record.

Thanking you,

Yours Faithfully,

For GANDHI SPECIAL TUBES LTD



Jegeesha Shroff
Company Secretary & Compliance Officer
Membership No: A48091



HELD AT _____ ON _____ TIME _____

GANDHI SPECIAL TUBES LIMITED**33RD AGM HELD ON AUGUST 13, 2018**

MINUTES OF THE THIRTY THIRDDANNUAL GENERAL MEETING OF THE MEMBERS OF GANDHI SPECIAL TUBES LIMITED HELD ON MONDAY, AUGUST 13, 2018 FROM 11.00 A.M TO 11.45 A.M AT KANJI KHETSI SABHAGRIHA, BHARTIYA VIDYA BHAVAN, K. M. MUNSHI MARG, MUMBAI - 400007

PRESENT

Shri. M. G. Gandhi	-Chairman & Managing Director (Member)
Shri. B. G. Gandhi	-Joint Managing Director (Member)
Shri. D. S. Shah	-Independent Director & Chairman of Audit and Stakeholder Relationship Committee (Member)
Shri. K. N. Warden	-Independent Director (Member)
Shri. D. B. Shah	-Independent Director & Chairman of Nomination & Remuneration Committee
Shri. Jayesh M. Gandhi	-Director (Member)
Smt. Bhavi Jatin Koradia	-Independent Director

There were 39 Members present in person including 3 Authorized Representatives and 1 member by Proxy as per the Attendance Register and Proxy Slips

IN ATTENDANCE

Smt. Shobhana Vartak	Chief Financial Officer
Ms. Jeegeesha Shroff	Company Secretary
Mr. Nrupang Dholakia	Secretarial Auditor

CHAIRMAN

Shri M. G. Gandhi presided over the meeting.

QUORUM

The required quorum being present, the Chairman declared the meeting open.

NOTICE

With the consent of all the Members present the notice of the meeting along with explanatory statement was taken as read.

THE REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING AND THE REGISTER OF CONTRACT.


The Chairman informed the Members that pursuant to the provisions of Section 171 and Section 189(3) of the Companies Act, 2013 the Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contract has been kept open for inspection and is accessible to any person attending the meeting.

The Chairman also informed that the Auditor's Report and the Secretarial Audit Report were also available for inspection and accessible to any person attending the meeting.

PRESENCE OF MEMBERS OF COMMITTEE OF DIRECTORS AND AUDITORS

The Chairman declared as under that:-

- (i) Chairmen of Audit Committee, Stakeholder Relationship and Nomination and Remuneration Committee are present.
- (ii) Auditors or their representative are not present.
- (iii) Mr Nrupang Dholakia, Secretarial Auditor is present.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

GANDHI SPECIAL TUBES LIMITED**33RD AGM HELD ON AUGUST 13, 2018****READING OF AUDITORS REPORT**

The Chairman informed the shareholders that since there is no qualification, observation or comment on financial transactions or matters in the Statutory Auditor's Report, there was no need to read the said report in terms of Section 145 of the Companies Act, 2013.

The Chairman also informed the shareholders since there is no qualification, observation or comment in the Secretarial Audit Report, there was no need to read the said report.

CHAIRMAN'S ADDRESS

The Chairman addressed the Members present at the meeting and thereafter commenced the proceedings of the Thirty Third Annual General Meeting.

PROCEEDINGS AND DECISIONS

The Chairman informed the members that following business were to be transacted:-

ORDINARY BUSINESS

1. Approval and Adoption of Audited Financial Statements for the Financial Year 2017-18.
2. Declaration of dividend on Equity Shares for the Financial Year ended March 31, 2018
3. To appoint Director in place of Shri Bhupatrai Gandhi (DIN 00041273), who retires by rotation and being eligible, offers himself for retirement.
4. To ratify the appointment of Shashikant J. Shah & Co. as Statutory Auditors.

SPECIAL BUSINESS

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

He stated that the Company had provided electronic voting facility to its Members to exercise their right to vote in respect of items proposed to be transacted at the Annual General Meeting from Thursday, August 9, 2018 (9.00 a.m.) to Sunday, August 12, 2018 (5.00 p.m.) in pursuance to the provisions of section 108 & 109 of the Companies Act, 2013 read with, Rule 20 & 21 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.

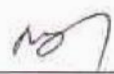
The voting rights of the shareholders were in proportion to the paid-up share capital of the Company as on the cut off date which was August 6, 2018.

He further stated that Members who could not exercise their votes through e-voting process were provided facility to vote by Poll at the Annual General Meeting instead of voting by show of hands. The Poll papers were then available at the counter.

He also stated that as per Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, those Shareholders who had cast their votes through electronic mechanism could take part in the Annual General Meeting but were not allowed to vote again at the Annual General Meeting and if vote cast it would be treated as null and void.

POLL PROCEDURE

The Chairman requested the Company Secretary to explain the Poll procedure and thereafter CS Nrupang Dholakia, scrutinizer to conduct the Poll process. The Company Secretary requested the assistant of the Scrutinizer to open the Polling Box in front of shareholders to ensure that it was empty. This was done and thereafter the Polling Box was locked. The Company Secretary then read all the instructions, which were printed on the back of Polling Papers.


 CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

GANDHI SPECIAL TUBES LIMITED**33RD AGM HELD ON AUGUST 13, 2018****MEMBERS' VIEWS AND CLARIFICATION**

The Chairman asked the shareholders to express their view or seek any information and informed that he would reply to the queries. Few shareholders sought clarifications with regard to factory visit, expansion plans, the BS IV norms, etc and those were replied by the Chairman.

COMPLETION OF POLLING

The Company Secretary requested the members to cast a vote through ballot papers if not yet cast by the members present. She, after having ascertained that all the members have cast their votes she declared that Polling had been closed and requested the Scrutinizer to conduct the rest of the procedure in this regard.


After the Poll was over, the Ballot Box was sealed by the Scrutinizer CS Nrupang Dholakia.

Considering the manner in which both the results (remote e-voting and ballot papers) would be compiled the Chairman stated that results of voting on each resolution shall be combined in the Scrutinizer's Report and will be announced to the Stock Exchange(s) within 48 hours of the conclusion of the meeting and will also be hosted on the website of the Company and Karvy Computershare Private Limited.

VOTE OF THANKS

Company's Shareholder Mr. Pravin Vakil proposed the vote of thanks to the Chairman who thereafter declared the proceedings of the meeting closed.

The meeting commenced at 11.00 a.m. and concluded at 11.45 a.m.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

GANDHI SPECIAL TUBES LIMITED

33RD AGM HELD ON AUGUST 13, 2018

COMBINED RESULT OF E-VOTING AND POLL

The Company received the Combined Scrutinizer's Report regarding e-voting and poll of the 33rd Annual General Meeting on August 14, 2018.

Presented herein below are the item wise combined results of the e-voting and the Poll at the AGM.

RESULTS OF E - VOTING HELD ON AUGUST 9, 2018 FROM 9.00 AM TO AUGUST 12, 2018 UPTIL 5.00 PM AND POLL HELD AT THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON AUGUST 13, 2018 COVERING AGENDA ITEMS DETAILED IN THE ANNUAL GENERAL MEETING NOTICE DATED MAY 28, 2018.

ORDINARY BUSINESS**RESOLUTION NO.1 AS AN ORDINARY RESOLUTION:**

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.

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2018 and Statement of Profit and Loss for the year ended on that date together with Notes, Schedules and Cash Flow Statement, Boards' Report (including Report on Corporate Governance, Management Discussion and Analysis Report and Report on Corporate Social Responsibility) and the Auditors' Report thereon placed before this meeting be and are hereby received, considered and adopted."

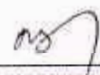
Resolution required: (Ordinary/Special)	1. ORDINARY - To receive, consider and adopt the Audited Financial Statements and the reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2018.						
Whether promoter/promoter group are interested in the agenda/resolution?	No						
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	10123632	10123632	100.00	10123632	0	100.00	0.00
Public- Institutions	264154	175292	66.3598	175292	0	100.00	0.00
Public- Non Institutions	3430830	39185	1.1422	39185	0	100.00	0.00

Total Votes casted in favour (Through E - Voting and Poll): 10338109

Total Votes casted against (Through E - Voting and Poll): 0

The votes were cast in favour of the resolution on poll and e-voting by the Members and valid proxy.

The Chairman thereafter declared the resolution passed unanimously.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

GANDHI SPECIAL TUBES LIMITED

33RD AGM HELD ON AUGUST 13, 2018

RESOLUTION NO.2 AS AN ORDINARY RESOLUTION:

TO DECLARE A DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

"RESOLVED THAT payment of a Dividend of Rs. 9.00 per Equity Share (180% of Face value of Rs. 5/-) on 1,38,18,616 Equity Shares of the Company, for the year ended on 31st March, 2018 aggregating to Rs. 1243.67 lakh recommended by the Board of Directors at its meeting held on May 28, 2018, be and is hereby approved by the members as the Final Dividend."

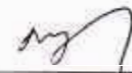
Resolution required: (Ordinary/Special)	2. ORDINARY - To declare a Dividend on Equity Shares for the Financial Year ended March 31, 2018						
Whether promoter/promoter group are interested in the agenda/resolution?	No						
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	10123632	10123632	100.00	10123632	0	100.00	0.00
Public- Institutions	264154	175292	66.3598	175292	0	100.00	0.00
Public- Non Institutions	3430830	39185	1.1422	39185	0	100.00	0.00

Total Votes casted in favour (Through E – Voting and Poll): 10338109

Total Votes casted against (Through E – Voting and Poll): 0

The votes were cast in favour of the resolution on poll and e-voting by the Members and valid proxy.

The Chairman thereafter declared the resolution passed unanimously.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

GANDHI SPECIAL TUBES LIMITED

33RD AGM HELD ON AUGUST 13, 2018

RESOLUTION NO.3 AS AN ORDINARY RESOLUTION:

TO APPOINT A DIRECTOR IN PLACE OF SHRI BHUPATRAI GANDHI (DIN 00041273), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

"RESOLVED THAT Shri Bhupatrai Gandhi (DIN 00041273), a Director retiring by rotation at this meeting and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company whose term of office shall be liable to determine by retirement by rotation."

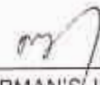
Resolution required: (Ordinary/Special)	3. ORDINARY - To appoint a Director in place of Shri Bhupatrai Gandhi (DIN 00041273), who retires by rotation and being eligible, offers himself for re-appointment						
Whether promoter/promoter group are interested in the agenda/resolution?	No						
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	10123632	10123632	100.00	10123632	0	100.00	0.00
Public- Institutions	264154	175292	66.3598	175292	0	100.00	0.00
Public- Non Institutions	3430830	39185	1.1422	39185	0	100.00	0.00

Total Votes casted in favour (Through E - Voting and Poll): 10338109

Total Votes casted against (Through E - Voting and Poll): 0

The votes were cast in favour of the resolution on poll and e-voting by the Members and valid proxy.

The Chairman thereafter declared the resolution passed unanimously.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

GANDHI SPECIAL TUBES LIMITED

33RD AGM HELD ON AUGUST 13, 2018

RESOLUTION NO.4 AS AN ORDINARY RESOLUTION:**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


Resolution required: (Ordinary/Special)	4. ORDINARY - To ratify the appointment of Shashikant J. Shah & Co. as Statutory Auditors						
Whether promoters/ promoter group are interested in the agenda/ resolution?	No						
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	10123632	10123632	100.00	10123632	0	100.00	0.00
Public- Institutions	264154	175292	66.3598	175292	0	100.00	0.00
Public- Non Institutions	3430830	39185	1.1422	39185	0	100.00	0.00

Total Votes casted in favour (Through E – Voting and Poll): 10338109

Total Votes casted against (Through E – Voting and Poll): 0

The votes were cast in favour of the resolution on poll and e-voting by the Members and valid proxy.

The Chairman thereafter declared the resolution passed unanimously.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

GANDHI SPECIAL TUBES LIMITED**33RD AGM HELD ON AUGUST 13, 2018****SPECIAL BUSINESS****RESOLUTION NO.5 AS SPECIAL RESOLUTION:****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."

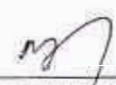
Resolution required: (Ordinary/Special)	5. SPECIAL - To re-appoint Shri Dhirajlal Shah as an Independent Director and in this regard, pass the following resolution as a Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?	No						
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	10123632	10123632	100.00	10123632	0	100.00	0.00
Public- Institutions	264154	175292	66.3598	175292	0	100.00	0.00
Public- Non Institutions	3430830	39185	1.1422	39185	0	100.00	0.00

Total Votes casted in favour (Through E – Voting and Poll): 10338109

Total Votes casted against (Through E – Voting and Poll): 0

The votes were cast in favour of the resolution on poll and e-voting by the Members and valid proxy.

The Chairman thereafter declared the resolution passed unanimously



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

GANDHI SPECIAL TUBES LIMITED

33RD AGM HELD ON AUGUST 13, 2018

RESOLUTION NO.6 AS SPECIAL RESOLUTION:**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."

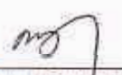
Resolution required: (Ordinary/ Special)	6. SPECIAL - To re-appoint Shri Kavas Warden as an Independent Director and in this regard, pass the following resolution as a Special Resolution						
Whether promoter/ promoter group are interested in the agenda/ resolution?	No						
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	10123632	10123632	100.00	10123632	0	100.00	0.00
Public- Institutions	264154	175292	66.3598	175292	0	100.00	0.00
Public- Non Institutions	3430830	39185	1.1422	39185	0	100.00	0.00

Total Votes casted in favour (Through E – Voting and Poll): 10338109

Total Votes casted against (Through E – Voting and Poll): 0

The votes were cast in favour of the resolution on poll and e-voting by the Members and valid proxy.

The Chairman thereafter declared the resolution passed unanimously.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

GANDHI SPECIAL TUBES LIMITED

33RD AGM HELD ON AUGUST 13, 2018

RESOLUTION NO.7 AS SPECIAL RESOLUTION:**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."

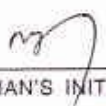
Resolution required: (Ordinary/ Special)	7. SPECIAL - To re-appoint Shri Dharmen Shah as an Independent Director and in this regard, pass the following resolution as a Special Resolution						
Whether promoter/ promoter group are interested in the agenda/ resolution?	No						
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
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Public- Institutions	264154	175292	66.3598	175292	0	100.00	0.00
Public- Non Institutions	3430830	39185	1.1422	39185	0	100.00	0.00

Total Votes casted in favour (Through E – Voting and Poll): 10338109

Total Votes casted against (Through E – Voting and Poll): 0

The votes were cast in favour of the resolution on poll and e-voting by the Members and valid proxy.

The Chairman thereafter declared the resolution passed unanimously.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

GANDHI SPECIAL TUBES LIMITED

33RD AGM HELD ON AUGUST 13, 2018

RESOLUTION NO.8 AS ORDINARY RESOLUTION:

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 Rs 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.”

Resolution required: (Ordinary/ Special)	8. ORDINARY - Ratification of remuneration payable to Shri Dakshesh Zaveri, Cost Accountant, appointed as Cost Auditors of the Company for FY 2018-19						
Whether promoter/ promoter group are interested in the agenda/ resolution?	No						
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
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Public- Institutions	264154	175292	66.3598	175292	0	100.00	0.00
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Total Votes casted in favour (Through E – Voting and Poll): 10338109

Total Votes casted against (Through E – Voting and Poll): 0

The votes were cast in favour of the resolution on poll and e-voting by the Members and valid proxy.

The Chairman thereafter declared the resolution passed unanimously.

With the declaration of results, the 33rd Annual General Meeting is concluded.

DATE: 11/09/2018
PLACE: MUMBAI

Entered in Minutes
Book on 11/09/2018
Dakshesh Zaveri
CMA

[Signature]
CHAIRMAN

CHAIRMAN'S INITIALS