

Registered address:

Gandhi Special Tubes Limited
CIN: L23200MH1979PLC021359
201-204, Plaza, 2nd Floor, 55 Hughes Road, Mumbai -400 007
Tel: +91 22 7177 7111/ Fax: +91 22 6698 4101
info@gandhitubes.com; complianceofficer@gandhitubes.com
www.gandhispecialtubes.com



Ref No: GSTL/BSE/NSE/52027061

Date: 16/07/2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai -400 001

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai -400 051

Scrip Code: 513108

Symbol: GANDHITUBE

**Sub : Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -
Electronic copy of Notice of 40th Annual General Meeting ("AGM")**

**2. Intimation of cut-off date to determine the eligibility of members to cast their votes through remote
e-voting and e-voting during the 40th Annual General Meeting**

Dear Sir/ Madam

Pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we wish to inform you that the 40th Annual General Meeting ("AGM") of the Company will be held on Monday, 11 August 2025 at 11 a.m. Indian Standard Time (IST), through Video Conferencing/Other Audio-Visual Means ("VC/OAVM"). We are enclosing electronic copy of the Notice of the 40th AGM for the financial year ended 31 March 2025 which is being sent by email to those Members whose email addresses are registered with the Company/Depository Participant(s). The Notice of the 40th AGM and the Annual Report are available on the website of the Company at www.gandhispecialtubes.com. Further, a letter providing the web-link to access the AGM Notice and Annual Report are being sent to those Members who have not registered their email address.

In terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company has fixed Monday, 4 August 2025 as the cut-off date to determine the eligibility of the Members to cast their vote by remote e-voting and e-voting during the 40th AGM to be held on 11 August 2025 through VC/OAVM facility.

Thanking you,

Yours Faithfully,
For Gandhi Special Tubes Limited,

Chaitali Kachalia
Company Secretary and Compliance Officer
Membership No. ACS 54216

Notice Of Annual General Meeting

GANDHI SPECIAL TUBES LIMITED

CIN: L27104MH1985PLC036004

Registered Office Address: 201-204, Plaza, 2nd Floor, 55 Hughes Road, Mumbai – 400 007.

Tel: (022) 23634179, 23634183, 23635042

Email: complianceofficer@gandhitubes.com

Website: www.gandhispecialtubes.com

NOTICE is hereby given that the 40th (**Fortieth**) **Annual General Meeting** (“AGM”) of the Members of the Company will be held on **Monday 11 August 2025 at 11.00 a.m.**, through Video Conferencing or Other Audio Visual Means to transact the business mentioned below. Venue of the Meeting shall be deemed to be the Registered Office of the Company: **201-204, Plaza, 2nd Floor, 55, Hughes Road, Mumbai – 400 007.**

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Final Dividend on Equity Shares for the Financial Year ended 31 March 2025.
3. To appoint a Director in place of Mr. Jayesh Gandhi (DIN 00041330), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Mrs. Nishita Chheda (DIN: 10631003) as a Woman Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mrs. Nikita Chheda (DIN: 10631003), who was appointed as an Additional Director (in the capacity of an Woman Independent Director) of the Company by the Board of Directors with effect from 1 August 2025 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as an Independent Director, not liable to retire by rotation to hold office for a term of five consecutive years i.e., from 1 August 2025 to 30 July 2030.”

RESOLVED FURTHER THAT the Board or executives / officers of the Company authorised by them, be and are hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection there with or incidental thereto, to give effect to the foregoing resolution.”

5. Approval of remuneration of related party, Mr. Rahul Gandhi, holding office or place of profit

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendations of the Nomination and Remuneration Committee and Audit Committee and the approval of the Board of Directors, the consent of the shareholders of the Company be and is hereby accorded for appointment of Mr. Rahul Gandhi who is a relative of Director, to be designated as Chief Operating Officer on the payment of remuneration of ₹ 5,00,000/- per month (Rupees Five Lakhs only) (inclusive of all benefits and allowances) to with effect from 1 August 2025 up to a maximum remuneration limit of ₹ 60,00,000/- (Rupees Sixty Lakhs) per annum or such other limit as may be prescribed under applicable laws from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, at its discretion, to alter or vary the terms and conditions of the remuneration, the designation or role, and the responsibilities assigned to the said related party, from time to time, in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, provided that such changes remain within the overall remuneration limit as approved by the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution.”

6. Appointment of M/s Dholakia & Associates LLP, Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive financial years from 1 April 2025 to 31 March 2030

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

RESOLVED THAT, pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other provisions as applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the recommendations of Board of Directors of the Company, the approval of the Members be and is hereby accorded for appointment of M/s. Dholakia & Associates LLP, a firm of Practicing Company Secretaries (firm registration no P2014MH034700), as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years from 1 April 2025 to 31 March 2030, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.

RESOLVED FURTHER THAT approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to determine the remuneration of the Secretarial Auditors including the revision in the remuneration during the tenure, if any, basis the inflation, in consultation with the Secretarial Auditors, in addition to reimbursement of all out-of-pocket expenses, to be incurred by them in connection with the Secretarial Audit and be is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

7. Ratification of Remuneration of Cost Auditors

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 other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Members of the Company do hereby ratify the remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only) plus applicable tax and reimbursement of related business expenses, at actuals, to Shri. Dakshesh Zaveri, Cost Accountants (Registration No. 8971), who were appointed by the Board of Directors of the Company, as Cost Auditors, to conduct audit of the cost records maintained by the Company, for the financial year ending 31 March 2026.

By Order of the Board of Directors

Chaitali Kachalia
Company Secretary and
Compliance Officer
ACS 54216

Place: Mumbai

Date: 28 May 2025

Regd. Office:

201-204 Plaza, 2nd Floor,

55 Hughes Road,

Mumbai – 400 007

Tel: 022 – 23634179

CIN: L27104MH1985PLC036004

Email: complianceofficer@gandhitubes.com

Website: www.gandhispecialtubes.com

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) with respect to Special Business to be transacted at the Annual General Meeting (‘AGM’) is annexed hereto.
2. Details of the Directors proposed to be appointed / re-appointed as required in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (“Secretarial Standards – 2”) issued by The Institute of Company Secretaries of India, are provided at the end, and form an integral part of this Notice.
3. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) the Company is convening the 40th AGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the 40th AGM of the Company is being held through VC/OAVM on , 11 August 2025 at 11:00 a.m. IST. The deemed venue for the AGM will be the Registered Office of the Company,
4. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. Institutional Members/Corporate Members (i.e., other than individuals, HUFs, NRIs, etc.,) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be

sent to the Scrutinizer by e-mail to Scrutinizer@dholakia-associates.com with a copy marked to evoting@kfintech.com. Institutional Members/Corporate Members can also upload their Board Resolution/Power of Attorney/Authority Letter in the e-voting module in their login.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID AND FOR OBTAINING COPY OF ANNUAL REPORT

6. In accordance with the circulars issued by MCA and SEBI, the Notice of the 40th AGM along with the Annual Report 2024- 2025 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs).
7. In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2024-2025 and Notice of the 40th AGM of the Company, may send request to the Company's e-mail address at complianceofficer@gandhitubes.com mentioning Folio No./DP ID and Client ID.
8. The Notice of 40th AGM along with the Annual Report for the financial year 2024-25 is available on the website of the Company at www.gandhispecialtubes.com , and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively
9. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/ HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023) has mandated that with effect from 1 April 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
10. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents. ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>ISR Form(s) and the supporting documents can be provided by any one of the following modes.
 - a. Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
 - b. Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c. Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#> . Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>. For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

11. Members who have questions or seeking clarifications on the Annual Report or on the proposals as contained in this Notice are requested to send email to the Company on complianceofficer@gandhitubes.com on or before 5:00 p.m. on Wednesday, 6 August 2025. This would enable the Company to compile the information and provide the replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio number and mobile number, on e-mail ID complianceofficer@gandhitubes.com on or before 5:00 p.m. Wednesday, 6 August 2025

PROCEDURE FOR INSPECTION OF DOCUMENTS

12. Documents referred to in the accompanying Notice of the 40thAGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee during normal business hours (10:00 A.M. to 5:00 P.M. IST) on all working days except Saturday, Sunday from Tuesday, 29 July 2025 to Wednesday, 6 August 2025.
13. During the 40th AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.

DIVIDEND RELATED INFORMATION:

14. The dividend of ₹15/- per fully paid-up share of face value ₹5.00/- each (i.e., 300%) for financial year ended 31 March 2025 , if declared at the AGM, will be paid, subject to Tax Deduction at Source ('TDS'), on or before Wednesday, 10 September 2025, as under:
 - i. Shareholders/Members holding shares – in demat mode, based on the list of beneficial owners to be received from NSDL and CDSL as at the close of business hours on Monday, 4 August 2025 being the record date.
 - ii. Shareholders/Members holding shares in physical form, if the names appear in the Company's Register of Members as on Monday, 4 August 2025, being the record date

15. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1 April 2020, and the Company is required to deduct from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company at <https://ris.kfintech.com/form15> by Friday, 1 August 2025 (upto 5:00 pm) to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption.

a. For Resident Members: Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during financial year 2024-25, subject to PAN details registered/updated by the Member.

If PAN is not registered/updated in the demat account/folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961.

No tax at source is required to be deducted, if during the financial year, the aggregate dividend paid or likely to be paid to an individual member does not exceed Rs. 10,000 (Rupees Ten Thousand Only).

Further, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

Notwithstanding the above, in case PAN of any Member falls under the category of 'Specified Person', the Company shall deduct TDS @20% as per Section 206AB of the Income Tax Act 1961.

b. For Non-Resident Members: Tax at source shall be deducted under Section 195 of the Income-tax Act, 1961 at the applicable rates. As per the relevant provisions of the Income-tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to non-resident Members. As per Section 90 of the Income Tax Act, 1961, Members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement (DTAA). To avail the Tax Treaty benefits, the non-resident Member will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Member is a resident.
- Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities, if any.
- Self-declaration, certifying the following points:

i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2025-2026

- ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
- iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
- iv. Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
- v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2024-25

Notwithstanding the above, in case PAN falls under the category of 'Specified Person', Member is mandatorily required to submit a declaration providing status of Permanent Establishment in India for financial year 2025-2026. As per Section 206AB of the Income Tax Act 1961, if the said declaration is not furnished, the Company shall deduct tax at source at twice the applicable rate referred above.

The Company shall not be obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non-Resident Member.

16. Members holding shares in demat mode are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat mode are requested to intimate any change if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc. to their DPs only by Friday, 1 August 2025, as the Company or its Registrar cannot act on any request received directly on the same.

17. Members holding shares in physical form are requested to intimate any changes if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc to KFin Technologies Limited, Registrar and Share Transfer Agent of the Company at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India – 500 032. The following The following details/documents should be sent to the Company's RTA latest by Friday, 1 August 2025

- i. Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://gandhispecialtubes.com/irdownloads.html> and on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
- ii. Form ISR 2 along with Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.
- iii. Self-attested copy of the PAN Card of all the holders; and

- iv. Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the all holders as registered with the Company.

INVESTOR EDUCATION AND PROTECTION MATTER—UNCLAIMED DIVIDEND AND SHARES

18. Pursuant to the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules 2017 notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more in the name of Investor Education and Protection Fund (IEPF). Adhering to various requirements set out in the Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded details of such Members whose shares are transferred to IEPF on its website at <https://gandhispecialtubes.com/irunpaiddividends.html>

19. The shares transferred to IEPF Account including all benefits accruing on such shares, if any, can be claimed by the Members from IEPF Authority, after following the procedure prescribed under the Rules.

20. Pursuant to the provisions of Sections 124 and 125 of the Act, dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be transferred to IEPF established by the Central Government. The details of unpaid dividend are uploaded on the website of the Company at <https://gandhispecialtubes.com/irunpaiddividends.html>

21. Members are requested to contact KFin Technologies Limited or Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on 'Investors' page on the website of the Company at <https://gandhispecialtubes.com/irunpaiddividends.html>

OTHER INFORMATION:

22. Members had approved the appointment of M/s. S.V. Doshi, Chartered Accountants, as the Statutory Auditors at the Thirty Seventh AGM of the Company which is valid till Forty Second AGM of the Company.

23. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.

24. SEBI has mandated the updation of PAN, contact, Bank account, and specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details

are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at <https://gandhispecialtubes.com/irdownloads.html> in case of holdings in physical form.

25. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH- 13 with Registrar and Share Transfer Agents or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP. For relevant forms, please visit the Company's website at <https://gandhispecialtubes.com/irdownloads.html>

26. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the Company's website at <https://gandhispecialtubes.com/irdownloads.html>

27. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

28. As an ongoing endeavor to enhance Investor experience and leverage new technology, our registrar and transfer agents, KFIN Technologies Limited have been continuously developing new applications. Here is a list of applications that has been developed for our investors.

Investor Support Centre: A webpage accessible via

any browser enabled system. Investors can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms <https://ris.kfintech.com/clientservices/isc/default.aspx>

eSign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. KFIN is the only RTA which has enabled the option and can be accessed via the <https://ris.kfintech.com/clientservices/isr/isr1.aspx?mode=f3Y5zP9DDNI%3d>

KYC Status: Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios. URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>

KPRISM: A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services. URL: <https://kprism.kfintech.com/signin.aspx>

Senior Citizens Investor Cell: To enhance investor experience, a dedicated **Senior Citizens Investor Cell** has been set up by our RTA to assist investors aged 60 and above with their grievances and queries. The cell ensures personalized support and closely monitors each case till resolution. **To avail the service, Senior Citizens may email: senior.citizen@kfintech.com Toll-Free Helpline: 1-800-309-4006**

INSTRUCTIONS FOR REMOTE E-VOTING, JOINING THE MEETING THROUGH VC / OAVM AND VOTING AT THE MEETING

29. The remote e-voting period commences on Friday, 8 August 2025 (9:00 a.m. IST) up to Sunday, 10 August 2025 (5.00 p.m. IST). During this period, the members of the Company holding shares either in physical form or in demat form, as on the Cut-off Date, i.e. Monday, 4 August 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. Members who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions
30. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
31. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.

32. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.
33. 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.
34. Members will be able to attend the Meeting through VC / OAVM or view the live webcast of the Meeting at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
35. Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.
36. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
37. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
38. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.
39. Large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction on a first-come first-serve basis.
40. Institutional members are encouraged to participate at the Meeting through VC / OAVM and vote thereat. Institutional Members can write to einward.ris@kfintech.com or evoting@kfintech.com or complianceofficer@gandhitubes.com in case of any issues faced by them for participating in the AGM.
41. Members are requested to attend and participate at the Meeting through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during Meeting. The facility of e-voting during the Meeting will be available to those members who have not cast their vote by remote e-voting. Members, who

cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If a member casts votes by both modes, i.e. voting at Meeting and remote e-voting, voting done through remote e-voting shall prevail and vote at the Meeting shall be treated as invalid.

or Helpline: 1800 309 4001

PROCEDURE FOR LOGIN FOR E-VOTING AND ATTENDING AGM THROUGH VC/OAVM FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

42.A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the “How It Works” tab placed on top of the page.

44.In terms of SEBI e-voting Circular, e-voting process has been enabled for all ‘individual demat account holders’, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) (“DP”). The detailed instructions for remote e-voting are given below.

43.Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com

Login method for Individual shareholders holding securities in Demat mode is given below:

<p>Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)</p>	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsdl.com 2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. 3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Select “Register Online for IDeAS “Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields 4. Follow steps given in point A <p>C. By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will requested to select the name of the Company and the e-Voting Service is Provider name, i.e. kfintech . 5. On successful Selection, you will be redirced to kfintech e-Voting page for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p>A. Existing user who has opted for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Click at https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 2. Click on New System Myeasi. 3. Login with user ID and Password 4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page 5. Click on e-voting service provider name to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration. 2. Proceed with completing the required fields. 3. Follow steps given in point A <p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> 1. Visit at www.cdslindia.com 2. Provide Demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. 4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.

Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
--	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43. or toll free no. 1800 225533

I) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. XXXXXXXXXXXXXXXX.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and

- click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at scrutinizer@dholakia-associates.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'GSTL_EVENT No.'
 - xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

Voting at e-AGM

- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

GENERAL INFORMATION:

45. The Company has appointed Mr. Nrupang B Dholakia, Managing Partner FCS 10032 and CP No. 12884, of M/s Dholakia & Associates LLP, Practising Company Secretary, to act as the Scrutiniser, to scrutinise the entire e-voting process in a fair and transparent manner.
46. The results of the e-voting shall be declared to the Stock Exchanges within two working days of the conclusion of AGM. The results along with the Scrutiniser's Report, shall also be placed on the website of the Company at <https://gandhispecialtubes.com/irgenmeet.html> and on KFin's web link <https://evoting.kfintech.com>

By Order of the Board of Directors

Chaitali Kachalia
Company Secretary and
Compliance Officer
ACS 54216

Place: Mumbai

Date: 28 May 2025

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

Explanatory Statement relating to the businesses mentioned in Item No. 4 to 7 in the accompanying Notice of the Annual General Meeting ("AGM"), pursuant to Section 102 of the Companies Act, 2013, is given below:

Item No.4

The Board of Directors at the it meeting held on 28 May 2025, based on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Nishita Chheda, as an Additional Director (in the capacity of Woman Independent Director) of the Company, with effect from 1 August 2025 for a term of five consecutive years i.e. upto 30 July 2030

Pursuant to Regulation 17(1C) of Listing Regulations, for appointment of Mrs. Nishita Chheda on the Board, the Nomination and Remuneration Committee took into consideration her rich and varied experience in the financial and legal services. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Mrs. Chheda were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

In the opinion of the Board, Mrs. Nishita Chheda fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director. The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in the "Annexure" to this Notice. A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection details provided in point no. 12 of the Notes to this Notice. The

remuneration payable to Mrs. Nishita Chheda shall be linked to the factors like chairmanship of committees, membership of committees etc. as per the Remuneration Policy of the Company.

Mrs. Nishita Chheda, being the appointee, is interested in this resolution. Further, her relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in anyway, concerned or interested, financially or otherwise, in the proposed resolution.

The Board firmly believes that Mrs. Nishita Chheda's innate knowledge and her vast experience, will undoubtedly be beneficial to the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mrs. Nishita Chheda as an Independent Director in the interest of the Company and recommends the Special Resolution for approval of Members

Item No.5

The provisions of Section 188(1)(f) of the Companies Act, 2013 require prior approval of the shareholders by way of an Ordinary Resolution for appointment of a related party to any office or place of profit in the company where the remuneration exceeds ₹ 30,00,000 /- per annum .

Mr. Rahul Gandhi was appointed as Finance Manager of the Company with effect from 1 February 2023. He is relative of Key Managerial Personnel, Mr. Jayesh M Gandhi.

With effect from 1 March 2024, he was promoted to General Manager of the Company at a remuneration of ₹ 30,00,000/- per annum.

Mr. Rahul Gandhi has been closely associated with the operations of the Company and has played a significant role in leading and managing its business over the past few years. His strategic insight, leadership, and industry experience are expected to contribute meaningfully to the Company's future growth and innovation. He holds a Bachelor of Science in Business with concentrations in Finance and Management from the New York University Stern School of Business. Prior to joining the Company, he gained professional experience at HDFC Asset Management Company Ltd. and Turbo Appeal, Inc.

The Board of Director, on recommendation of Nomination and Remuneration Committee and Audit Committee meeting held on 28 May 2025 had recommended a ceiling on remuneration of ₹ 60,00,000/- (Rupees Sixty Lakh only) per annum, payable to Mr. Rahul Gandhi w.e.f 1 August 2025, subject to approval of the Shareholders by way of an Ordinary Resolution.

The main terms and conditions of remuneration of Mr. Rahul Gandhi are as under:

Maximum Remuneration:

₹ 60,00,000/- per annum (including perquisites and other benefits allowances).

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the members of the Company.

Except Mr. Manahar Gandhi, Bhupatrai Gandhi and Mr. Jayesh Gandhi and their relatives none of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof is concerned or interested financially or otherwise in the resolution at Item no. 5 of this notice, except to the extent of their shareholding.

Item No.6

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on 28 May 2025, subject to the approval of the Members of the Company, approved appointment of M/s Dholakia & Associates LLP, Company Secretaries (Firm Registration No. P2014MHO34700) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the 1 April 2025 upto 31 March 2030.

M/s. Dholakia & Associates LLP, Company Secretaries founded in the year 1987. They are primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed companies. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India. Dholakia & Associates LLP, Company Secretaries had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to Dholakia & Associates LLP, Company Secretaries, for the financial year 2025 is ₹ 1,00,000/- (Rupees One Lakhs only) plus out of

pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee. There is no material change in the fees payable to Dholakia & Associates LLP from that paid to the previous Secretarial Auditor.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 6 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 7 – Ratification of Remuneration of Cost Auditors

The Board of Directors, based on the recommendation of the Audit Committee, approved at its meeting held on 28 May 2025, the appointment of Shri. Dakshesh Zaveri, Cost Accountants (Registration No. 8971), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company, at a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) plus taxes and out-of-pocket expenses at actuals. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 7 of the Notice, for ratification of remuneration payable to the Cost Auditors for the financial year ending 31 March 2026. None of the Directors or the Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends passing of the resolution as set out under Item No.7 as an ordinary resolution for approval by the Members.

By Order of the Board of Directors

**Chaitali Kachalia
Company Secretary and
Compliance Officer
ACS 54216**

**Place: Mumbai
Date: 28 May 2025**

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS – 2)

Agenda Item No	3	4
Name of Director	Mr. Jayesh Gandhi	Mrs. Nishita Chheda
DIN	00041330	10631003
Date of Birth	28.11.1965	26.12.1989
Age	59	36
Qualification	B. Com, M.B.A	B.Com, C.A
Date of first appointment on the Board	07.05.1988	01.08.2025
Experience (including expertise in specific functional area) / Brief Profile	Over 39 years of rich and extensive experience in Manufacturing and export of Automobiles and Diesel Engine Spare Parts	Mrs. Chheda is a Chartered Accountant and a graduate of R. A. Podar College of Commerce & Economics, Mumbai, with over a decade of experience in Finance and Risk Advisory. She has held key roles at Fine Organics Industries Ltd., Grant Thornton, and Ernst & Young, focusing on cash flow, audits, and financial advisory. In her current role at Arisinfra Solutions Private Ltd., she has been instrumental in building the company's financial framework. Mrs. Chheda is known for her leadership in managing teams and fostering a culture of continuous learning, and is deeply committed to leveraging technology to drive innovation and sustainable growth.
Directorship in other companies in India	-	-
Committee Membership in Gandhi Special Tubes Limited as on 31 March 2025	Audit Committee Stakeholder Relationship Committee Corporate Social Responsibility Committee	-
Committee Membership in other Companies as on 31 March 2025	NIL	-
Shareholding (including shareholding as a beneficial owner) in Gandhi special Tubes Limited as on date	1050821 Equity shares of ₹ 5/- each	-
Relationship with other Directors, KMPs	Son of Mr. Manhar G Gandhi, Chairman and Managing Director	She is not related to any of the Directors or Key Managerial Personnel of the Company.
Number of meetings attended during the year	4	Not Applicable
Terms and conditions of appointment / re-appointment and remuneration	Appointed as Non-Executive Non Independent Director, liable to retire by rotation.	As per the resolution set out at Item No. 4 of this Notice read with statement pursuant to Section 102 of the Act.
Remuneration sought to be paid	He will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company	She will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company

By Order of the Board of Directors

Chaitali Kachalia
Company Secretary and Compliance Officer
ACS 54216

Place: Mumbai
Date: 28 May 2025

NOTES

Area with horizontal dashed lines for notes.