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

TÜV
ISO 9001:2008 & ISO/TS 16949:2009 Certified Company

Ref No: GSTL/SEC/BSE/71026041

Date: 14.06.2017

To,
National Stock Exchange Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051.

Subject: Notice of 32nd Annual General Meeting

Dear Sir,

With reference to above subject, please be informed that the 32nd Annual General Meeting of Gandhi Special Tubes Limited is scheduled to be held on **Wednesday, 12th July, 2017** at 11.00 a.m. at Kanji Khetsey Sabhagriha, Bhartiya Vidya Bhavan, K. M. Munshi Marg, Mumbai – 400007.

Please find enclosed the Notice of 32nd Annual General Meeting of Gandhi Special Tubes Limited for your record.

Thanking you,

Yours faithfully,

For GANDHI SPECIAL TUBES LTD

Jeegeesha Shroff

Jeegeesha Shroff
Company Secretary & Compliance Officer

GANDHI SPECIAL TUBES LIMITED

(CIN: L27104MH1985PLC036004)

NOTICE OF THIRTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that Thirty Second Annual General Meeting of the Members of **GANDHI SPECIAL TUBES LIMITED** will be held on Wednesday, the 12th day of July, 2017 at 11.00 a.m. at Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai - 400 007, to transact the following 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, 2017.

2. To confirm the payment of Interim Dividend paid on Equity Shares as Final Dividend.

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.

4. To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read wit h the Companies (Audit and Auditors) Rules, 2014, M/s Shashikant J. Shah & Co., Chartered Accountants, Mumbai having Firm Registration No: 109996W and holding valid Peer Review Certificate issued by the Institute of Chartered Accountants of India, be and is hereby appointed as the Statutory Auditors of the Company in place of M/s S.V. Doshi & Co., Chartered Accountants, Mumbai, from the conclusion of 32nd Annual General Meeting upto the conclusion of 37th Annual General Meeting of the Company subject to the ratification of their appointment by members at every annual general meeting and at such remuneration plus service tax, out of pocket expenses as may be mutually agreed between the Board and the Statutory Auditors."

By Order of the Board of Directors

JEEGEESHA G. SHROFF
COMPANY SECRETARY

Place: Mumbai
Date: 16th May, 2017

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 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.**

   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.

   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 Monday, 10th of July, 2017

3. The Register of Members and the Share Transfer books of the Company will remain closed from **Tuesday, 11th July, 2017** to **Wednesday, 12th July, 2017** (both days inclusive).

4. 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.

5. SEBI, vide its circular No. CIR/MRD/DP/10/2013, dated 31st March, 2013 has made it 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.

6. 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 `. 11,33,395/- (Eleven Lakh Thirty Three Thousand Three Hundred Ninety Five Only) of the Company for the financial year ended 31st March, 2010 has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government on 17th March, 2017 pursuant to Section 125 of the Companies Act, 2013.

7. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules). The objective of the IEPF Rules is to help the shareholders ascertain Status of the unclaimed amounts and thus overcome their problem. The company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial years 2010-2011 up to 2015-16 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.

8. Members who have not encashed their dividends warrants for Financial Year 2010-11 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 ended 31st March, 2011 declared on 27th January, 2011 is due to be transferred to IEPF in March 2018 pursuant to Section 125 of the Companies Act, 2013 and the rules made thereunder.

9. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Suspense 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") all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Suspense Account after complying with the procedure laid down under the "Rules".

10. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file nomination in the prescribed Form SH-13 (Annexed to the Report) 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.

11. 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.

12. 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.

13. 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.

14. 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.

15. 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.

16. 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.

17. 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.

18. Shareholders can register their complaints, if any, on an exclusive e-mail id complianceofficer@gandhitubes.com which has been designated for the said purpose.

19. 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.

20. 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.

21. Members are requested to bring their copies of the Annual Report at the Meeting.

22. A route map showing directions to reach the venue of the 32nd Annual General Meeting is given at the end of the notice as per the requirement of Secretarial Standard 2 on "General Meeting".

23. 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 and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2017-18.

24. 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***

25. 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	***For Members holding shares in Demat Form:*** a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID. b) For CDSL: 16 digits beneficiary ID. ***For Members holding shares in Physical Form:*** Event Number followed by Folio Number registered with the Company.
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	8th July, 2017 (Saturday)	9:00 A.M.
E-Voting Ends	11th July, 2017 (Tuesday)	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.

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 gstlevoting2016@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 5th July, 2017, 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 Saturday, 8th July, 2017 and will end at 5.00 p.m. on Tuesday, 11th July, 2017.During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, the 5th of July, 2017**, 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 of **Wednesday, the 5th of July, 2017** 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 i.e. **Wednesday, the 5th of July, 2017** 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. Scrutinizer shall within 3 days 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.

25. As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profile of the Directors proposed to be appointed / re-appointed at the Annual General Meeting is given below:

Name of the Director	Mr. Jayesh M. Gandhi
Date of Birth	28.11.1965
Date of Appointment	07.05.1998
Qualification	B.COM, M.B.A
Experience in specific functional areas	Mr. Jayesh M. Gandhi has a rich and extensive experience for more than 27 years in manufacturing, administration and marketing automobile and diesel engine, oil engine parts including exports. He has achieved good export orders visiting various countries. He is also a key person in developing the ERP system for your Company.
Directorships in other Companies	Jaishri Engineering Company Private Limited.
Chairman / Member of the Committees of the Board of Directors of the Company	Member- of Audit Committee and 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	11,67,466 Equity Shares of Rs. 5/-each.
Inter-se Relationship between Directors	Son of Mr. Manhar G. Gandhi, Chairman & Managing Director.
Director Identification Number	00041330

By Order of the Board of Directors

JEEGEESHA G. SHROFF
COMPANY SECRETARY

Mumbai
16TH MAY, 2017

Regd. Office:
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55 Hughes Road,
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ROUTE MAP OF AGM VENUE:

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

