# 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 : gstl@mtnl.net.in • Website : www.gandhitubes.com
CIN NO.: L27104MH1985PLC036004

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

Ref No: GSTL/BSE/NSE/51027013
Date: 31st July, 2015

***Hand Delivery***

| | |
|---|---|
| **THE SECRETARY**<br>**BSE LIMITED**<br>Phiroze Jeejeebhoy Towers<br>Dalal Street, Mumbai – 400 001<br><br>**Company Code: *513108*** | **THE NATIONAL STOCK EXCHANGE OF INDIA LTD**<br>Bandra Kurla Complex<br>Bandra (East)<br>Mumbai – 400 051<br><br>***Company Code:* GANDHITUBE** |

**SUBJECT: OUTCOME OF 30TH ANNUAL GENERAL MEETING OF THE COMPANY**

Dear Sir/Madam,

Attached herewith please find the Gist of proceedings of 30th Annual General Meeting of the Company held on 29th, July, 2015 at 11.00 pm at Kanji Khetsey Sabagriha, Bharatitya Vidya Bhavan, K. M. Munshi Marg, Mumbai – 400007.

Attached herewith also find the scrutinizers report on voting results conducted through e-voting and poll as prescribed under the Companies Act, 2013.

Kindly take the above document on your record and acknowledge.

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

Thanking you,

Yours Faithfully,
For **GANDHI SPECIAL TUBES LTD**

Borkar

**Priyanka M. Borkar**
**Company Secretary**

Encl: a/a

# Gandhi Special Tubes Ltd.

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CIN NO.: L27104MH1985PLC036004


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

**GANDHI SPECIAL TUBES LIMITED**
**VOTING RESULTS AS PER CLAUSE 35A OF LISTING AGREEMENT**

| SLNO | DESCRIPTION | | | | | |
|---|---|---|---|---|---|---|
| A | DATE OF AGM | | | **29-07-2015** | | |
| B | BOOK CLOSURE DATE | | | **28-07-2015** TO **29-07-2015** ( BOTH DAYS INCLUSIVE ) | | |
| C | TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE | | | **5060** | | |
| D | NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY | | | **52** | | |
| | SHAREHOLDERS | PRESENT IN PERSON | PRESENT THROUGH PROXY | TOTAL | SHARES | % TO CAPITAL |
| | PROMOTER AND PROMOTER GROUP () | 14 | - | 14 | 10628367 | 72.31 |
| | PUBLIC | 35 | 3 | 38 | 256493 | 1.75 |
| | TOTAL | **49** | **3** | **52** | **10884860** | **74.06** |
| E | No video conferencing facility was made available. | | | | | |

**For GANDHI SPECIAL TUBES LIMITED**

GANDHI SPECIAL TUBES LTD. BOMBAY

**Manhar G. Gandhi**
**Chairman and Managing Director**

## GANDHI SPECIAL TUBES LIMITED

## VOTING RESULTS AS PER CLAUSE 35A OF LISTING AGREEMENT

| Resolutions | Promoter/ Public | No. of Shares Held (1) | No. of Valid Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Valid Votes - in favor (4) | No. of Valid Votes - against (5) | % of Votes in favor on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| **Resolution No. 1 - Ordinary** | **Mode of Voting : Electronic** | | | | | | | |
| To receive, consider and adopt the Financial Statements and the reports of the Board of Directors and Auditors thereon for the financial year ended 31st March, 2015. | Promoter and Promoter Group | 10769567 | NIL | NIL | NIL | NIL | NIL | NIL |
| | Public - Institutional holders | 410831 | 91351 | 22.24 | 91351 | NIL | 100 | NIL |
| | Public-Others | 3518218 | 136428 | 3.88 | 136428 | NIL | 100 | NIL |
| | **Total(A)** | **14698616** | **227779** | **1.55** | **227779** | **NIL** | **100** | **NIL** |
| | **Mode of Voting : Poll** | | | | | | | |
| | Promoter and Promoter Group | 10769567 | 8165706 | 75.82 | 8165706 | NIL | 100 | NIL |
| | Public - Institutional holders | 410831 | NIL | NIL | NIL | NIL | NIL | NIL |
| | Public-Others | 3518218 | 49285 | 1.40 | 49285 | NIL | 100 | NIL |
| | **Total (B)** | **14698616** | **8214991** | **55.89** | **8214991** | **NIL** | **100** | **NIL** |
| | **Grand Total (A+B)** | **14698616** | **8442770** | **57.44** | **8442770** | **NIL** | **100** | **NIL** |

GANDHI SPECIAL TUBES LIMITED BOMBAY

| Resolutions | Promoter/ Public | No. of Shares Held (1) | No. of Valid Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Valid Votes - in favor (4) | No. of Valid Votes – against (5) | % of Votes in favor on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| **Resolution No. 2 - Ordinary** | **Mode of Voting : Electronic** | | | | | | | |
| To confirm the payment of Interim Dividend paid on Equity Shares as Final Dividend. | Promoter and Promoter Group | 10769567 | NIL | NIL | NIL | NIL | NIL | NIL |
| | Public - Institutional holders | 410831 | 91351 | 22.24 | 91351 | NIL | 100 | NIL |
| | Public-Others | 3518218 | 136428 | 3.88 | 136428 | NIL | 100 | NIL |
| | **Total(A)** | **14698616** | **227779** | **1.55** | **227779** | **NIL** | **100** | **NIL** |
| | **Mode of Voting : Poll** | | | | | | | |
| | Promoter and Promoter Group | 10769567 | 8165706 | 75.82 | 8165706 | NIL | 100 | NIL |
| | Public - Institutional holders | 410831 | NIL | NIL | NIL | NIL | NIL | NIL |
| | Public-Others | 3518218 | 49285 | 1.40 | 49285 | NIL | 100 | NIL |
| | **Total (B)** | **14698616** | **8214991** | **55.89** | **8214991** | **NIL** | **100** | **NIL** |
| | **Grand Total (A+B)** | **14698616** | **8442770** | **57.44** | **8442770** | **NIL** | **100** | **NIL** |

GANDHI SPECIAL TUBES LTD. BOMBAY

| Resolutions | Promoter/ Public | No. of Shares Held (1) | No. of Valid Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Valid Votes - in favor (4) | No. of Valid Votes – against (5) | % of Votes in favor on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| **Resolution No. 3 - Ordinary** | **Mode of Voting : Electronic** | | | | | | | |
| To appoint a Director in place of Mr. Jayesh M. Gandhi (DIN: 00041330) who retires by rotation and being eligible, offers himself for re-appointment. | Promoter and Promoter Group | 10769567 | NIL | NIL | NIL | NIL | NIL | NIL |
| | Public - Institutional holders | 410831 | 91351 | 22.24 | 91351 | NIL | 100 | NIL |
| | Public-Others | 3518218 | 136428 | 3.88 | 136428 | NIL | 100 | NIL |
| | **Total(A)** | **14698616** | **227779** | **1.55** | **227779** | **NIL** | **100** | **NIL** |
| | **Mode of Voting : Poll** | | | | | | | |
| | Promoter and Promoter Group | 10769567 | 8165706 | 75.82 | 8165706 | NIL | 100 | NIL |
| | Public - Institutional holders | 410831 | NIL | NIL | NIL | NIL | NIL | NIL |
| | Public-Others | 3518218 | 49285 | 1.40 | 49285 | NIL | 100 | NIL |
| | **Total (B)** | **14698616** | **8214991** | **55.89** | **8214991** | **NIL** | **100** | **NIL** |
| | **Grand Total (A+B)** | **14698616** | **8442770** | **57.44** | **8442770** | **NIL** | **100** | **NIL** |

GANDHI SPECIAL TUBES LTD. BOMBAY

| Resolutions | Promoter/ Public | No. of Shares Held (1) | No. of Valid Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Valid Votes - in favor (4) | No. of Valid Votes – against (5) | % of Votes in favor on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| **Resolution No. 4 - Ordinary** | **Mode of Voting : Electronic** | | | | | | | |
| To ratify appointment of Messrs. S.V Doshi & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year ending 31st March, 2016. | Promoter and Promoter Group | 10769567 | NIL | NIL | NIL | NIL | NIL | NIL |
| | Public - Institutional holders | 410831 | 91351 | 22.24 | 91351 | NIL | 100 | NIL |
| | Public-Others | 3518218 | 136428 | 3.88 | 136428 | NIL | 100 | NIL |
| | **Total(A)** | **14698616** | **227779** | **1.55** | **227779** | **NIL** | **100** | **NIL** |
| | **Mode of Voting : Poll** | | | | | | | |
| | Promoter and Promoter Group | 10769567 | 8165706 | 75.82 | 8165706 | NIL | 100 | NIL |
| | Public - Institutional holders | 410831 | NIL | NIL | NIL | NIL | NIL | NIL |
| | Public-Others | 3518218 | 49285 | 1.40 | 49285 | NIL | 100 | NIL |
| | **Total (B)** | **14698616** | **8214991** | **55.89** | **8214991** | **NIL** | **100** | **NIL** |
| | **Grand Total (A+B)** | **14698616** | **8442770** | **57.44** | **8442770** | **NIL** | **100** | **NIL** |

GANDHI SPECIAL TUBES LTD. ★ BOMBAY ★

| Resolutions | Promoter/ Public | No. of Shares Held (1) | No. of Valid Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Valid Votes - in favor (4) | No. of Valid Votes – against (5) | % of Votes in favor on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| **Resolution No. 5 - Ordinary** | **Mode of Voting : Electronic** | | | | | | | |
| To consider and appoint Mrs.Bhavi Jatin Karodia (DIN: 07004836) as an Independent Director of the Company, for a term of 5 years effective 29th July, 2015. | Promoter and Promoter Group | 10769567 | NIL | NIL | NIL | NIL | NIL | NIL |
| | Public - Institutional holders | 410831 | 91351 | 22.24 | 91351 | NIL | 100 | NIL |
| | Public-Others | 3518218 | 136428 | 3.88 | 136428 | NIL | 100 | NIL |
| | **Total(A)** | **14698616** | **227779** | **1.55** | **227779** | **NIL** | **100** | **NIL** |
| | **Mode of Voting : Poll** | | | | | | | |
| | Promoter and Promoter Group | 10769567 | 8165706 | 75.82 | 8165706 | NIL | 100 | NIL |
| | Public - Institutional holders | 410831 | NIL | NIL | NIL | NIL | NIL | NIL |
| | Public-Others | 3518218 | 49285 | 1.40 | 49285 | NIL | 100 | NIL |
| | **Total (B)** | **14698616** | **8214991** | **55.89** | **8214991** | **NIL** | **100** | **NIL** |
| | **Grand Total (A+B)** | **14698616** | **8442770** | **57.44** | **8442770** | **NIL** | **100** | **NIL** |

GANDHI SPECIAL TUBES LTD. BOMBAY

**Designated Partners**
**CS Bhumitra V. Dholakia**
B.A., L.L.B., C.A.I.I.B, F.C.S.
**CS Nrupang B Dholakia**
B.Com., A.C.S., L.L.B.(Gen.) D.C.L., E.P.CORP

**DHOLAKIA & ASSOCIATES LLP**
**COMPANY SECRETARIES**

## Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

**Mr. Manhar G. Gandhi**
**The Chairperson of 30th Annual General Meeting of Gandhi Special Tubes Limited**
Held on Wednesday, the 29th July, 2015 at 11.00 a.m. at Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai - 400 007.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries** was appointed as a Scrutinizer by the Board of Directors of **Gandhi Special Tubes Limited ("the Company")** pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 30th Annual General Meeting ("the Meeting") of the Company, submit my combined report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.

2. After the time fixed for the poll by the Chairperson, one (1) empty ballot box kept for polling was locked in my presence and members who were present.

3. The locked ballot box was subsequently opened in my presence and in the presence of Mr. Rashmikant B. Dani and Mr. Vikram Shah who are not in the employment of the Company. **(Declaration attached)** The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. Karvy Computershare Private Limited, Registrar and Transfer Agents of the Company and the authorizations and proxies lodged with the Company.

4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

5. The Remote e-Voting commenced on July 26, 2015 (9:00 am) and was closed on July 28, 2015 (5.00 pm).



Resd. Office : A/302, Khernagar Sarvoday CHS LTD., Bldg., No. 11, Nr. P. F. Office, Khernagar, M.H.B. Colony, Bandra (E.)

6. The Remote e-Voting Result was unblocked at Mumbai from the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com after votes cast by Poll at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Mr. Vishvesh Bhagat and Mr. Vidyut Vasavada who are not in the employment of the Company. **(Declaration attached)**

7. The Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of the Board Resolution/Authority Letter, etc. at email ID: gstlevoting2015@dholakia-associates.com or have uploaded on the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com have been considered valid.

8. The Members who have abstained from voting in the Remote e-Voting has been treated as Invalid in order to combine the Results of Remote E-Voting and Poll.

9. **The Combined Result (Remote e-Voting + Poll) is as under :**

   (a) **Item No 1: To receive, consider and adopt the Financial Statements and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2015.**

| Particulars | Number of Members who cast vote/Poll Papers received | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|---|---|---|
| **A. Remote e-Voting** | | |
| Total Votes received by electronic mode | 7 | 2,27,789 |
| Less: Total Number of Invalid Votes | 1 | 10 |
| **Total Number of Valid Votes** | **6** | **2,27,779** |
| **B. Poll** | | |
| Total Votes received by Poll | 33 | 82,16,191 |
| Less: Total Number of Invalid Votes | 2 | 1,200 |
| **Total Number of Valid Votes** | **31** | **82,14,991** |
| **C. Combined (A+B)** | | |
| Total Votes received by electronic mode and Poll | 40 | 84,43,980 |
| Less: Total Number of Invalid Votes | 3 | 1,210 |
| **Total Number of Valid Votes** | **37** | **84,42,770** |

(i) Voted **in favour** of the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|---|---|---|
| **A. Remote e-Voting** | | |
| 6 | 2,27,779 | 100 |
| **B. Poll** | | |
| 31 | 82,14,991 | 100 |
| **C. Combined (A+B)** | | |
| **37** | **84,42,770** | **100** |

(ii) Voted **against** the resolution:

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

DHOLAKIA & ASSOCIATES LLP ★ (Company Secretaries) ★ MUMBAI

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

| Particulars | Number of Members who cast vote/Poll Papers received | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|---|---|---|
| **A. Remote e-Voting** | | |
| Total Votes received by electronic mode | 7 | 2,27,789 |
| Less: Total Number of Invalid Votes | 1 | 10 |
| **Total Number of Valid Votes** | 6 | **2,27,779** |
| **B. Poll** | | |
| Total Votes received by Poll | 33 | 82,16,191 |
| Less: Total Number of Invalid Votes | 2 | 1,200 |
| **Total Number of Valid Votes** | **31** | **82,14,991** |
| **C. Combined (A+B)** | | |
| Total Votes received by electronic mode and Poll | 40 | 84,43,980 |
| Less: Total Number of Invalid Votes | 3 | 1,210 |
| **Total Number of Valid Votes** | **37** | **84,42,770** |

DHOLAKIA & ASSOCIATES LLP ★ MUMBAI ★ (Company Secretaries)

(i) Voted **in favour** of the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|---|---|---|
| **A. Remote e-Voting** | | |
| 6 | 2,27,779 | 100 |
| **B. Poll** | | |
| 31 | 82,14,991 | 100 |
| **C. Combined (A+B)** | | |
| **37** | **84,42,770** | **100** |

(ii) Voted **against** the resolution:

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

DHOLAKIA & ASSOCIATES LLP (Company Secretaries) MUMBAI

(c) **Item No 3: To appoint a Director in place of Mr. Jayesh M. Gandhi (DIN: 00041330) who retires by rotation and being eligible, offers himself for re-appointment.**

| Particulars | Number of Members who cast vote/Poll Papers received | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|---|---|---|
| **A. Remote e-Voting** | | |
| Total Votes received by electronic mode | 7 | 2,27,789 |
| Less: Total Number of Invalid Votes | 1 | 10 |
| **Total Number of Valid Votes** | **6** | **2,27,779** |
| **B. Poll** | | |
| Total Votes received by Poll | 33 | 82,16,191 |
| Less: Total Number of Invalid Votes | 2 | 1,200 |
| **Total Number of Valid Votes** | **31** | **82,14,991** |
| **C. Combined (A+B)** | | |
| Total Votes received by electronic mode and Poll | 40 | 84,43,980 |
| Less: Total Number of Invalid Votes | 3 | 1,210 |
| **Total Number of Valid Votes** | **37** | **84,42,770** |

DHOLAKIA & ASSOCIATES LLP (Company Secretaries) MUMBAI

(i) Voted **in favour** of the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|---|---|---|
| **A. Remote e-Voting** | | |
| 6 | 2,27,779 | 100 |
| **B. Poll** | | |
| 31 | 82,14,991 | 100 |
| **C. Combined (A+B)** | | |
| **37** | **84,42,770** | **100** |

(ii) Voted **against** the resolution:

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

DHOLAKIA & ASSOCIATES LLP (Company Secretaries) MUMBAI

(d) Item No 4: To ratify appointment of Messrs. S. V. Doshi & Co., Chartered Accountants, having the ICAI Registration No. 102752W as Statutory Auditors of the Company for the financial year ending 31st March, 2016.

| Particulars | Number of Members who cast vote/Poll Papers received | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|---|---|---|
| **A. Remote e-Voting** | | |
| Total Votes received by electronic mode | 7 | 2,27,789 |
| Less: Total Number of Invalid Votes | 1 | 10 |
| **Total Number of Valid Votes** | **6** | **2,27,779** |
| **B. Poll** | | |
| Total Votes received by Poll | 33 | 82,16,191 |
| Less: Total Number of Invalid Votes | 2 | 1,200 |
| **Total Number of Valid Votes** | **31** | **82,14,991** |
| **C. Combined (A+B)** | | |
| Total Votes received by electronic mode and Poll | 40 | 84,43,980 |
| Less: Total Number of Invalid Votes | 3 | 1,210 |
| **Total Number of Valid Votes** | **37** | **84,42,770** |

DHOLAKIA & ASSOCIATES LLP (Company Secretaries) MUMBAI

(i) Voted **in favour** of the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|---|---|---|
| **A. Remote e-Voting** | | |
| 6 | 2,27,779 | 100 |
| **B. Poll** | | |
| 31 | 82,14,991 | 100 |
| **C. Combined (A+B)** | | |
| **37** | **84,42,770** | **100** |

(ii) Voted **against** the resolution:

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

DHOLAKIA & ASSOCIATES LLP MUMBAI (Company Secretaries)

(e) **Item No 5: To consider and appoint Mrs. Bhavi Jatin Koradia (DIN: 07004836) as an Independent Director and Woman Director of the Company, for a term of 5 years effective from 29th July, 2015 up to 28th July, 2020.**

| Particulars | Number of Members who cast vote/Poll Papers received | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|---|---|---|
| **A. Remote e-Voting** | | |
| Total Votes received by electronic mode | 7 | 2,27,789 |
| Less: Total Number of Invalid Votes | 1 | 10 |
| **Total Number of Valid Votes** | 6 | **2,27,779** |
| **B. Poll** | | |
| Total Votes received by Poll | 33 | 82,16,191 |
| Less: Total Number of Invalid Votes | 2 | 1,200 |
| **Total Number of Valid Votes** | **31** | **82,14,991** |
| **C. Combined (A+B)** | | |
| Total Votes received by electronic mode and Poll | 40 | 84,43,980 |
| Less: Total Number of Invalid Votes | 3 | 1,210 |
| **Total Number of Valid Votes** | **37** | **84,42,770** |

DHOLAKIA & ASSOCIATES LLP (Company Secretaries) MUMBAI

(i) Voted **in favour** of the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|---|---|---|
| **A. Remote e-Voting** | | |
| 6 | 2,27,779 | 100 |
| **B. Poll** | | |
| 31 | 82,14,991 | 100 |
| **C. Combined (A+B)** | | |
| **37** | **84,42,770** | **100** |

(ii) Voted **against** the resolution:

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

9. A Compact Disc (CD) containing a list of equity shareholders who voted by Poll at the Meeting and who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

10. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Remote e-Voting Votes and Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.

11. The poll papers and all other relevant records were sealed and handed over to Ms. Priyanka Borkar, Company Secretary of the Company authorized by the Board for safe keeping.

12. You may accordingly declare the result of the Remote e-Voting and Poll.

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13. The Register of Remote e-Voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,

DHOLAKIA & ASSOCIATES LLP MUMBAI (Company Secretaries)

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

**Place : Mumbai**
**Date : 31st July, 2015**

## ANNEXURE

### A. BASIS OF ACCEPTANCE

### I. VOTING THROUGH ELECTRONIC MODE:

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

### II. PHYSICAL POLL FORM:

2. The assent or dissent has been given by any other mark, the Poll Paper has been considered.

3. Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.

4. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.

5. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.

6. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.

7. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and Voting done through Poll has been treated as Invalid.

### B. BASIS OF REJECTION

### I. VOTING THROUGH ELECTRONIC MODE:

1. Institutional Member (other than Individuals, HUF, NRI etc.) has not sent scanned copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. at gstlevoting2015@dholakia-associates.com or have uploaded on the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com have been considered valid.

2. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.

## II. PHYSICAL POLL FORM:

3. Shareholder has not put any mark on either assent or dissent.

4. Poll paper is not signed.

5. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.

6. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.

7. Shareholder has put tick mark for both assent and dissent without indicating number of shares.

8. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.

9. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.

10. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.

11. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.

12. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.

13. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and voting done through Poll has been treated as Invalid.

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C. REPORT FOR INVALID ELECTRONIC VOTES AND POLL PAPERS.

i. For Item No. 1:

| Sr. No. | Category | No. of forms/ electronic votes | Total number of Invalid votes (Equity share of Rs. 5/- each |
|---|---|---|---|
| | I. ELECTRONIC VOTES | | |
| 1. | Authority Letter / Board Resolution / Power of Attorney not sent. | NIL | NIL |
| 2. | Abstained from Voting. | 1 | 10 |
| SUB-TOTAL - I | | 1 | 10 |
| | II. PHYSICAL POLL FORM: | | |
| 3. | No votes polled. | 1 | 1000 |
| 4. | Signature not available. | 0 | 0 |
| 5. | Signature mismatch. | 1 | 200 |
| 6. | Identity of Person unknown. | 0 | 0 |
| SUB-TOTAL - II | | 2 | 1200 |
| TOTAL (I + II) | | 3 | 1210 |



ii. **For Item No. 2:**

| Sr. No. | Category | No. of forms/ electronic votes | Total number of Invalid votes (Equity share of Rs. 5/- each |
|---|---|---|---|
| | **I. ELECTRONIC VOTES** | | |
| 1. | Authority Letter / Board Resolution / Power of Attorney not sent. | NIL | NIL |
| 2. | Abstained from Voting. | 1 | 10 |
| **SUB-TOTAL - I** | | **1** | **10** |
| | **II. PHYSICAL POLL FORM:** | | |
| 3. | No votes polled. | 1 | 1000 |
| 4. | Signature not available. | 0 | 0 |
| 5. | Signature mismatch. | 1 | 200 |
| 6. | Identity of Person unknown. | 0 | 0 |
| **SUB-TOTAL - II** | | **2** | **1200** |
| **TOTAL (I + II)** | | **3** | **1210** |

DHOLAKIA & ASSOCIATES LLP (Company Secretaries) MUMBAI

iii. **For Item No. 3:**

| Sr. No. | Category | No. of forms/ electronic votes | Total number of Invalid votes (Equity share of Rs. 5/- each |
|---|---|---|---|
| | **I. ELECTRONIC VOTES** | | |
| 1. | Authority Letter / Board Resolution / Power of Attorney not sent. | NIL | NIL |
| 2. | Abstained from Voting. | 1 | 10 |
| **SUB-TOTAL - I** | | **1** | **10** |
| | **II. PHYSICAL POLL FORM:** | | |
| 3. | No votes polled. | 1 | 1000 |
| 4. | Signature not available. | 0 | 0 |
| 5. | Signature mismatch. | 1 | 200 |
| 6. | Identity of Person unknown. | 0 | 0 |
| **SUB-TOTAL - II** | | **2** | **1200** |
| **TOTAL (I + II)** | | **3** | **1210** |

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iv. **For Item No. 4:**

| Sr. No. | Category | No. of forms/ electronic votes | Total number of Invalid votes (Equity share of Rs. 5/- each |
|---|---|---|---|
| | **I. ELECTRONIC VOTES** | | |
| 1. | Authority Letter / Board Resolution / Power of Attorney not sent. | NIL | NIL |
| 2. | Abstained from Voting. | 1 | 10 |
| **SUB-TOTAL - I** | | **1** | **10** |
| | **II. PHYSICAL POLL FORM:** | | |
| 3. | No votes polled. | 1 | 1000 |
| 4. | Signature not available. | 0 | 0 |
| 5. | Signature mismatch. | 1 | 200 |
| 6. | Identity of Person unknown. | 0 | 0 |
| **SUB-TOTAL - II** | | **2** | **1200** |
| **TOTAL (I + II)** | | **3** | **1210** |

DHOLAKIA & ASSOCIATES LLP (Company Secretaries) MUMBAI

v. **For Item No. 5:**

| Sr. No. | Category | No. of forms/ electronic votes | Total number of Invalid votes (Equity share of Rs. 5/- each |
|---|---|---|---|
| | **I. ELECTRONIC VOTES** | | |
| 1. | Authority Letter / Board Resolution / Power of Attorney not sent. | NIL | NIL |
| 2. | Abstained from Voting. | 1 | 10 |
| **SUB-TOTAL - I** | | **1** | **10** |
| | **II. PHYSICAL POLL FORM:** | | |
| 3. | No votes polled. | 1 | 1000 |
| 4. | Signature not available. | 0 | 0 |
| 5. | Signature mismatch. | 1 | 200 |
| 6. | Identity of Person unknown. | 0 | 0 |
| **SUB-TOTAL - II** | | **2** | **1200** |
| **TOTAL (I + II)** | | **3** | **1210** |

DHOLAKIA & ASSOCIATES LLP ★ MUMBAI ★ (Company Secretaries)

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

**Place : Mumbai**
**Date : 31st July, 2015**

**TO WHOMSOEVER IT MAY CONCERN**

We, R. B. DANI and VIKRAM SHAH hereby state that the Polling Box, in which Equity Shareholders of **Gandhi Special Tubes Limited ("the Company")** cast their vote by way of Poll at the 30th Annual General Meeting of the Company held on Wednesday, the 29th July, 2015 at 11.00 a.m. at Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai - 400 007, was opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014 and the same was in sealed condition and without any tampering.

**Witness 1**

**Name:** DANI RASHMIKANT B.

**Address:** 4 RAMBHA APT., KHOKHANI LANE, GHATKOPAR (E), MUMBAI - 400077

**Signature:** 29/7/2015

**Witness 2**

**Name:** VIKRAM SHAH

**Address:** ID. 131/132, INDIGO, KALPATARU AURA, L.B.S. MARG, OPP. R CITY MALL, GHATKOPAR(W) MUMBAI-400086

**Signature:** 29/7/15

## TO WHOMSOEVER IT MAY CONCERN

We, Vishvesh. G. Bhagat- and VIDYUT. R VASAVADA hereby state that the Excel Sheet containing the Results of e-Voting of **Gandhi Special Tubes Limited ("the Company")** for the 30th Annual General Meeting of the Company held on Wednesday, the 29th July, 2015 at 11.00 a.m. at Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai - 400 007 was unblocked from the website of M/s. Karvy Computershare Private Limited i.e.www.evoting.karvy.com and opened in our presence as required under Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014.

**Witness 1**

**Name:** Vishvesh. G. Bhagat-

**Address:** C/12, Parvati Mansion, 214, Dr. D. B. Marg
Grant Road, Mumbai - 400 007

**Signature:**

**Witness 2**

**Name:** VIDYUT . R. VASAVADA

**Address:** C-101, KRISHNA RESIDENCY, B/H SUNDERNAGAR
MALAD (WEST), MUMBAI - 400 064.

**Signature:** V. R. Vasavada