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/41027052
Date: 25th July, 2014

Hand Delivery

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

SUBJECT: OUTCOME OF 29TH ANNUAL GENERAL MEETING OF THE COMPANY

Dear Sir,

Attached herewith please find the Gist of proceedings of 29th Annual General Meeting of the Company held on 24th, July, 2014 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**

K D Padrakar

Kinjal D. Padrakar
Company Secretary

Encl: A/A

Gandhi Special Tubes Ltd.

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Ref No: GSTL/NSE/BSE/41027052
Date: 25th July, 2014

To, **THE NATIONAL STOCK EXCHANGE OF INDIA LTD** **Bandra Kurla Complex** **Bandra (East),** **Mumbai – 400 051**	**To,** **THE SECRETARY** **BSE LIMITED** **1st Floor, Phiroze Jeejeebhoy Towers** **Dalal Street,** **Mumbai – 400 023**

SUB: In accordance with Clause 35A of the Listing Agreement, the details of business transacted at the 29th Annual General Meeting of Gandhi Special Tubes Limited are furnished below:

Date of the Annual General Meeting	:	24th July, 2014
Book Closure Date	:	23rd July, 2014 to 24th July, 2014 (both days inclusive)
Total Numbers of the Shareholders on record	:	Total number of shareholders as on 24th July, 2014 were 5006

No. of Shareholders present in the meeting either in person or through proxy

1) Promoters and Promoter Group		
a)In Person	:	6
b)Through Proxy	:	5
2) Public		
a)In Person	:	28
b)Through Proxy	:	NIL
Total	:	39

No. of Shareholders attended the meeting through Video conferencing

Promoters and Promoter Group	:	--N.A.--
Public	:	--N.A.--

Details of the Agenda

The Following business was transacted by the Shareholders and all the resolutions were passed unanimously:-

GANDHI SPECIAL TUBES BOMBAY

Sr. No	Particulars of Resolution	Ordinary or Special Resolution	Pattern of Voting
1.	Adoption of the audited Balance Sheet of the Company as at 31st March, 2014, the profit and Loss Account and Cash Flow Statement for the financial year ended on that date and the report of the Director's and Auditor's thereon. **"RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date together with Notes, Schedules and Cash Flow Statement, Directors' Report (including Report on Corporate Governance, Management Discussion and Analysis Report and Report on Corporate Social Responsibility) and the Report of the Auditors thereon placed before this meeting be and are hereby received, approved and adopted."	Ordinary	By e-voting and Poll
2.	Confirmation of interim dividend of Rs.6.00 per Equity Share i.e. 120% of the face value of Rs 5 /- as final dividend on the fully paid up Equity Shares for the financial year ended 31st March, 2014. **"RESOLVED THAT** payment of an interim dividend of Rs.6.00 per share (120% of Face value of Rs.5/-) on 1,46,98,616 Equity Shares of the Company, for the year ended on 31st March, 2014 aggregating to Rs.881.92 Lacs declared by the Board of Directors at its meeting held on 28th January, 2014 and paid on 20th February, 2014, be and is hereby confirmed as Final Dividend."	Ordinary	By e-voting and Poll
3	Approval of re-appointment of Shri Bhupatrai G. Gandhi, Director of the Company who retired by rotation at this Annual General Meeting. **"RESOLVED THAT** Shri Bhupatrai G Gandhi, a Director retiring by rotation at this meeting and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company whose term of office shall be liable to determine by retirement by rotation."	Ordinary	By e-voting and Poll
4	Approval of appointment of M/s. S.V.Doshi & Company, Chartered Accountants, Mumbai, the Retiring Auditors as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting. "**RESOLVED THAT** in accordance with the provisions of section 139 of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) the retiring auditors M/s. S.V.DOSHI & CO., Chartered Accountants,	Ordinary	By e-voting and Poll



	having the ICAI Registration No. 102752W and holding valid Peer Review Certificate issued by the Institute of Chartered Accountants of India, be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of three years from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting (subject to ratification by the shareholders at every Annual General Meeting), on remuneration and other expenses to be fixed by the Managing Director of the Company."		
5	Approval for appointment of Shri D.S.Shah as an independent Director for continuing period of 5 years. "**RESOLVED THAT** consent of the Company be and is hereby accorded to Shri Dhirajlal S. Shah (DIN 00044163), who holds office as an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement and who being eligible to continue as an Independent Director under Section 149 of the Companies Act, 2013 read with Rules made thereunder and Clause 49 of the Listing Agreement entered with the Stock Exchange(s) (including any statutory modification(s) or re-enactment thereof, for the time being in force), to continue to hold the Office of Independent Director of the Company for a period of five consecutive years from April 01, 2014 up to March 31, 2019 who shall not be liable to retire by rotation."	Special	By e-voting and Poll
6	Approval for appointment of Shri K. N. Warden as an independent Director for continuing period of 5 years. "**RESOLVED THAT** consent of the Company be and is hereby accorded to Shri Kavas N. Warden (DIN 00045840), who holds office as an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement and who being eligible to continue as an Independent Director under Section 149 of the Companies Act, 2013 read with Rules made thereunder and Clause 49 of the Listing Agreement entered with the Stock Exchange(s) (including any statutory modification(s) or re-enactment thereof, for the time being in force), to continue to hold the Office of Independent Director of the Company for a period of five consecutive years from April 01, 2014 up to March 31, 2019 who shall not be liable to retire by rotation."	Special	By e-voting and Poll

GANDHI SPECIAL TUBES BOMBAY

7	Approval for appointment of Shri D. B. Shah as an independent Director for continuing period of 5 years. "**RESOLVED THAT** consent of the Company be and is hereby accorded to Shri Dharmen B. Shah (DIN 01834884), who holds office as an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement and who being eligible to continue as an Independent Director under Section 149 of the Companies Act, 2013 read with Rules made thereunder and Clause 49 of the Listing Agreement entered with the Stock Exchange(s) (including any statutory modification(s) or re-enactment thereof, for the time being in force), to continue to hold the Office of Independent Director of the Company for a period of five consecutive years from April 01, 2014 up to March 31, 2019 who shall not be liable to retire by rotation."	Special	By e-voting and Poll
8.	Approval for remuneration paid to the Cost Auditor "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force),the remuneration of Rs 40,000/- for the Financial Year ending 31st March, 2015 as approved by the Board of Directors of the Company to be paid to Mr Dakshesh H. Zaveri, the Cost Accountant, having ICWAI Registration No. 8971 for conducting the Cost Audit of the Company's Steel Products and Windmills be and is hereby ratified."	Special	By e-voting and Poll



Results of Poll and E-voting *

Particulars	No. of shares held	No. of votes polled and e-voted	% of Votes Polled and e- voted on outstanding shares	No. of Votes polled and e-Voted – in favour	No. of Votes – polled and e-Voted against	% of Votes in favour on votes polled and e-Voted	% of Votes against on votes polled and e- Voted
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	10769567	37,65,231	34.96	36,96,231	NIL	34.32	NIL
Public – Institutional holders	8200	NIL	NIL	Nil	NIL	NIL	NIL
Public-Others** HUF is also considered as Public	3920849	344290	8.78	1,66,117	NIL	4.24	NIL
Total	**14698616**	**41,09,521**	**27.96**	**3862348**	**NIL**	**26.28**	**NIL**

- *Scrutinizers report on evoting and poll is attached herewith
- We kindly request you to take on record, and disseminate the same on the Exchange website.

Thanking you,

Yours Faithfully,

For GANDHI SPECIAL TUBES LTD.

K D Padrakar

Kinjal Padrakar
Company Secretary

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., D.C.L., E.P.CORP

DHOLAKIA & ASSOCIATES (REGD.)
COMPANY SECRETARIES

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson of 29th Annual General Meeting of Gandhi Special Tubes Limited
To be held on Thursday, the 24th July, 2014 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, Partner of M/s. Dholakia & Associates, Company Secretaries** 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(3)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-Voting) on the resolutions contained in the Notice of 29th Annual General Meeting of the Company to be held on Thursday, the 24th July, 2014 at 11.00 a.m., submit my report as under:

1. The e-Voting commenced on July 17, 2014 (9:30 am) and was closed on July 19, 2014 (5.30 pm).

2. The Management of the Company is responsible for the compliance of Section 108 of the Companies Act, 2013 read with Rule 20 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 casted in favour or against for respective Resolution.

3. The e-Voting Result was unblocked from the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com and the Excel File containing the Result was opened in the presence of Mr. Vidyut Vasavada and Mr. Lalit Shah who are not in the employment of the Company. **(Declaration attached)**

DHOLAKIA & ASSOCIATES (Company Secretaries) MUMBAI

Add: MHB 11, A/302, Sarvodaya CHSL, Near Bhavishya Nidhi Bhavan, Service Road, Khernagar, Bandra (East), Mumbai - 400 051.
TEL. + 91 2226580309 / + 91 2226471302 Fax : + 91 2226476280 E-mail : info@dholakia-associates.com

4. **The result of the e – Voting is as under :**

(a) **Item No 1: Adoption of Financial Statements and Reports of Board of Directors and Auditors.**

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
6	32,39,355	100

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(b) **Item No 2: Confirm Interim Dividend as Final Dividend.**

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
6	32,39,355	100

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

DHOLAKIA & ASSOCIATES ★ MUMBAI ★ (Company Secretaries)

(c) **Item No 3: Re-appointment of Shri Bhupatrai G. Gandhi who retires by rotation and being eligible, offers himself for re-appointment.**

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
6	32,39,355	100

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(d) **Item No 4: Appointment of Statutory Auditors and to consider their remuneration.**

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
6	32,39,355	100

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

DHOLAKIA & ASSOCIATES ★ (Company Secretaries) ★ MUMBAI

(e) **Item No 5: Continuation of office of Shri Dhirajlal S. Shah as an Independent Director**

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
6	32,39,355	100

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(f) **Item No 6: Continuation of office of Shri Kavas N Warden as an Independent Director.**

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
6	32,39,355	100

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

DHOLAKIA & ASSOCIATES ★ (Company Secretaries) ★ MUMBAI

(g) Item No 7: Continuation of office of Shri Dharmen B. Shah as an Independent Director.

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
6	32,39,355	100

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(h) Item No 8: Ratification of remuneration of Shri Dakshesh H. Zaveri, Cost Auditor

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
6	32,39,355	100

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

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

DHOLAKIA & ASSOCIATES (Company Secretaries) MUMBAI

5. The Register of 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(3)(xiii) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,

DHOLAKIA & ASSOCIATES MUMBAI (Company Secretaries)

CS B. V. Dholakia
Partner
Dholakia & Associates
(Company Secretaries)
C. P. No. 507

Place : Mumbai
Date : 22nd July, 2014

Encl: A/a.

Manhar Govardhandas Granthi

TO WHOMSOEVER IT MAY CONCERN

We, Vidyut Vasavada and Lalit Shah be and hereby state that the Excel Sheet containing the Results of e-Voting of **Gandhi Special Tubes Limited** to be held on Thursday, the 24th July, 2014 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.

Vidyut Vasavada **Lalit Shah**

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., D.C.L., E.P.CORP

DHOLAKIA & ASSOCIATES (REGD.)
COMPANY SECRETARIES

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Manhar G. Gandhi
Chairperson for Annual General Meeting of the Equity Shareholders of **Gandhi Special Tubes Limited** held on Thursday, the 24th July, 2014 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**, appointed as Scrutinizer by you for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of Gandhi Special Tubes Limited **("the Company")** held on Thursday, the 24th July, 2014 at 11.00 a.m. at Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K.M Munshi Marg, Mumbai – 400 007, submit my report as under:

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

2. The locked ballot box was subsequently opened in my presence and in the presence of 2 (Two) Witnesses **(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.

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

DHOLAKIA & ASSOCIATES (Company Secretaries) MUMBAI

Add: MHB 11, A/302, Sarvodaya CHSL, Near Bhavishya Nidhi Bhavan, Service Road, Khernagar, Bandra (East), Mumbai - 400 051.
TEL. + 91 2226580309 / + 91 2226471302 Fax : + 91 2226476280 E-mail : info@dholakia-associates.com

4. The result of the Poll is as under :

(a) **Resolution:**

(a) Item No 1: **Resolution pursuant to Adoption of Financial Statements and Reports of Board of Directors and Auditors.**

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	6,22,993	100

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	2,49,723	40.1

DHOLAKIA & ASSOCIATES * MUMBAI * (Company Secretaries)

(b) Item No 2: **Resolution pursuant to confirmation of Interim Dividend as Final Dividend**

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	6,22,993	100

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	2,49,723	40.1

(c) Item No 3: **Resolution pursuant to Re-appointment of Shri Bhupatrai G. Gandhi who retires by rotation and being eligible, offers himself for re-appointment**

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	6,22,993	100

DHOLAKIA & ASSOCIATES (Company Secretaries) MUMBAI

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	2,49,723	40.1

(d) Item No 4: **Resolution pursuant to appointment of Statutory Auditors and to consider their remuneration.**

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	6,22,993	100

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

DHOLAKIA & ASSOCIATES MUMBAI (Company Secretaries)

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	2,49,723	40.1

(e) Item No 5: **Resolution pursuant to Continuation of office of Shri Dhirajlal S. Shah as an Independent Director.**

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	6,22,993	100

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	2,49,723	40.1

DHOLAKIA & ASSOCIATES MUMBAI (Company Secretaries)

(f) Item No 6: **Resolution pursuant to Continuation of office of Shri Kavas N Warden as an Independent Director.**

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	6,22,993	100

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	2,49,723	40.1

(g) Item No 7: **Resolution pursuant to Continuation of office of Shri Dharmen B. Shah as an Independent Director.**

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	6,22,993	100

DHOLAKIA & ASSOCIATES ★ MUMBAI ★ (Company Secretaries)

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	2,49,723	40.1

(h) Item No 8: **Resolution pursuant to ratification of remuneration of Shri Dakshesh H. Zaveri, Cost Auditor**

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	6,22,993	100

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

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

DHOLAKIA & ASSOCIATES ★ MUMBAI ★ (Company Secretaries)

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
17	2,49,723	40.1

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

6. The aforesaid Poll Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.

7. The poll papers and all other relevant records were sealed and handed over to Mr. Manhar G. Gandhi, Chairperson, authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

DHOLAKIA & ASSOCIATES * MUMBAI * (Company Secretaries)

Place: Mumbai
Date: 25th July, 2014

CS Bhumitra V. Dholakia
FCS 977 CP No. 507

ANNEXURE

A. BASIS OF ACCEPTANCE

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

2. 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.

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

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

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

6. A Poll Paper having No Postal Address or Name of Shareholder or Folio Number/Client ID but valid in all other respects has been considered.

B. BASIS OF REJECTION

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

2. Poll paper is not signed.

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

4. 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.

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

6. 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.

7. 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.

DHOLAKIA & ASSOCIATES ★ (Company Secretaries) ★ MUMBAI

8. 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.

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

C. REPORT FOR INVALID POLL PAPERS.

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	3	NIL
2.	Signature not available	7	80,484
3.	Signature not tallied	3	1,69,238
4.	Not a Member or Proxy or Authorised Representative	1	NIL
5.	Vote already Casted	1	1
TOTAL		**15**	**2,49,723**

DHOLAKIA & ASSOCIATES (Company Secretaries) MUMBAI

Place: Mumbai
Date: 25th July, 2014

CS Bhumitra V. Dholakia
FCS 977 CP No. 507

GANDHI SPECIAL TUBES LIMITED

24th July, 2014

POLL CONDUCTED AT THE 29th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY 24th JULY '2014 AT 11.00 A.M AT KANJI KHETSEY SABHAGRIHA BHARATIYA VIDYA BHAVAN, K.M MUNSHI MARG, MUMBAI - 400 007.

We, the undersigned Members of the Company hereby state that the Ballot Box containing the TWENTY polling papers and duly locked, was opened by the Scrutinizer, CS B.V Dholakia in our presence and we found the same is in order —

24/7/2014

R. B. DANI

NAME
FOLIO

Pravin K. Vakil

Pravin Kantilal Vakil

NAME
FOLIO