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# Gandhi Special Tubes Ltd.

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Regd. Off. : 201-204, Plaza, 2nd Floor, 55 Hughes Road, Mumbai - 400 007.

Tel.: 2363 4179 / 2363 4183 / 2363 5042

E-mail : [info@gandhitubes.com](mailto:info@gandhitubes.com) • Website : [www.gandhispecialtubes.com](http://www.gandhispecialtubes.com)

CIN : L27104MH1985PLC036004



Ref No: GSTL/BSE/NSE/42024061

Date: 16 April 2024

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

Subject : **Disclosure of Voting Results of the Postal Ballot process.**

Dear Sir / Madam,

We are enclosing herewith following documents:

1. Proceedings of the Postal Ballot
2. Voting results in respect of the Postal Ballot process, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015; and
3. Scrutinizers Report

Kindly take the above on record and oblige.

Thanking you,

Yours Faithfully,

For Gandhi Special Tubes Limited,

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

Encl: As Above

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## Summary of the proceedings of the Postal Ballot of Gandhi Special Tubes Limited, passed by the Shareholders on 13 April 2024

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had issued a Postal Ballot Notice dated 7 February 2024 to obtain approval of shareholders through Postal Ballot by providing remote e-voting facility only for

1. Appointment of Mr. Viral Doshi ( DIN: 10419947) as an Independent Director of the Company
2. Appointment of Mr. Hemal Shah ( DIN: 10423683) as an Independent Director of the Company
3. Approval of increase in remuneration to Mr. Manhar Gandhi, Managing Director.

The Board of Directors had engaged services of KFin Technologies Limited ("Kfin Tech") to provide e-voting facility to all the members as on cut-off date i.e. Friday 8 March 2024. The evoting period commenced on Friday, 15 March 2024, at 9:00 A.M. (IST) and ended on Saturday, 13 April 2024 at 5:00 P.M. (IST)

The Board of Directors had appointed Mr. Nrupang Dholakia, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP, to act as the scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.

Pursuant to the applicable General Circulars issued by the Ministry of Corporate Affairs for conduct of postal ballot, the Postal Ballot Notice and instructions for e-voting were sent only through electronic mode to those Members whose email address were registered with the Company / depository participant(s).

The intimation about completion of dispatch of the Notice of Postal Ballot /e-Voting and the last date for casting of votes by shareholders was also intimated to the members by way of publication of advertisement in the newspapers namely, Navshakti (Marathi Language) and Free Press Journal (English Language) on 13 March 2024.

Members were advised to carefully read the instructions before casting their votes. The postal ballot was conducted only through remote e-voting system. The Scrutinizer after scrutiny of all votes received within the scheduled time has submitted his report on 16 April 2024. The results of the Postal Ballot as required under Regulation 44 of The SEBI (LODR) Regulations, 2015 are enclosed herewith.

On the basis of Scrutinizer's report, we hereby declare the result of Postal ballot / e-voting on 16 April 2024. The resolutions as mentioned in the Postal Ballot Notice are duly passed with requisite majority on 13 April 2024..

**For Gandhi Special Tubes Limited,**

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**Chaitali Kachalia**  
**Company Secretary and Compliance Officer**  
**Membership No. ACS 5421**



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

CIN.: L27104MH1985PLC036004



Resolution required: (Ordinary/ Special)								
SPECIAL - Appointment of Mr. Viral Doshi ( DIN: 10419947) as an Independent Director of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?								
No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8935257	8854690	99.0983	8854690	0	100.0000	0.0000
	Poll	8935257	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8935257	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	174760	25405	14.5371	25405	0	100.0000	0.0000
	Poll	174760	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	174760	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3041983	54357	1.7869	54237	120	99.7792	0.2207
	Poll	3041983	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3041983	0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>12152000</b>	<b>8934452</b>	<b>73.5225</b>	<b>8934332</b>	<b>120</b>	<b>99.9987</b>	<b>0.0013</b>



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CIN.: L27104MH1985PLC036004



Resolution required: (Ordinary/ Special)		SPECIAL - Appointment of Mr. Hemal shah ( DIN: 10423683) as an Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8935257	8854690	99.0983	8854690	0	100.0000	0.0000
	Poll	8935257	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8935257	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	174760	25405	14.5371	25405	0	100.0000	0.0000
	Poll	174760	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	174760	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3041983	54362	1.7871	54254	108	99.8013	0.1986
	Poll	3041983	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3041983	0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>12152000</b>	<b>8934457</b>	<b>73.5225</b>	<b>8934349</b>	<b>108</b>	<b>99.9988</b>	<b>0.0012</b>



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CIN.: L27104MH1985PLC036004



Resolution required: (Ordinary/ Special)		SPECIAL - Approval of increase in remuneration to Mr. Manhar Gandhi , Managing Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8935257	8854690	99.0983	8854690	0	100.0000	0.0000
	Poll	8935257	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8935257	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	174760	25405	14.5371	2636	22769	10.3759	89.6240
	Poll	174760	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	174760	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3041983	54362	1.7871	54113	249	99.5419	0.4580
	Poll	3041983	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3041983	0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>12152000</b>	<b>8934457</b>	<b>73.5225</b>	<b>8911439</b>	<b>23018</b>	<b>99.7424</b>	<b>0.2576</b>

**Designated Partners**

**CS Vishvesh G. Bhagat**

B.Com., L.L.B. (Gen), FIII, A.C.S.

**CS Nrupang B. Dholakia**

B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

**DHOLAKIA & ASSOCIATES LLP**

(COMPANY SECRETARIES)

**SCRUTINIZER'S REPORT**

**To,**

**Mr. Manhar G. Gandhi**

**The Chairman and Managing Director**

**Gandhi Special Tubes Limited**

**SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR THE RESOLUTION AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED FEBRUARY 7, 2024.**

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Dear Sir,

1. Dholakia & Associates LLP, Company Secretaries ("firm") were appointed as the scrutinizer by the Board of Directors of Gandhi Special Tubes Limited ("the Company") to scrutinize the postal ballot voting process (remote e-voting process only) in connection with the subject matter.
2. I, CS Nrupang B. Dholakia, Designated Partner of the firm, submit my report as under:
  - 2.1 The Company completed the despatch of Notice of postal ballot through electronic mode to those Members whose names appeared in the register of members/ List of Beneficial Owners maintained by the Company and as received by National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as at the close of business hours on Friday, March 8, 2024 ('cut-off date') and whose e-mail IDs were registered with Company/Depositories, pursuant to the applicable General Circulars issued by the Ministry of Corporate Affairs for conduct of postal ballot.
  - 2.2 The postal ballot was conducted only through remote e-voting system which was provided by KFin Technologies Limited ("KFinTech") pursuant to the applicable MCA circulars, hence, postal ballot forms were not required to be sent by the Company.
  - 2.3 The remote e-voting period commenced on Friday, March 15, 2024 at 9:00 a.m. (IST) and ended on Saturday, April 13, 2024 at 5:00 p.m. (IST).
  - 2.4 I have received a complete record of votes cast by electronic mode on Saturday, April 13, 2024, from KFin Technologies Limited, the 'e-voting Agency'. The voting period concluded on Saturday, April 13, 2024 (5:00 p.m. IST).

**Regd Office: A/302, Sarvodaya CHSL, Bldg No. 11, Nr. P.F. Office, Service Road, Khernagar, Bandra (E),  
Mumbai - 400051.**

**Tel No. +91 22 35501554, E-Mail: [info@dholakia-associates.com](mailto:info@dholakia-associates.com) LLPIN AAC 9552 GSTIN: 27AAKFD4117D1ZR**

**Designated Partners****CS Vishvesh G. Bhagat**

B.Com., L.L.B. (Gen), FII, A.C.S.

**CS Nrupang B. Dholakia**

B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

**DHOLAKIA & ASSOCIATES LLP****(COMPANY SECRETARIES)**

- 2.5 I am obligated under Section 110 of the Companies Act, 2013 and the Rules framed thereunder to retain the postal ballot related data till the time the Company signs the minutes or proceedings. Once the copy of minutes or proceedings is provided, the same will be handed over to the Company.
- 2.6 The votes cast by corporate who have e-mailed the scanned certified true copy of the board resolution/authority letter, etc. at email ID: [scrutinizer@dholakia-associates.com](mailto:scrutinizer@dholakia-associates.com) or have uploaded on the website of KFinTech i.e. [www.evoting.kfintech.com](http://www.evoting.kfintech.com) or available with the Company have been considered valid.
3. The Members who have abstained from voting in the e-voting have been treated as invalid (details attached in **Annexure - II**)
4. In accordance with the basis of acceptance and basis of rejection (as per **Annexure - I**) and on proper scrutiny of all the postal ballot votes cast by way of e-voting, I report the result of the postal ballot as under:

**Resolution No. 1 – Appointment of Mr. Viral Doshi (DIN: 10419947) as an Independent Director of the Company - Special Resolution.****(a) Details of voting, as received from the e-voting agency is as follows:**

Particulars	Number of Members who cast vote	No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received	90	89,34,762
<b>Less:</b> Total Number of Invalid Votes (as per details attached in <b>Annexure – II</b> )	3	310
<b>Total Number of Valid Votes</b>	<b>87</b>	<b>89,34,452</b>

**(b) Details of Voting:**

Particulars	Aggregate of valid voting	No. of Equity Shares of the Nominal Value of Rs. 5/- each (votes cast)	% of valid votes received
<b>Total valid votes received</b>	<b>87</b>	<b>89,34,452</b>	<b>100</b>
<b>Assented to Resolution</b>	83	89,34,332	99.99
<b>Dissented to Resolution</b>	4	120	0.01

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**Designated Partners**

**CS Vishvesh G. Bhagat**

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**CS Nrupang B. Dholakia**

B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

**DHOLAKIA & ASSOCIATES LLP**

(COMPANY SECRETARIES)

**Resolution No. 2 – Appointment of Mr. Hemal Shah (DIN: 10423683) as an Independent Director of the Company– Special Resolution.**

(a) Details of voting, as received from the e-voting agency is as follows:

Particulars	Number of Members who cast vote	No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received	90	89,34,757
<b>Less:</b> Total Number of Invalid Votes (as per details attached in Annexure-II)	2	300
<b>Total Number of Valid Votes</b>	<b>88</b>	<b>89,34,457</b>

(b) Details of Voting:

Particulars	Aggregate of valid voting	No. of Equity Shares of the Nominal Value of Rs. 5/- each (votes cast)	% of valid votes received
<b>Total valid votes received</b>	<b>88</b>	<b>89,34,457</b>	<b>100</b>
<b>Assented to Resolution</b>	85	89,34,349	99.99
<b>Dissented to Resolution</b>	3	108	0.01

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Tel No. +91 22 35501554. E-Mail: [info@dholakia-associates.com](mailto:info@dholakia-associates.com) LLPIN AAC 9552 GSTIN: 27AAKFD4117D1ZR



Designated Partners  
 CS Vishvesh G. Bhagat  
 B.Com., L.L.B. (Gen), FIII, A.C.S.  
 CS Nrupang B. Dholakia  
 B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

**DHOLAKIA & ASSOCIATES LLP**  
 (COMPANY SECRETARIES)

**Resolution No. 3 – Approval of increase in remuneration to Mr. Manhar Gandhi, Managing Director–  
 Special Resolution.**

(a) Details of voting, as received from the e-voting agency is as follows:

Particulars	Number of Members who cast vote	No. of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received (members voted) *	90	89,34,757
Less: Total Number of Invalid Votes (as per details attached in Annexure- II)	2	300
<b>Total Number of Valid Votes (members voted) *</b>	<b>88</b>	<b>89,34,457</b>

(b) Details of Voting:

Particulars	Aggregate valid voting	No. of Equity Shares of the Nominal Value of Rs. 5/- each (votes cast)	% of valid votes received
Total valid votes received (members voted) *	88	89,34,457	100
Assented to Resolution	83	89,11,439	99.74
Dissented to Resolution	7	23,018	0.26

\* Two Members have voted partially 'For' as well as 'Against' categories.

**Designated Partners**

**CS Vishvesh G. Bhagat**

B.Com., L.L.B. (Gen), FII, A.C.S.

**CS Nrupang B. Dholakia**

B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

**DHOLAKIA & ASSOCIATES LLP**  
(COMPANY SECRETARIES)

5. You may accordingly declare the result of the postal ballot voting process.

NRUPANG  
BHUMITRA  
DHOLAKIA

Digitally signed by NRUPANG BHUMITRA  
DHOLAKIA  
DN: c=IN, o=Personal, postalCode=400051,  
st=Maharashtra,  
serialNumber=100043759303845220403608  
104EAD00D25AC7023219548E5539591F0  
7990, cn = NRUPANG B DHOLAKIA  
Date: 2024.01.16 11:52:21 +05'30'

**CS Nrupang B. Dholakia**  
**Designated Partner**  
**Dholakia & Associates LLP**  
**(Company Secretaries)**  
**FCS: 10032 CP No: 12884**

**UDIN: F010032F000133947**

**Date: April 16, 2024**

**Place: Mumbai**

**Regd Office: A/302, Sarvodaya CHSL, Bldg No. 11, Nr. P.F. Office, Service Road, Khernagar, Bandra (E),  
Mumbai – 400051.**

**Tel No. +91 22 35501554. E-Mail: [info@dholakia-associates.com](mailto:info@dholakia-associates.com) LLPIN AAC 9552 GSTIN: 27AAKFD4117D1ZR**

**Designated Partners**  
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**CS Nrupang B. Dholakia**  
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

**DHOLAKIA & ASSOCIATES LLP**  
(COMPANY SECRETARIES)

**"ANNEXURE-I"**

**BASIS OF ACCEPTANCE**

1. Member has voted through re-mote e-voting/ electronic mode during the period commencing from 9.00 a.m. (IST) on Friday, March 15, 2024 and ending at 5.00 p.m. (IST) on Saturday, April 13, 2024.
2. Members whose name are appearing in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, March 8, 2024.

**BASIS OF REJECTION**

1. Body Corporates (other than Individuals, HUF, NRI, etc.) has not uploaded scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. or e-mailed at [scrutinizer@dholakia-associates.com](mailto:scrutinizer@dholakia-associates.com) or have not uploaded on the website of KFinTech i.e. [www.evoting.kfintech.com](http://www.evoting.kfintech.com) or not available with the Company.
2. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.

Designated Partners  
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CS Nrupang B. Dholakia  
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

**DHOLAKIA & ASSOCIATES LLP**  
(COMPANY SECRETARIES)

**"ANNEXURE-II"**

**REPORT FOR INVALID VOTES**

**Resolution No. 1 – Appointment of Mr. Viral Doshi (DIN: 10419947) as an Independent Director of the Company.**

Sr. No.	Category	No. of Votes	Total number of Invalid votes (equity share of the nominal value of INR 5/- each)
<b><u>VOTING THROUGH ELECTRONIC MODE</u></b>			
1.	Board Resolution / Power of Attorney not uploaded/sent	NIL	NIL
2.	Abstained from voting	3	310
<b>TOTAL</b>		<b>3</b>	<b>310</b>

**Resolution No. 2 – Appointment of Mr. Hemal Shah (DIN: 10423683) as an Independent Director of the Company.**

Sr. No.	Category	No. of Votes	Total number of Invalid votes (equity share of the nominal value of INR 5/- each)
<b><u>VOTING THROUGH ELECTRONIC MODE</u></b>			
1.	Board Resolution / Power of Attorney not uploaded/sent	NIL	NIL
2.	Abstained from voting	2	300
<b>TOTAL</b>		<b>2</b>	<b>300</b>

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Designated Partners  
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CS Nrupang B. Dholakia  
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

**DHOLAKIA & ASSOCIATES LLP**  
(COMPANY SECRETARIES)

**Resolution No. 3 – Approval of increase in remuneration to Mr. Manhar Gandhi, Managing Director.**

Sr. No.	Category	No. of Votes	Total number of Invalid votes (equity share of the nominal value of INR 5/- each)
<b><u>VOTING THROUGH ELECTRONIC MODE</u></b>			
1.	Board Resolution / Power of Attorney not uploaded/sent	NIL	NIL
2.	Abstained from voting	2	300
<b>TOTAL</b>		<b>2</b>	<b>300</b>

NRUPANG  
BHUMITRA  
DHOLAKIA

Digitally signed by NRUPANG B. DHOLAKIA  
DN: cn=NRUPANG B. DHOLAKIA, o=DHOLAKIA & ASSOCIATES LLP, ou=Company Secretaries, email=info@dholakia-associates.com, c=IN

**CS Nrupang B. Dholakia**  
Designated Partner  
Dholakia & Associates LLP  
(Company Secretaries)  
FCS: 10032 CP No: 12884

UDIN: F010032F000133947  
Date: April 16, 2024  
Place: Mumbai

Regd Office: A/302, Sarvodaya CHSL, Bldg No. 11, Nr. P.F. Office, Service Road, Khernagar, Bandra (E),  
Mumbai – 400051.  
Tel No. +91 22 35501554. E-Mail: [info@dholakia-associates.com](mailto:info@dholakia-associates.com) LLPIN AAC 9552 GSTIN: 27AAKFD4117D1ZR