Ref No: GSTL/BSE/NSE/02027003

Date: 30/07/2020

The Secretary
BSE Limited
1st Floor Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Scrip Code: 513108

The Manager
The National Stock Exchange India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East),
Mumbai-400051

Scrip Code: GANDHITUBE

Sub: Annual Secretarial Compliance Report 2019-2020

Dear Sir/Madam,


Kindly take the same on records.

Thanking You

Yours Faithfully,

For Gandhi Special Tubes Limited,

Jitendra Khadye
Company Secretary & Compliance Officer

Encl.: a/a
SECRETARIAL COMPLIANCE REPORT
OF
GANDHI SPECIAL TUBES LIMITED
(CIN: L27104MH1985PLC036004)
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[Issued in Pursuance to Para 3(b) of circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by the Securities and Exchange Board of India]

We have examined:

(a) all the documents and records made available to us via electronic platform due to lockdown and explanation(s) provided by Gandhi Special Tubes Limited (“the listed entity”),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

Tel No. +91 22 26580309, +91 22 26476280, +91 22 26471302. E-Mail: info@dholakia-associates.com.
M/s. Dholakia & Associates a partnership firm has been converted into Dholakia & Associates LLP (a Limited Liability Partnership) w.e.f. 21st November, 2014 LLPIN AAC 9552 GSTIN: 27AAKFD4117D1ZR
The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **No Transactions during the Review Period.**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **No Transactions during the Review Period.**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **No Transactions during the Review Period.**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **No Transactions during the Review Period.**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/guidelines issued thereunder;

and based on the above examination, I/ We hereby report that, during the Review period:
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</th>
<th>Deviations</th>
<th>Observations/ Remarks of the Practicing Company Secretary</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Regulation 7 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015</td>
<td>The Company erroneously did not include the data pertaining to two LLPs which had tendered their shares under the Buy-back offer announced by the Company during September 25, 2019 to October 10, 2019 while uploading the disclosure under Regulation 7 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 on the Stock Exchange Portal.</td>
<td>At the time of signing this report the Company has submitted the required details to Exchange.</td>
</tr>
</tbody>
</table>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Observations of the Practicing Company Secretary in the previous reports</th>
<th>Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)</th>
<th>Actions taken by the listed entity, if any</th>
<th>Comments of the Practicing Company Secretary on the actions taken by the listed entity</th>
</tr>
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<tbody>
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--------------------NOT APPLICABLE---------------------