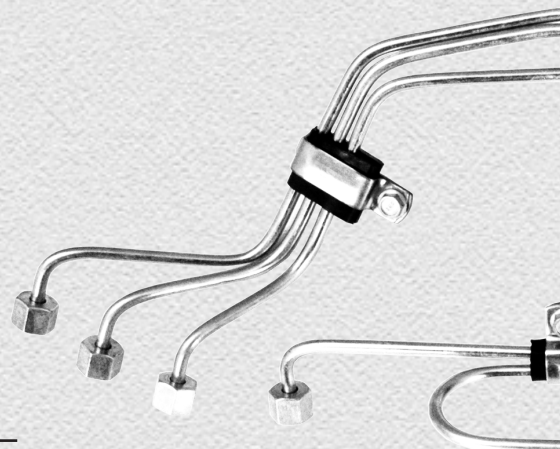
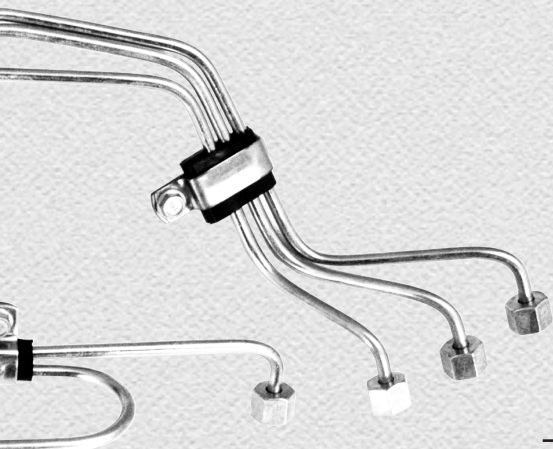
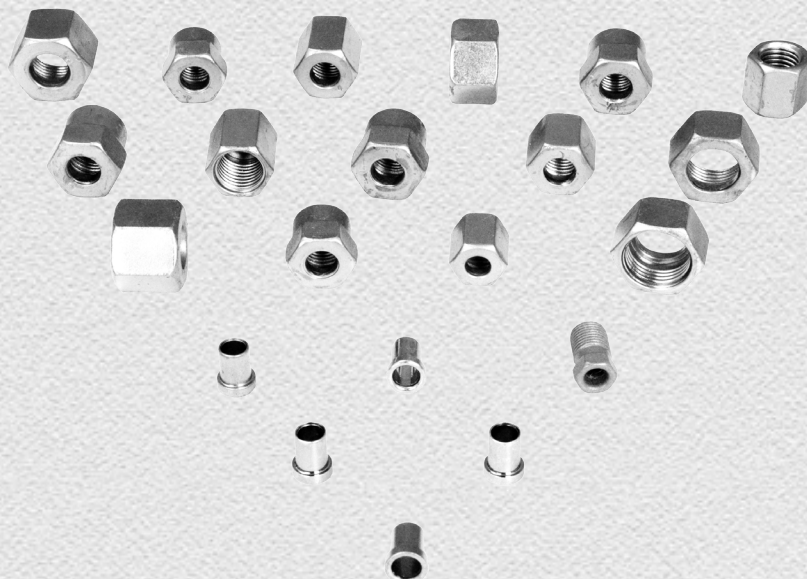


Gandhi
Special Tubes Ltd.

38th Annual Report 2022-23



IATF 16949:2016
Certified Company

CSR Activity

Gandhi Special Tubes Limited Partnered with Tata Memorial Cancer Hospital

Gandhi Special Tubes Limited has demonstrated its commitment to healthcare by partnering with Tata Memorial Centre- Tata Memorial Hospital Mumbai in FY 2022-23. This partnership reflects a proactive approach in promoting healthcare and making a positive impact in the community. As part of this initiative, the Company has provided modern equipments to Tata Memorial Hospital. By granting patients access to the latest cancer therapies, the company is playing a vital role in improving treatment options and ultimately enhancing the well-being of individuals affected by cancer.



Endoscope Storage Cabinet (Encore T)



Olympus PSF-1 Power Spiral Video Enterscope

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GANDHI SPECIAL TUBES LIMITED - Corporate Information

BOARD OF DIRECTORS	: Mr. Manhar. G. Gandhi - Chairman and Managing Director Mr. Bhupatrai. G. Gandhi - Non-Executive Director Mr. Jayesh. M. Gandhi - Non-Executive Director Mr. Kavas. N. Warden - Independent Director Mr. Dharmen. B. Shah - Independent Director Ms. Bhavi. J. Koradia - Independent Director
AUDIT COMMITTEE	: Mr. Dharmen. B. Shah - Chairman Mr. Kavas. N. Warden Ms. Bhavi. J. Koradia Mr. Jayesh. M. Gandhi
NOMINATION AND REMUNERATION COMMITTEE	: Mr. Dharmen. B. Shah - Chairman Mr. Kavas. N. Warden Ms. Bhavi. J. Koradia
STAKEHOLDERS' RELATIONSHIP COMMITTEE	: Mr. Jayesh. M. Gandhi - Chairman Mr. Bhupatrai. G. Gandhi Mr. Kavas. N. Warden
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	: Mr. Manhar. G. Gandhi - Chairman Mr. Jayesh. M. Gandhi Ms. Bhavi. J. Koradia
COMPLIANCE OFFICER AND COMPANY SECRETARY	: Ms. Chaitali Kachalia
CHIEF FINANCIAL OFFICER	: Ms. Shobhana R Vartak
STATUTORY AUDITORS	: S. V. DOSHI & CO. Chartered Accountant
INTERNAL AUDITORS	: Shashikant J Shah & Co. Chartered Accountants
SECRETARIAL AUDITOR	: Dholakia & Associates LLP Company Secretaries
BANKERS	: HDFC BANK LTD. MUMBAI
CORPORATE IDENTITY NUMBER (CIN)	: L27104M1985PLC036004
REGISTERED OFFICE	: 201-204, Plaza, 2 nd Floor, 55 Hughes Road, Mumbai 400007 Tel No: 022-23634179/23634183/23635042 Email Id: complianceofficer@gandhitubes.com Website: www.gandhispecialtubes.com
WORKS	: Village Narpura Taluka – Halol, Dist : Panchmahal Gujarat- 389350
REGISTRAR & TRANSFER AGENT	: KFin Technologies Limited Selenium Building, Tower-B Plot No. 31 & 32, Financial District Nanakramguda, Hyderabad – 500 032, Telangana Email Id: einward.ris@kfintech.com Website: www.Kfintech.com

GANDHI SPECIAL TUBES LIMITED 10-YEARS FINANCIAL HIGHLIGHTS												(₹ Lakhs)
Particulars	IND AS											
	2013-14	2014-15	2015-16	2016-17 *	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23		
Net Sales	8,352.55	9,189.77	9,117.37	9,757.23	11,393.17	12,290.68	8,093.84	11,352.58	13,699.44	16,747.36		
Total Income	9,144.02	9,632.55	9,417.47	10,712.94	12,217.66	13,061.55	8,664.96	11,965.50	14,177.39	17,291.89		
EBIDTA (Earning Before Dep, Interest & Tax)	3,407.02	2,774.79	2,991.27	4,252.79	4,934.73	5,344.39	2,958.18	5,086.37	5,373.27	6,599.89		
Profit After Taxation	1,730.84	1,579.63	1,855.00	3,080.63	3,356.51	3,863.13	2,137.28	3,615.23	3,856.58	4,733.69		
Equity Dividend (%)	120.00	150.00	150.00	180.00	0.00**	180.00	180.00	180.00	180.00	200.00		
Dividend Payout	881.92	1,102.40	1,102.40	1,322.88	0.00**	1,243.67	1,243.67	1,162.68	1,162.68	1,215.20		
Equity Share Capital	734.93	734.93	734.93	734.93	690.93	690.93	645.93	645.93	607.60	607.60		
Net Worth	15,760.69	16,008.55	16,536.73	18,764.01	17,723.36	20,104.83	14,657.18	17,194.60	14,716.71	18,210.06		

Key Indicators

Particulars	2013-14	2014-15	2015-16	2016-17 *	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23				
Earning per share	11.78	10.75	12.62	20.96	22.85	27.96	15.93	27.98	30.66	38.95				
Turnover per share - ₹	56.83	62.52	62.03	66.38	82.45	88.94	62.65	87.88	112.73	137.82				
Book Value per share	107.23	108.91	112.51	127.66	128.26	145.49	113.46	133.10	121.11	149.85				
Debt/Equity Ratio***	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00				
Net Profit Margin %	20.72	17.19	20.35	31.57	29.46	31.43	26.41	31.85	28.15	28.27				
EBDIT/ Net Sales %	40.79	30.19	32.81	43.59	43.31	43.48	36.55	44.80	39.22	39.41				

* Figures are restated as per IND AS

** From Financial Year 2017-18 the Company have declared Final Dividend, which has been approved by the Share Holders at the AGM.

*** The Company is Debt Free

GANDHI SPECIAL TUBES LIMITED

CIN: L27104MH1985PLC036004

Registered Office Address: 201-204, Plaza, 2nd Floor, 55 Hughes Road, Mumbai – 400 007.

Tel: (022) 23634179, 23634183, 23635042

Email: complianceofficer@gandhitubes.com | Website: www.gandhispecialtubes.com

NOTICE

NOTICE is hereby given that the Thirty-Eighth Annual General Meeting ("AGM") of the Members of the Company will be held on Wednesday, 9 August 2023, at 11.00 a.m. (IST), through Video Conferencing or Other Audio Visual Means to transact the business mentioned below. Venue of the Meeting shall be deemed to be the Registered Office of the Company: 201-204, Plaza, 2nd Floor, 55, Hughes Road, Mumbai – 400 007.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Final Dividend on Equity Shares for the Financial Year ended 31 March 2023.
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.

SPECIAL BUSINESS

4. Ratification of Remuneration of Cost Auditors

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Members of the Company do hereby ratify the remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only) plus applicable tax and reimbursement of related business expenses, at actuals, to Shri. Dakshesh Zaveri, Cost Accountants (Registration No. 8971), who were appointed by the Board of Directors of the Company, as Cost Auditors, to conduct audit of the cost records maintained by the Company, for the financial year ending 31 March 2024."

By Order of the Board of Directors

Chaitali Kachalia
Company Secretary and Compliance Officer
Membership No: ACS 54216

Place: Mumbai

Date: 23 May 2023

Regd. Office:

201-204 Plaza, 2nd Floor,

55 Hughes Road,

Mumbai – 400 007

Tel: 022 – 23634179

CIN: L27104MH1985PLC036004

Email: complianceofficer@gandhitubes.com

Website: www.gandhispecialtubes.com

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors at its meeting held on 23 May 2023 considered and decided to include Item Nos. 4 as given above as Special Business in the forth coming AGM, as they are unavoidable in nature.
2. Details of the Directors proposed to be appointed / re-appointed as required in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings ("Secretarial Standards – 2") issued by The Institute of Company Secretaries of India, are provided at the end, and form an integral part of this Notice
3. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") due to the COVID-19 pandemic. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 38th AGM of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 38th AGM shall be the Registered Office of the Company.
4. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. However, Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to Scrutiniser at scrutinizer@dholakia_associates.com a copy be marked to evoting@kfintech.com with the subject line 'GANDHI SPECIAL TUBES LIMITED'

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID AND FOR OBTAINING COPY OF ANNUAL REPORT

6. In accordance with the circulars issued by MCA and SEBI, the Notice of the 38th AGM along with the Annual Report 2022-23 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs).
7. In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2022-23 and Notice of the 38th AGM of the Company, may send request to the Company's e-mail address at complianceofficer@gandhitubes.com mentioning Folio No./DP ID and Client ID.
8. Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents. ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx> ISR Form(s) and the supporting documents can be provided by any one of the following modes.
 - a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#> Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html> For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.
9. The Notice of 38th AGM along with the Annual Report for the financial year 2022-23 is available on the website of the Company at www.gandhispecialtubes.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

10. Members who have questions or seeking clarifications on the Annual Report or on the proposals as contained in this Notice are requested to send email to the Company on complianceofficer@gandhitubes.com on or before 5:00 p.m. on Friday, 28th July 2023. This would enable the Company to compile the information and provide the replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for members to express their views or give comments during the meeting. The Members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio number and mobile number, on e-mail ID complianceofficer@gandhitubes.com on or before 5:00 p.m. Friday, 28th July 2023.

PROCEDURE FOR INSPECTION OF DOCUMENTS

11. Documents referred to in the accompanying Notice of the 38th AGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee during normal business hours (10:00 A.M. to 5:00 P.M. IST) on all working days except Saturday, from Thursday, 27 August 2023 to Friday, 4 August 2023.
12. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login.

DIVIDEND RELATED INFORMATION:

13. Final dividend as recommended by the Board of Directors for the financial year ended 31 March 2023, if approved at the AGM, will be payable to those Members of the Company who hold shares:
- i. In demat mode, based on the list of beneficial owners to be received from NSDL and CDSL as at the close of business hours on Friday, 28 July 2023, being the record date.
- ii. In physical form, if the names appear in the Company's Register of Members as on Friday, 28 July 2023, being the record date
14. The final dividend will be payable on or before Friday, 28 August 2023.
15. Members holding shares in demat mode are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat mode are requested to intimate any change in their address and/or bank mandate to their DPs only, as the Company or its Registrar cannot act on any request received directly on the same.

16. Members holding shares in physical form are requested to intimate any change of address and/ or bank mandate to KFin Technologies Limited, Registrar and Share Transfer Agent of the Company by sending a request in Form ISR-1 at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India – 500 032 or by email to inward.ris@kfintech.com or complianceofficer@gandhitubes.com from their registered email id.

17. Members may note that as per the Income Tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source ('TDS') from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 and Rules thereto.

a. **For Resident Members:** Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during financial year 2023-24, subject to PAN details registered/ updated by the Member.

If PAN is not registered/updated in the demat account/folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961.

No tax at source is required to be deducted, if during the financial year, the aggregate dividend paid or likely to be paid to an individual member does not exceed ₹ 5,000 (Rupees Five Thousand Only).

Further, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/ Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

Notwithstanding the above, in case PAN of any Member falls under the category of 'Specified Person', the Company shall deduct TDS @20% as per Section 206AB of the Income Tax Act 1961.

b. **For Non-Resident Members:** Tax at source shall be deducted under Section 195 of the Income-tax Act, 1961 at the applicable rates. As per the relevant provisions of the Income-tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to non-resident Members. As per Section 90 of the Income Tax Act, 1961, Members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement (DTAA). To avail the Tax Treaty benefits, the non-resident Member will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Member is a resident.
- Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities, if any.
- Self-declaration, certifying the following points:
 - i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2023-24;
 - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2023-24

Notwithstanding the above, in case PAN falls under the category of 'Specified Person', Member is mandatorily required to submit a declaration providing status of Permanent Establishment in India for financial year 2023-24. As per Section 206AB of the Income Tax Act 1961, if the said declaration is not furnished, the Company shall deduct tax at source at twice the applicable rate referred above.

The Company shall not be obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non-Resident Member.

In order to enable the Company to determine the appropriate TDS/withholding tax rate applicable, Members are requested to provide the aforesaid details and documents on or before Friday, 4 August 2023 at <https://ris.kfintech.com/form15>. No communication on the tax determination/ deduction shall be entertained post Friday, 4 August 2023.

INVESTOR EDUCATION AND PROTECTION MATTER—UNCLAIMED DIVIDEND AND SHARES

18. Pursuant to the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules 2017 notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more in the name of Investor Education and Protection Fund (IEPF) Suspense Account. Adhering to various requirements set out in the Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded details of such Members whose shares are transferred to IEPF Suspense Account on its website at <https://gandhispecialtubes.com/irunpaiddividends.html>
19. The shares transferred to IEPF Suspense Account including all benefits accruing on such shares, if any, can be claimed by the Members from IEPF Authority, after following the procedure prescribed under the Rules.
20. Pursuant to the provisions of Sections 124 and 125 of the Act, dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be transferred to IEPF established by the Central Government. The details of unpaid dividend are uploaded on the website of the Company at <https://gandhispecialtubes.com/irunpaiddividends.html>
21. Members are requested to contact KFin Technologies Limited or Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on 'Investors' page on the website of the Company at <https://gandhispecialtubes.com/irunpaiddividends.html>

OTHER INFORMATION:

22. Members had approved the appointment of M/s. S.V.Doshi, Chartered Accountants, as the Statutory Auditors at the Thirty Seventh AGM of the Company which is valid till Forty Second AGM of the Company. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM
23. SEBI vide its Circular dated 3rd November, 2021 has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination details by sending a duly filled and signed Form ISR-1 to KFin Technologies Limited at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India – 500 032 or by email to einward.ris@kfintech.com from their registered email id.
24. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.
25. SEBI has mandated the updation of PAN, contact, Bank account, and specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at <https://gandhispecialtubes.com/irdownloads.html> in case of holdings in physical form.
26. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination