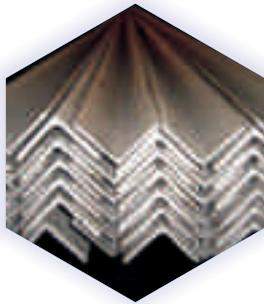


Gyscoal - The *Glint* of Growth



**ANNUAL REPORT
2011-2012**



GYSCOAL ALLOYS LIMITED

**COMPANY INFORMATION****BOARD OF DIRECTORS**

Mr. Viral M. Shah	<i>Chairman & Managing Director</i>
Mr. Manish M. Shah	<i>Whole-time Director</i>
Mrs. Giraben K. Solanki	<i>Executive Director</i>
Mr. Zankarsinh K. Solanki	<i>Whole-time Director</i>
Mr. Kuren Amin	<i>Independent Director</i>
Mr. Sunil Talati	<i>Independent Director</i>
Mr. Prem Malik	<i>Independent Director</i>
Mr. Vijay Ranchan	<i>Independent Director (Resigned)</i>

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Neha H. Choksi

REGISTERED & CORPORATE OFFICE

2nd Floor, Mrudul Tower ,
B/h Times of India, Ashram Road,
Ahmedabad 380009, Gujarat
Tel. +91-79- 66614508, 66610181
Fax +91-79- 26579387
E-mail. : info@gyscoal.com
Website: www.gyscoal.com

WORKS

GIDC Ubkhal, Kukarwada, Tal. Vijapur,
Dist.: Mehsana, Gujarat

STATUTORY AUDITORS

B.K. Patel & Co.
Chartered Accountants
301, SAMRUDHI, Opp Old High Court
Navjivan P.O.
Ahmedabad 380015

CORPORATE LAW CONSULTANT

Samdani Shah & Associates
808, Shiromani Complex, Opp Ocean Park,
Satellite, Ahmedabad 380015

REGISTRAR

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai – 400 078
Phone: 022-2596 3838 Fax: 022-25946969
Email: mumbai@linkintime.co.in
Website: www.linkintime.co.in

BANKERS

UCO BANK
STATE BANK OF PATIALA
STATE BANK OF BIKANER & JAIPUR

FORWARD-LOOKING STATEMENTS

This Annual report contains forward-looking information so that investors are able to comprehend company's prospects and take informed investment decisions. It basically address expectations or projections about the future, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'seen to be', 'projects', 'estimates' and so on. The achievement of results is subject to risks, uncertainties, and even less then accurate assumptions. All statements are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company under take no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

IMPORTANT COMMUNICATION TO MEMBERS:

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings, and changes therein from time to time with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Share Transfer Agent, Link Intime India Pvt. Ltd. Email: gyscoalgreen@linkintime.co.in

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**NOTICE**

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Members of the Company will be held on Saturday, 29th September, 2012 at Park Plaza, Opposite Gujarat College, Ellisbridge Ahmedabad 380006 at 11.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To, receive consider and adopt Audited Statement of Profit and Loss for the Year ended 31st March 2012, Balance Sheet as at that date and Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kuren Amin who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Zankarsinh Solanki who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditor M/s B.K Patel & Co, Chartered Accountants as Auditor of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or any re-enactment thereof, for the time being in force) permissions and sanctions as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities in granting such approvals, permissions and sanctions and pursuant to the approval of the Board of Directors of the Company at its Meeting held on August 14, 2012 the consent of the members be and is hereby accorded to the re-appointment of Mr. Viral Shah, as Chairman and Managing Director of the Company for the period of five years with effect from 3rd December, 2012 to 2nd December, 2017 on the terms and conditions as set out in the draft Agreement submitted to this Meeting with absolute discretion to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include “Remuneration Committee” and any other Committee which the Board may constitute to exercise its powers conferred by this resolution) to alter and vary the terms and conditions of the said Agreement as may be agreed between Board and Mr. Viral Shah

RESOLVED FURTHER THAT where in any financial year Company has no profits or its profits are inadequate, the Company shall pay to Mr. Viral Shah, remuneration by way of Salary, perquisites and allowances not exceeding the ceiling limit specified in Schedule XIII to the Companies Act, 1956;

RESOLVED FURTHER THAT the Board and Ms. Neha Choksi, Company Secretary of the Company be and are hereby authorized to take all such steps as may be necessary to give effect to this resolution.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or any re-enactment thereof, for the time being in force) permissions and sanctions as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities in granting such approvals, permissions and sanctions and pursuant to the approval of the Board of Directors of the Company at its Meeting held on August 14, 2012 the consent of the members be and is hereby accorded to the re-appointment of Mr. Manish Shah as Whole Time Director of the Company for the period of five years with effect from 30th November, 2012 to 29th November, 2017 on the terms and conditions as set out in the draft Agreement submitted to this Meeting with absolute discretion to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include “Remuneration Committee” and any other Committee which the Board may constitute to exercise its powers conferred by this resolution) to alter and vary the terms and conditions of the said Agreement as may be agreed between Board and Mr. Manish Shah



RESOLVED FURTHER THAT where in any financial year Company has no profits or its profits are inadequate, the Company shall pay to Mr. Manish Shah, remuneration by way of Salary, perquisites and allowances not exceeding the ceiling limit specified in Schedule XIII to the Companies Act, 1956;

RESOLVED FURTHER THAT the Board and Ms. Neha Choksi, Company Secretary of the Company be and are hereby authorized to take all such steps as may be necessary to give effect to this resolution."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or any re-enactment thereof, for the time being in force) permissions and sanctions as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities in granting such approvals, permissions and sanctions and pursuant to the approval of the Board of Directors of the Company at its Meeting held on August 14, 2012 the consent of the members be and is hereby accorded to the re-appointment of Mrs. Giraben Solanki as Executive Director of the Company for the period of five years with effect from 2nd January, 2013 to 1st January, 2018 with payment of remuneration maximum up to Rs. 30,000 (thirty thousand) per month during the course of her tenure as per terms mentioned in the below explanatory statement with the liberty to the Board (which includes "Remuneration Committee") to alter and vary the terms and conditions of the said appointment as may be agreed to between the Board and Mrs. Giraben Solanki subject to stipulations as specified in Schedule XIII of the Companies Act, 1956 or in accordance with the applicable provisions of the Companies Act, 1956 for the time being in force

RESOLVED FURTHER THAT the limits stipulated herein is the maximum limits and the Board (which includes "Remuneration Committee") may in its absolute discretion pay a lower remuneration and revise the same from time to time within the maximum limits as stipulated

RESOLVED FURTHER THAT where in any financial year Company has no profits or its profits are inadequate, the Company shall pay to Mrs. Giraben Solanki, remuneration by way of Salary, perquisites and allowances not exceeding the ceiling limit specified in Schedule XIII to the Companies Act, 1956;

RESOLVED FURTHER THAT the Board and Ms. Neha Choksi, Company Secretary of the Company be and are hereby authorized to take all such steps as may be necessary to give effect to this resolution."

Registered Office:

2nd Floor Mrudul Tower, B/H Times Of India,
Ashram Road, Ahmedabad.
Date: 27/08/2012
Place: Ahmedabad

By Order Of the Board

Neha Choksi
(Company Secretary & Compliance Officer)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, etc, must be supported by appropriate resolution/authority, as applicable.
3. The Register of Members and Share transfer Books of the Company will remain closed from [24/09/2012] to [29/09/2012] (both days inclusive) for the purpose of Annual General Meeting
4. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out all material facts and the statement of particulars of Directors seeking appointment//re-appointment, as required under Clause 49 of the Listing Agreement are annexed hereto
5. Members are requested to bring their copy of the annual report to the meeting.



6. In case of the joint shareholders attending the meeting, only such joint shareholder who is higher in the order of the names will be entitled to vote.
7. Members are requested to notify to the Company or to the Registrar and Share Transfer Agent of any change in address holding shares in physical form and to their Depository in case of shares held in Demat Form.
8. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
9. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.
10. Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company, at least one week before the date of the meeting so that information required may be made available at the meeting.
11. Members may, if intended, visit Factory on weekdays, except Thursdays, between 10. a.m to 4.p.m. However a written application from members intending to visit factory along with name, DP ID, Client ID, date, day and time of visit is to be deposited at the registered office of the company at least 7 days before the visit.

IMPORTANT COMMUNICATION TO MEMBERS:

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings, and changes therein from time to time with the Depository through their concerned Depository Participants.

Email: gyscoalgogreen@linkintime.co.in


ANNEXURE TO THE NOTICE
Brief Particulars of Directors being appointed/re-appointed are as under:-

Name in Full	Mr. Zankarsinh Solanki	Mr. Kuren Amin	Mr. Viral Shah
Date of Birth	31st August, 1977	29th December, 1974	2nd May, 1976
Date of Appointment	26th June, 2004	5th November, 2009	26th June, 2004
Educational Qualification	B.E (Electrical)	B.Com	B.Com
Directorship held in other Companies:	<ol style="list-style-type: none"> 1. Torque Automotive Pvt. Ltd 2. Gyscoal Enterprise Pvt. 3. Four Seasons Residency Ltd. 4. General Capital & Holding Company Pvt. Ltd. 5. Long View Financial Services Pvt.Ltd. 6. Sampati Securities Ltd. 7. Western Urja Pvt. Ltd. 8. Torque Consultancy LLP 	<ol style="list-style-type: none"> 1. Torque Automotive Pvt. Ltd 2. Ontime Infra Solutions Pvt. Ltd. 3. Ecocity Education Campus Pvt. Ltd. 4. Tectone Motors Pvt. Ltd. 5. Real-T Pvt. Ltd. 6. Eco-build Sustainable Solutions Pvt. Ltd. 7. Torque Holdings LLP 8. Torque Consultancy LLP 9. Proper-T Home and Estates LLP 	<ol style="list-style-type: none"> 1. Gyscoal Enterprise Pvt. Ltd. 2. Four Season Residency Ltd. 3. Sampati Securities Ltd. 4. Long View Financial Services Pvt. Ltd. 5. Western Ujra Pvt. Ltd. 6. Torque Consultancy LLP
Memberships/ Chairmanships of Committees across Public Companies	NIL	NIL	NIL
Work Profile and functional responsibility in the Company	<p>He is Whole Time Director of the Company. He has a good control over the steel business. He provides guidance for the manufacturing of the products. And having wide-ranging contacts in the steel and alloys field, he brings in varied business deals for the company. Moreover he is also looking after the administrative work of Torque Automotive Private Limited(Group Company) for last 3 years which is engaged in the business of dealership & service center of Skoda Auto</p>	<p>He is Non-Executive Independent Director of the company He is having an experience of about 8 years in the automobile Business.</p>	<p>He is presently the Chairman & Managing Director of the Company. He is having experience of more than 10 years in the steel & alloys business. He is associated with Company since 2004 and over a period of time, he has gained in-depth Knowledge and experience in steel manufacturing as well as international sourcing and marketing. He handles all the production as well as marketing(domestic and international) related activities of the company</p>
Number of Shares held in the Company:	154857	NIL	4896502



Name in Full	Mrs. Giranben Solanki	Mr. Manish Shah
Date of Birth	5th May, 1956	4th April, 1974
Date of Appointment	26th June, 2004	29th September, 1999
Educational Qualification	B.A.	B.Com
Directorship held in other Companies:	1. Gyscoal Enterprise Pvt. Ltd. 2. General Capital & Holding Company Pvt. Ltd	1. Gyscoal Enterprise Pvt. Ltd. 2. Sampati Securities Ltd.
Memberships/ Chairmanships of Committees across Public Companies	NIL	NIL
Work Profile and functional responsibility in the Company	She is an Executive Director of the company and helps in marketing the products and developing the business of the company. She has experience of over 6 years in the steel industry.	He is associated with the Company since inception & presently the Whole-time Director of the Company. He has gained experience of over 10 years in steel and alloys industry. He looks after Company's Administration and Accounts & Finance related matters in the Company. He is responsible for running the Company's administrative and financial operations.
Number of Shares held in the Company:	1224153	240471

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.**Item 5:**

The Board of Directors of the Company at its Meeting held on August 14, 2012 has, subject to the approval of the Members, approved the re-appointment of Mr. Viral Shah, as Chairman & Managing Director of the Company, for a period of Five years with effect from 3rd December, 2012 to 2nd December, 2017, on remuneration package contained in the draft Agreement placed before the Meeting and initiated by the Chairman for the purpose of identification.

Mr. Viral Shah is Graduate in Commerce. He is having experience of more than 10 years in the steel & alloys business. He is associated with Company since 2004.

Mr. Viral Shah fulfills the eligibility criteria set out under Part I of Schedule XIII to the Companies Act, 1956. The remuneration payable to Mr. Viral Shah on reappointment has been determined by the Remuneration Committee constituted by the Board of Directors. The detail of remuneration as reviewed by the Remuneration Committee and approved by the Board subject to the approval of the Members is reproduced herein below:

Salary: In the range of minimum Rs.45000/- and maximum Rs.80000/- per month

Perquisites and Allowances: In addition to Salary, the Chairman & Managing Director shall be entitled to following perquisites and allowances:

- **Accommodation:** Furnished or otherwise, shall be provided by the company or HRA in lieu thereof subject to a limit of sixty percent of annual salary.
- **Medial Reimbursement:** For self and family in accordance with the rules of the Company.



- **Leave Travel Assistance:** For self and family in accordance with the rules of the Company.
- **Leave:** Leave on full pay as per rules of the Company subject to maximum of one month's leave for every eleven months of service
- **Encashment of Leave:** Encashment of leave at the end of tenure will not be included in the Computation of the ceiling on perquisites.
- **Provident Fund:** Benefits under the Provident Fund Scheme of the Company in accordance with the Company's rules and regulations in force from time to time.
- **Pension and Superannuation Fund:** Benefits under the Company's Pension & Superannuation Fund Scheme in accordance with the Company's rules and regulations and Schemes in force from time to time, to the extent these two are not taxable under the Income Tax Act, 1961.
- **Gratuity:** Gratuity payable in accordance with the rules and approved scheme of the Company which does not exceed half month's salary (15 days) for each completed year of service, subject to a ceiling laid down thereunder from time to time.
- **Car:** Free use of Company's Car including maintenance and operation together with driver, the monetary value of which may be evaluated as per Income Tax Rules, 1962.
- **Telephone:** Free cell phone facility.
- Provision for use of car for official duties and cell phone facility shall not be included in computation of perquisites for the purpose of calculation of the said ceiling.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule XIII to the Companies Act, 1956, as may be amended from time to time.

The draft Agreement to be entered into between the Company and Mr. Viral Shah, Chairman & Managing Director is available for inspection at the Registered Office of the Company during the office hours on all working days except Saturdays and holidays between 11.00 a.m. and 1.00 p.m. up to the date of the ensuing Annual General Meeting.

Approval of Members is required under Section 269 read with Schedule XIII of the Companies Act, 1956 for the re-appointment of Mr. Viral Shah, Chairman & Managing Director and for payment of remuneration to him with effect from 3rd December, 2012 to 2nd December, 2017.

The Board of Directors recommends the passing of the Special Resolution by the members

None of the Directors except, Mr. Viral Shah and Mr. Manish Shah who is a relative of Mr. Viral Shah is concerned or interested in the Resolution.

This may also be treated as an abstract pursuant to Section 302 of the Companies Act, 1956.

Item 6:

The Board of Directors of the Company at its Meeting held on August 14, 2012 has, subject to the approval of the Members, approved the re-appointment of Mr. Manish Shah, as Whole Time Director of the Company, for a period of Five years with effect from 30th November, 2012 to 29th November, 2017, on remuneration package contained in the draft Agreement placed before the Meeting and initialed by the Chairman for the purpose of identification.

Mr. Manish Shah is Graduate in Commerce. He is associated with the Company since inception

He has gained experience of over 10 years in steel and alloys industry Mr. Manish Shah fulfills the eligibility criteria set out under Part I of Schedule XIII to the Companies Act, 1956. The remuneration payable to Mr. Manish Shah on reappointment has been determined by the Remuneration Committee constituted by the Board of Directors. The detail of remuneration as reviewed by the Remuneration Committee and approved by the Board subject to the approval of the Members is reproduced herein below:



Salary: In the range of minimum Rs.25000/- and maximum Rs.40000/- per month

Perquisites and Allowances: In addition to Salary, the Whole Time Director shall be entitled to following perquisites and allowances:

- **Accommodation:** Furnished or otherwise, shall be provided by the company or HRA in lieu thereof subject to a limit of sixty percent of annual salary.
- **Medial Reimbursement:** For self and family in accordance with the rules of the Company.
- **Leave Travel Assistance:** For self and family in accordance with the rules of the Company.
- **Leave:** Leave on full pay as per rules of the Company subject to maximum of one month's leave for every eleven months of service
- **Encashment of Leave:** Encashment of leave at the end of tenure will not be included in the Computation of the ceiling on perquisites.
- **Provident Fund:** Benefits under the Provident Fund Scheme of the Company in accordance with the Company's rules and regulations in force from time to time.
- **Pension and Superannuation Fund:** Benefits under the Company's Pension & Superannuation Fund Scheme in accordance with the Company's rules and regulations and Schemes in force from time to time, to the extent these two are not taxable under the Income Tax Act,1961.
- **Gratuity:** Gratuity payable in accordance with the rules and approved scheme of the Company which does not exceed half month's salary (15 days) for each completed year of service, subject to a ceiling laid down thereunder from time to time.
- **Car:** Free use of Company's Car including maintenance and operation together with driver, the monetary value of which may be evaluated as per Income Tax Rules, 1962.
- **Telephone:** Free cell phone facility.
- Provision for use of car for official duties and cell phone facility shall not be included in computation of perquisites for the purpose of calculation of the said ceiling.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule XIII to the Companies Act, 1956, as may be amended from time to time.

The draft Agreement to be entered into between the Company and Mr. Manish Shah, Whole Time Director is available for inspection at the Registered Office of the Company during the office hours on all working days except Saturdays and holidays between 11.00 a.m. and 1.00 p.m. up to the date of the ensuing Annual General Meeting.

Approval of Members is required under Section 269 read with Schedule XIII of the Companies Act, 1956 for the re-appointment of Mr. Manish Shah, Whole Time Director and for payment of remuneration to him with effect from 30th November, 2012 to 29th November, 2017.

The Board of Directors recommends the passing of the Special Resolution by the members

None of the Directors except, Mr. Manish Shah and Mr. Viral Shah who is a relative of Mr. Manish Shah is concerned or interested in the Resolution.

This may also be treated as an abstract pursuant to Section 302 of the Companies Act, 1956.

Item 7:

The Board of Directors of the Company at its Meeting held on August 14, 2012 has, subject to the approval of the Members, approved the re-appointment of Mrs. Giraben Solanki, as Executive Director of the Company, for a period of Five years with effect from 2nd January, 2013 to 1st January, 2018 at remuneration package mentioned below



Salary: Maximum Rs.35000/- per month

Perquisites and Allowances: In addition to Salary, the Executive Director shall be entitled to following perquisites and allowances:

- **Accommodation:** Furnished or otherwise, shall be provided by the company or HRA in lieu thereof subject to a limit of sixty percent of annual salary.
- **Medial Reimbursement:** For self and family in accordance with the rules of the Company.
- **Leave Travel Assistance:** For self and family in accordance with the rules of the Company.
- **Leave:** Leave on full pay as per rules of the Company subject to maximum of one month's leave for every eleven months of service
- **Encashment of Leave:** Encashment of leave at the end of tenure will not be included in the Computation of the ceiling on perquisites.
- **Provident Fund:** Benefits under the Provident Fund Scheme of the Company in accordance with the Company's rules and regulations in force from time to time.
- **Pension and Superannuation Fund:** Benefits under the Company's Pension & Superannuation Fund Scheme in accordance with the Company's rules and regulations and Schemes in force from time to time, to the extent these two are not taxable under the Income Tax Act,1961.
- **Gratuity:** Gratuity payable in accordance with the rules and approved scheme of the Company which does not exceed half month's salary (15 days) for each completed year of service, subject to a ceiling laid down thereunder from time to time.
- **Car:** Free use of Company's Car including maintenance and operation together with driver, the monetary value of which may be evaluated as per Income Tax Rules, 1962.
- **Telephone:** Free cell phone facility.
- Provision for use of car for official duties and cell phone facility shall not be included in computation of perquisites for the purpose of calculation of the said ceiling.

Mrs. Giraben Solanki fulfills the eligibility criteria set out under Part I of Schedule XIII to the Companies Act, 1956. The remuneration payable to Mrs. Giraben Solanki on reappointment has been determined by the Remuneration Committee constituted by the Board of Directors. Mrs. Giraben Solanki shall be liable to retire by rotation and shall be reckoned for determining number of directors liable to retire by rotation.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule XIII to the Companies Act, 1956, as may be amended from time to time.

Approval of Members is required under Section 269 read with Schedule XIII of the Companies Act, 1956 for the re-appointment of Mrs. Giraben Solanki, Executive Director and for payment of remuneration to her with effect from 2nd January, 2013 to 1st January, 2018

The Board of Directors recommends the passing of the Special Resolution by the members

None of the Directors except, Mrs. Giraben Solanki and Mr. Zankarsinh Solanki who is a relative of Mrs. Giraben Solanki is concerned or interested in the Resolution.

This may also be treated as an abstract pursuant to Section 302 of the Companies Act, 1956.

Registered Office:

2nd Floor Mrudul Tower, B/H Times Of India,
Ashram Road, Ahmedabad.

Date: 27/08/2012

Place: Ahmedabad

By Order Of the Board

Neha Choksi
(Company Secretary & Compliance Officer)



DIRECTOR'S REPORT

To
The Members
Gyscoal Alloys Limited
Ahmedabad.

Dear Shareholders,

Your Directors have pleasure in presenting the Thirteenth Annual Report and the Audited Statement of Accounts for the financial year ended 31st March, 2012.

FINANCIAL HIGHLIGHTS:

The financial highlights of the company for the year under review are summarized as under Rs. In lacs

PARTICULARS	Current Year 2011-2012	Previous Year 2010-2011
Income from Operations	21615.26	19284.29
Other Income	54.43	45.37
Total Income	21669.69	19329.66
Operating & Administrative Expenses	20417.85	18161.95
Operating Profit before Interest and Tax	1251.84	1167.71
Financial Charges	850.26	628.19
Profit Before Tax	401.58	539.52
Exceptional Item	0.00	0.00
Profit after exceptional item	401.58	539.52
Provision for tax (including deferred tax)	148.63	111.72
Profit / (Loss) After tax	252.95	427.80

DIVIDEND

With a view to conserve the liquid resources and to strengthen the financial position of the Company, Your Directors have not recommended any dividend for the financial year ended 31st March, 2012

UTILIZATION OF PROCEEDS OF IPO:

The statement of projected utilization of the IPO proceeds as per Prospectus dated 18th October, 2010 against actual utilization as on 31st March, 2012 is as follows:

Particulars	(Amount in lacs)	
Utilisation of funds upto 31st March, 2012		
Amount Received from IPO		5467.00
Promotor Contribution		1000.00
Income from Investment of IPO Proceeds		98.20
		6565.20
	Projected	Actual
Land Cost	765.38	603.68
Civil Cost	600.00	0.53
Plant & Machinery	4405.11	4264.66
Long Term Working Capital	500.00	538.12
General Corporate Purpose	25.00	10.00
IPO Expenses	482.36	510.69
	6777.85	5927.68
Fixed Deposits with Bank		25.52
Investment in Mutual Funds		612.00
Total		6565.20

**PUBLIC DEPOSITS:**

The Company has not accepted any fixed deposit from public within the meaning of Section 58A of the Companies Act, 1956.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Your Company has been practicing good Corporate Governance over the time. In addition to basic governance issue the board lays strong emphasis on transparency, accountability and integrity for building investor confidence, improve investor's protection and maximize long-term shareholder value. A separate report on Corporate Governance compliance and a Management Discussion and Analysis Report as stipulated by the Clause 49 of the Listing Agreement forms part of the Annual Report along with the required Certificate from the Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated by Clause 49 of the Listing Agreement. In compliance with Corporate Governance requirements as per Clause 49 of the Listing Agreement, your Company has formulated and implemented a Code of Business Conduct and Ethics for all Board members and senior management personnel of the Company, who have affirmed the compliance thereto.

DIRECTORS:**• Re-Appointment of Managing Director, Whole Time Director & Executive Director**

The Board of Directors of the Company has, subject to the approval of the Members, approved the re-appointment of Mr. Viral Shah, as Chairman & Managing Director of the Company, for a period of Five years with effect from 3rd December, 2012 to 2nd December, 2017

The Board of Directors of the Company has, subject to the approval of the Members, approved the re-appointment of Mr. Manish Shah, as Whole Time Director of the Company, for a period of Five years with effect from 30th November, 2012 to 29th November, 2017.

The Board of Directors of the Company has, subject to the approval of the Members, approved the re-appointment of Mrs. Giraben Solanki, as Executive Director of the Company, for a period of Five years with effect from 2nd January, 2013 to 1st January, 2018

• Retirement by rotation.

As per Section 256 of the Companies Act, 1956 and Article of Association of the Company, Mr. Kuren Amin and Mr. Zankarsinh Solanki are liable to retire by rotation and being eligible offer themselves for re-appointment

- The Board recommends appointment/re-appointment of aforesaid Directors.
- A brief resume of directors being appointed/re-appointment with the nature of their expertise, their shareholding in the Company as stipulated under Clause 49 of the Listing Agreement is appended as an annexure to the notice of the ensuing Annual General Meeting.

• Resignation

Mr. Dharmendra Deo Mishra Independent Director of the Company has resigned from the directorship in the beginning of the year due to preoccupation.

Mr. Vijay Ranchan, Independent Director of the Company has resigned from the directorship as on date of this report due to preoccupation.

DIRECTORS RESPONSIBILITY STATEMENT

The Directors confirm:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) that they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profits of the company for that period;
- c) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for prevailing the detecting fraud and other irregularities;
- d) that they have prepared the annual accounts on a going concern basis.

**ADDITIONAL INFORMATION TO SHAREHOLDERS**

Your company provides all the latest information on the matters of interest to the investors in the investors section on the website www.gyscoal.com.

INSURANCE

All the fixed assets of the company are adequately insured.

AUDITORS & AUDITORS REPORT:

Your Company's Auditors M/s. B.K. Patel, Chartered Accountants, Ahmedabad, hold office until the conclusion of ensuing Annual General Meeting. They have shown their willingness to accept the office as Statutory Auditors for the year 2012-2013, if appointed and further confirmed their eligibility u/s 224(1B) of the Companies Act, 1956 for the same.

You are requested to appoint them and fix their remuneration.

The notes to the accounts referred to in the Auditors Report are self-explanatory and therefore do not call for any further comments.

APPOINTMENT OF COST AUDITOR:

Vide Notification No.52/26/CAB/-2010 dated, 3rd May, 2011 ordering cost audit of for "Steel Plant" industry for the year ending 31st March, 2012 and pursuant to section 233 B of The Companies Act, 1956, Shri V. H. SHAH is appointed as Cost Auditor of the company w.e.f. 29th June, 2011 to conduct audit of cost accounting records maintained by the Company for "Steel Plant" for the year ending 31st March, 2012. The due date of filing his report as per sub-rule (1) of rule 4 of The Companies (Cost Audit Report) Rules, 2011 to the Central Government and to the company is within one hundred and eighty days from the close of the company's financial year i.e 30th September, 2012

PARTICULARS OF EMPLOYEES:

The information regarding Particulars of Employees as required under Provision Of section 217(2A) of Companies Act 1956 read with Companies (Particulars Of Employee Rules)1957 as amended are not attached with this report since there are none of the employee who was in receipt of remuneration at a rate of not more than Rs.2.00Lacs Per month

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 217(1)(e) of the Companies Act, 1956 read with the

Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are appended herewith as Annexure I and forms part of this Annual Report

INDUSTRIAL RELATIONS:

Industrial relations in your company during the year was peaceful, cordial and healthy. Your company had been able to maintain peaceful industrial atmosphere and mutual trust between the management and the employees.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for the valuable co-operation and support received from the all the shareholders, customers and suppliers, various financial Institutions, Banks, Central and State Government bodies, Auditors and Legal Advisors which have made possible the excellent results achieved by your company and to all the persons who reposed faith and trust in us. We would also like to express thanks to our shareholders and stakeholders for their confidence and understanding.

Last but not the least, we wish to place on record our appreciation of the sincere services rendered by the employees and our colleagues at all levels, who have put in their best efforts. We look forward to their continued support in future.

For and on behalf of Board Of Directors

Date : 27/08/2012
Place : Ahmedabad

Viral Shah
(Chairman & Managing Director)



ANNEXURE I TO THE DIRECTOR'S REPORT

Information under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosures of the Particulars in the Report of Board of Directors) Rules 1988

1. CONSERVATION OF ENERGY

	Current Year	Previous Year
A. Power and fuel consumption:		
1. Electricity		
(a) Purchased		
Unit	11356596.00	9121300.00
Total Amount(₹)	67239117.00	50841506.00
Rate/Unit	5.92	5.57
(b) Own Generation	NA	NA
2. Coal (specify quality and where used)		
Quantity (Metric Tonnes)	84.120	368.300
Total Cost(₹)	534314	1620514
Average Rate/MT	6351.81	4399.98
3. Furnace oil		
Quantity (k. ltrs.)	1143.785	971.69
Total Amount	41667384	21198824
Average Rate	36429.38	21816.33
4. Others/internal generation		
Quantity	NA	NA
Total Cost		
Average Rate		

B. CONSUMPTION PER UNIT OF PRODUCTION:

Particulars	Current Year	Previous Year
Products (with details)	S.S Products	S.S Products
Electricity(Unit/MT)	548.19	540.06
Coal	0.02	0.02
Furnance Oil	0.06	0.05
Others (Others)	NA	NA

2. FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION RESEARCH AND DEVELOPMENT (R&D)

1. Specify the area in which R&D is carried out by the Company	NIL
2. Benefits Derived as a result of above R&D	NIL
3. Future plan of action	NIL
4. Expenditure On R&D	
A) Capital	
B) Recurring	
C) Total	
D) Total R&D Expenditure as Percentage on Total Turnover	NIL

• TECHNOLOGY ABSORBPTION, ADAPTATION AND INNOVATION

1. Efforts made in brief towards Technology Absorption, Adaption and Innovation	Continuous efforts
2. Benefits derived as result of above efforts. eg: product development etc.	Quality improvement
3. In case of imported technology (imported during last 5 years reckoned from the beginning of the financial year) Following information may be furnished:	NIL
a) Technology imported	
b) Year of import	
c) Technology has been fully absorbedand if not absorbed areas where this has not taken place reasons thereof and future.	

3. FOREIGN EXCHANGE EARNINGS AND OUT GO

Foreign Exchange Earnings	764.02 Lacs
Foreign Exchange Outgo	738.31 Lacs

For and on behalf of Board Of Directors

Date : 27/08/2012
Place : Ahmedabad

Viral Shah
(Chairman & Managing Director)



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(A) DOMESTIC SCENARIO OF STEEL INDUSTRY

- Rapid rise in production has resulted in India becoming the 4th largest producer of crude steel.
- Steel industry was delicensed and decontrolled in 1991 & 1992 respectively
- As per the report of the Working Group on Steel for the 12th Plan, there exist many factors which carry the potential of raising the per capita steel consumption in the country, currently estimated at 55 kg (provisional). These include among others, an estimated infrastructure investment of nearly a trillion dollars, a projected growth of manufacturing from current 8% to 11-12%, increase in urban population to 600 million by 2030 from the current level of 400 million, emergence of the rural market for steel currently consuming around 10 kg per annum.
- The National Steel Policy 2005 at the time of its release had envisaged steel production to reach 110 million tonnes by 2019-20. The Working Group on Steel for the 12th Plan has projected that the crude steel steel capacity in the county is likely to be 140 mt by 2016-17 and has the potential to reach 149 mt if all requirements are adequately met.
- The National Steel Policy 2005 is currently being reviewed keeping in mind the rapid developments in the domestic steel industry (both on the supply and demand sides) as well as the stable growth of the Indian economy since the release of the Policy in 2005.
- Domestic steel prices are influenced by trends in raw material prices, demand – supply conditions in the market, international price trends among others.
- The Government also took various fiscal and other measures for stabilizing steel prices like significant reduction in import duties on steel, major raw materials, including mineral products and ores and concentrates in last few years. Also, excise duty for steel is increased from 10% at currently 12%.

(B) OPPORTUNITIES FOR GROWTH OF IRON AND STEEL IN PRIVATE SECTOR

The New Industrial policy opened up the Indian iron and steel industry for private investment by (a) removing it from the list of industries reserved for public sector and (b) exempting it from compulsory licensing. Imports of foreign technology as well as foreign direct investment are now freely permitted up to certain limits under an automatic route. Ministry of Steel plays the role of a facilitator, providing broad directions and assistance to new and existing steel plants, in the liberalized scenario.

The liberalization of industrial policy and other initiatives taken by the Government have given a definite impetus for entry, participation and growth of the private sector in the steel industry. While the existing units are being modernized/expanded, a large number of new steel plants have also come up in different parts of the country based on modern, cost effective, state-of-the-art technologies. In the last few years, the rapid and stable growth of the demand side has also prompted domestic entrepreneurs to set up fresh green field projects in different states of the country. Crude steel capacity was 89 mt in 2011-12 (prov) and It has to its credit, the capability to produce a variety of grades of international quality standards. The country is expected to become the 2nd largest producer of crude steel in the world by 2015-16, provided all requirements for creation of fresh capacity are adequately met. (Source: <http://steel.gov.in/overview>)

(C) CONCERNS:

There are many positive factors benefiting the industry's performance however it is also constrained by a number of factors such as lack of availability of suitable raw materials, high cost of raw material, basic inputs and services, infrastructural inadequacy, high cost of capital, other structural impediments like High dependence on low technology, low labour productivity, lack of research and development and high level of taxation etc. are other systemic deficiency. Increasing inflation and consequent monetary tightening also affects the steel demand. However enormous increase in steel demand in all the sectors, unexplored rural markets and increase in global demand keeps the Indian Steel Industry buoyant.

(D) OVERVIEW OF THE COMPANY AND ITS BUSINESS:

Gyscoal Alloys Limited was incorporated as Shreenath Mineral Metal Private Limited on September 29, 1999 under the companies act, 1956. On June 21, 2004, the name of the company was changed to Gyscoal Alloys Private Limited. It was subsequently changed to a public limited company with the sanction of the members on March 21,



2006. Gyscoal Alloys Limited is engaged in the business of manufacturing of Stainless Steel and Mild Steel Long Products from scrap. The plant for the production activities is located at Ubkhal, Kukarwada, Vijapur – Taluka, Mehasana - District. The registered office of the company is situated at 2nd Floor, Mrudul Tower, Near Times of India, Ashram Road, Ahmedabad.

In pursuance of its objectives, Gyscoal Group is committed to maintain world-class quality standards, efficient delivery schedules, competitive price and excellent after sales service. Gyscoal Alloys Limited has the capacity to manufacture all grades of Stainless Steel Products from 200 series to 400 series. The products are primarily used in the construction in chemical plants, Pharmaceutical plants, building construction, railways and other sectors for structural purpose.

At present, Company's products portfolio includes Angles, Bright Bars, Black Bars, Flats, Hexagonal and Round Corner Squares (RCS) products which include channels, sections, pata-patti, full line of Round Corner Squares (RCS) and rectangles in standard sizes. The Company also manufactures squares, and Flat in sizes of the specification as per requirement of its customers.

The Company's products adhere to high quality standards and it has got ISO 9001:2008 certification for "the manufacture and supply of stainless steel and mild steel based angles, channels, flats, round, square, bright, twisted bars, billets and ingots" adhering to IS 2062 & IS 1786" from BSI Management Systems.

During the past couple of years the Company has been successful in producing goods according to needs and specifications of its foreign buyers. The Company has been exporting a wide range of products to various Countries namely Thailand, Philippines, Malaysia, etc.

With the experience of the running secondary steel units of our company and looking to the growth in the consumer sectors like construction, railway, manufacturing (Pharma, Chemicals, Mechanicals etc.), IT etc Steel Long Products are in huge demand. In order to meet this increasing demand of our products, our company is in the process of expanding its present steel manufacturing capabilities by way of setting up a steel melting shop with additional installed capacity which is under process. The details of Utilization of IPO proceeds forms part of Director's Report of the Company.

(E) FINANCIAL PERFORMANCE OF THE COMPANY

- During FY12, the company recorded a total income of Rs 21669.69 lacs , of which income from the operations was Rs. 21615.26 lacs and other income was Rs. 54.43 lacs.
- For the year FY12, Earnings Before Interest, Depreciation, Tax and Amortization (EBIDTA) was Rs. 1613.38 lacs
- For the year FY12, Depreciation was Rs. 361.54 lacs, Interest and Finance charges were Rs. 850.25 lacs and Profit before Tax (PBT) was Rs. 401.58 lacs. And Profit After tax (PAT) was Rs. 252.95 lacs
- Basic & diluted Earnings Per Share (EPS) was Rs. 1.60
- As on 31 March, 2012 the Net worth of the company was Rs. 9053.03 lacs

(F) COMPETITION

The Company faces stiff competition from medium and larger well-established players. The Company is smaller in size compared to the market leaders. However with capital expenditure in the project of the company it intends to make it good and face competition more confidently.

(G) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has appropriate internal control system for business processes, with regards to efficiency of operations, financial reporting, compliance with applicable laws and regulations. The Company has also put in place a well - defined organization structure, clear authority levels and detailed internal guidelines for conducting business transactions. The Internal Audit Program is designed in consultation with the Statutory Auditors to ensure accuracy and reliability of accounting data and is monitored by the Audit Committee. Audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of the said recommendations. The Company's internal audit team also carries out extensive audits throughout the year, across all functional areas.

(H) CAUTIONARY STATEMENT

Statements made in the report describing the company's plan, projections and expectations may constitute "forward looking statement" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied.

**REPORT ON CORPORATE GOVERNANCE**

(Annexure to and forming integral part of Director's Report of the Company)

MANDATORY REQUIREMENTS:

Your Company is always keen to provide maximum information to all its stakeholders and thereby becoming more and more transparent, objective and informative. As step in that direction, your Company is presenting this Corporate Governance Report. Your Company believes that principles of fairness, transparency and accountability are the cornerstones for good governance.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is based on the principal of truth, transparency, accountability, equity and responsibility in all our dealings with our employees, shareholders, customers, suppliers, government, lenders and community at large. The Company believes that better corporate governance can be achieved through increased transparency in its operations and has taken and will continue to take various measures towards achievement of good corporate governance. It is a tool to judge and evaluate the standards and ethics of Corporate Management.

2. BOARD OF DIRECTORS**2.1. Composition of the Board:**

As on 31st March, 2012 Company's Board comprises of eight directors four of whom are executive directors (including Managing Director & Whole Time Directors) and remaining are non-executive directors who are also independent directors. Mr. Viral Shah and Mr. Manish Shah are related to each other as brothers. And Mr. Zankarsinh Solanki is Son of Mrs. Giraben Solanki, except this no other directors are related to each other

2.2 Details of Memberships of the Directors in other Boards and in Board Committees as on 31st March, 2012 are as under:

Name of Directors	Category of Directors	No. of other Directorship		No of other Committee Membership/ Chairmanship held*	
		Public	Private	Committee Chairmanship	Committee Membership
Mr. Viral M. Shah	Chairman & Mg. Director	2	3	NIL	NIL
Mr. Manish M. Shah	Whole-time Director	1	1	NIL	NIL
Mr. Zankarsinh K. Solanki	Whole-time Director	2	5	NIL	NIL
Mrs. Giraben K. Solanki	Executive Director	0	2	NIL	NIL
Mr. Prem Malik	Independent Director	4	4	NIL	3
Mr. Kuren Amin	Independent Director	0	6	NIL	NIL
Mr. Sunil Talati	Independent Director	4	1	1	1

Mr. Vijay Ranchan has resigned from the directorship of the company w.e.f 25th August, 2012

* Only Audit Committee, Investor /Shareholders' Grievance Committee and Remuneration Committee have been considered.

2.3 Board meetings:

A) During the year 2011-12 the Board meet 14 times on 01/04/2011, 15/04/2011, 12/05/2011, 23/05/2011, 02/06/2011, 29/06/2011, 20/07/2011, 12/08/2011, 26/08/2011, 01/09/2011, 11/10/2011, 14/11/2011, 16/01/2012 and 13/02/2012

The maximum time gap between any two meetings was not more than 3 (three) calendar months.



B) Attendance of directors:

Names of Directors	Meetings		Attendance at the last AGM held on 30th September, 2011
	Held	Attended	
Mr. Viral Shah	14	14	YES
Mr. Manish Shah	14	14	YES
Mrs. Giraben Solanki	14	13	NO
Mr. Zankarsinh Solanki	14	14	YES
Mr. Kuren Amin	14	8	NO
Mr. Vijay Ranchan	14	0	NO
Mr. Sunil Talati	14	8	YES
Mr. Prem Malik	14	1	NO

2.4 Disclosures regarding appointment/re-appointment of Directors:

Mr. Kuren Amin & Mr. Zankarsinh Solanki are Directors retiring at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

The Board of Directors of the Company has, subject to the approval of the Members, approved the re-appointment of Mr. Viral Shah, as Chairman & Managing Director of the Company, for a period of Five years with effect from 3rd December, 2012 to 2nd December, 2017

The Board of Directors of the Company has, subject to the approval of the Members, approved the re-appointment of Mr. Manish Shah, as Whole Time Director of the Company, for a period of Five years with effect from 30th November, 2012 to 29th November, 2017.

The Board of Directors of the Company has, subject to the approval of the Members, approved the re-appointment of Mrs. Giraben Solanki, as Executive Director of the Company, for a period of Five years with effect from 2nd January, 2013 to 1st January, 2018

The Board has recommends the above appointments/re-appointments.

The brief resume and other information required to be disclosed under this section is provided in the Notice of Annual General Meeting.

2.5. DIRECTORS' SHAREHOLDING

Shareholding of the Directors in the company as on 31st March, 2012

Names of Directors	No. of shares held	Percentage of share-holding
Mr. Viral M. Shah	4896502	30.94
Mr. Manish M. Shah	240471	1.52
Mr. Zankarsinh K. Solanki	154857	0.98
Mrs. Giraben K. Solanki	1224153	7.73

The remaining directors namely Mr.Kuren Amin, Mr. Vijay Ranchan, Mr. Sunil Talati and Mr. Prem Malik do not hold any share in the Company.

3. CODE OF CONDUCT

Company's Board has laid down a Code of Business Conduct and Ethics (the "Code") for all the Board Members and Senior Management of the Company. The Code is available on the website of the company www.gyscoal.com. All the Board Members and Senior Management personnel have affirmed compliance of the Code.

The Managing Director has confirmed the compliance of the Code. A declaration as required under sub-clause I (D) of clause 49 of the listing agreement is as under:

"In accordance with sub-clause I (D) of Clause 49 of the Listing Agreement with the Stock Exchanges. I hereby confirm that, all the Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Business Conduct and Ethics applicable to them for the year 2011-2012.

Date : 27/08/2012

Place : Ahmedabad

Viral M. Shah

Managing Director

**4. COMMITTEES UNDER CORPORATE GOVERNANCE**

Sr. No.	Committee of Directors	Constituted on
1	Audit Committee	18th February, 2008
2	Remuneration Committee	18th February, 2008
3	Shareholders & Investors' Grievance Committee	18th February, 2008

4.1 Audit Committee:

The scope and functions of the Audit Committee are as per Section 292A of the Companies Act. Its main function is to provide the Board of Directors of the Company with additional assurance as to reliability of financial information and statutory financial statements and as to the adequacy of internal accounting and control systems. It acts as a link between the management, statutory auditors and the Board of Directors. The scope of Audit Committee shall include, but shall not be restricted, to the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the Company's reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
7. Reviewing with management the annual financial statements before submissions to the board, focusing primarily on:
 - Any changes in accounting policies and practices.
 - Major accountings entries based on exercise based on judgment by management.
 - Qualification in draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance with stock exchanges and legal requirements concerning financial statements.
 - Any related party transaction i.e transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives, etc, that may have potential conflict with the interest of the Company at large.
8. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
9. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, right issue, preferential issue etc.), the statement of funds utilized for the purposes other than those stated in the offer document/prospectus/notice and making appropriate recommendation to the Board to take up steps in the matter.
10. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
11. Discussion with internal auditors any significant findings and follow up thereon.
12. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
13. Discussion with external auditors before the audit commences nature and scope of audit as well as to have post- audit discussion to ascertain any area of concern.



14. Reviewing the Company's financial and risk management policies.
15. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors.
16. It shall have discussion with the auditors periodically about internal control systems, the scope of audit including the observations of the auditors and review the quarterly, half yearly and annual financial statements before submissions to the Board.
17. It shall ensure compliance of internal control systems.

A. Composition

The terms of the Audit Committee comply with the requirements of Section 292A of the Companies Act, 1956 and also Clause 49 of the Listing Agreement to be entered into with the Stock Exchange. The Audit Committee consists of with at least 2/3rd members being independent directors. The representative of Auditors is invitees to the Audit Committee.

The members of the Audit Committee for the year 2011-12 are:

Name of the Members	Designation	Nature of Directorship
Mr. Sunil H. Talati	Chairman	Independent & Non Executive Director
Mr. Kuren Amin	Member	Independent & Non Executive Director
Mr. Manish M. Shah	Member	Executive Director

B. During the financial year ended 31st March, 2012, the meetings of the Audit committee held as under;

Sr. No.	Dates of Meeting	Committee strength	No. of members present
1.	12/05/2011	3	3
2.	29/06/2011	3	3
3.	12/08/2011	3	3
4.	26/08/2011	3	3
5.	01/09/2011	3	3
6.	14/11/2011	3	3
7.	13/02/2012	3	3

C. Attendance at the Committee meetings

Name of Directors	Category	No. of meetings attended
Mr. Sunil H. Talati	Independent & Non Executive Director	7
Mr. Kuren Amin	Independent & Non Executive Director	7
Mr. Manish M. Shah	Executive Director	7

Ms Neha Choksi, Company Secretary and Compliance officer acts as Secretary of the Committee

4.2 REMUNERATION COMMITTEE

The remuneration policy of the Company is based on several criterions which include responsibility, performance, potentials of the director and growth of the Company. The remuneration committee is vested with all the necessary powers and authorities to recommend and ensure appropriate disclosure on the remuneration of Managing Director, Wholetime Director and other Directors.

**A. Composition:**

The members of the Remuneration Committee for the year 2011-12 are:

Name of the Members	Designation	Nature of Directorship
Mr. Sunil H. Talati	Chairman	Independent & Non Executive Director
Mr. Kuren Amin	Member	Independent & Non Executive Director
Mr. Prem Malik	Member	Independent & Non-Executive Director

Mr. Kuren Amin was appointed as Member of Remuneration Committee w.e.f 01/04/2011.

B. During the financial year ended 31st March, 2012, the meetings of the Remuneration committee held as under;

Sr. No.	Dates of Meeting	Committee strength	No. of members present
1	01/04/2011	3	2

C. Attendance at the Committee meetings

Name of Directors	Category	No. of meetings attended
Mr. Sunil H. Talati	Independent & Non Executive Director	1
Mr. Kuren Amin	Independent & Non Executive Director	1
Mr. Prem Malik	Independent & Non Executive Director	0

D. Details of remuneration to Managing Director / Whole Time Directors:**i) Remuneration Policy:**

Managing Director / Whole Time Directors are being paid remuneration as approved by the shareholders and other appropriate authorities from time to time. The details remuneration policy paid to the Managing Director/Whole time Directors during the year are given below:-

- Mr. Viral M. Shah is appointed as Managing Director for period of 5 years w.e.f 30th November 2007. He draws remuneration in the scale of 40,000-10,000-80,000 p.m. inclusive of all perks but he will be entitled to the PF, ESI and Gratuity as per the rules of the company. The above remuneration falls within the limits prescribed in schedule XIII of the Companies Act, 1956.
- Mr. Manish M. Shah is appointed as Whole Time Director for period of 5 years w.e.f 30th November 2007. He draws remuneration in the scale of 20,000-5,000-40,000 p.m. inclusive of all perks but he will be entitled to the PF, ESI and Gratuity as per the rules of the company. The above remuneration falls within the limits prescribed in schedule XIII of the Companies Act, 1956.
- Mrs. Giraben Solanki is appointed as Executive Director for the period of 5 years w.e.f. 2nd January, 2008. She draws remuneration in the scale of minimum remuneration of Rs. Rs.15000 p.m. and maximum remuneration of Rs.30000 p.m. during the course of her tenure inclusive of all perks but she will be entitled to the PF, ESI and Gratuity as per the rules of the company. The above remuneration falls within the limits prescribed in schedule XIII of the Companies Act, 1956
- Mr. Zankarsinh Solanki is appointed as a Whole Time Director of GYSCOAL ALLOYS LIMITED, for a period of five years commencing from 1st April, 2011 and ending on 31st March, 2016, with payment of remuneration maximum up to Rs. 60,000 (Sixty thousand) per month during the course of his tenure inclusive of all perks but he will be entitled to the PF, ESI and Gratuity as per the rules of the company. The above remuneration falls within the limits prescribed in schedule XIII of the Companies Act, 1956

ii) **Remuneration Paid during the year 2011-12:**

Name	Designation	Aggregate Vale of Salary & Perquisites (₹)
Mr. Viral M. Shah	Managing Director	6,16,880/-
Mr. Manish M. Shah	Whole Time Director	3,75,880/-
Mrs. Giraben Solanki	Executive Director	2,74,840/-
Mr. Zankarsinh Solanki	Whole Time Director	3,75,880/-

4.3 SHAREHOLDERS AND INVESTORS GRIEVANCE COMMITTEE**A. Composition**

As part of its Corporate Governance initiative, the Company constituted the Shareholders/Investors Grievance Committee to specifically look into matters relating to shareholders grievance such as approval of transfer / transmission / demat / remat of shares, issue of duplicate, split-up, consolidation, renewal of share certificate, non-receipt of Annual Report, non- receipt of declared dividends and such other issues.

The members of the Shareholders and Investor Grievance Committee for the year 2011-12 are:

Name of the Members	Designation	Nature of Directorship
Mr. Sunil H. Talati	Chairman	Independent & Non Executive Director
Mr. Kuren Amin	Member	Independent & Non Executive Director
Mr. Manish M. Shah	Member	Executive Director

Mr. Kuren Amin was appointed as Member of Shareholder Investor and Grievance Committee w.e.f 01/04/2011

B. During the financial year ended 31st March, 2012, the meetings of the Share Holder Investor and Grievance committee was held as under;

Sr. No.	Dates of Meeting	Committee strength	No. of members present
1	29/03/2012	3	2

C. Attendance at the Committee meetings

Name of Directors	Category	No. of meetings attended
Mr. Sunil H. Talati	Independent & Non Executive Director	1
Mr. Kuren Amin	Independent & Non Executive Director	0
Mr. Manish Shah	Whole Time Director	1

D. Investor Grievance Redressal:**Details of complaints received and redressed during the year:**

Number of complaints received and resolved during the year under review of the Company and its breakup for the year 2011-12 is as under:

Received From	No. of Complaint Received	No. of Complaints	Pending Complaint Resolved
Letters from Investors	NIL	NIL	NIL
N.S.E	NIL	NIL	NIL
B.S.E	NIL	NIL	NIL
SEBI Scores	02	02	NIL
Total	02	02	NIL

**5. GENERALBODY MEETINGS****a) The last three Annual General Meetings were held as under:**

For the year ended	Location	Date	Time	No. of Special Resolution passed
31/03/2011	Hotel Park Plaza, Opposite Gujarat College, Ellisbridge Ahmedabad 380006	30/09/2011	11.30 a.m.	1
31/03/2010	Registered Office:2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009	18/09/2010	11.30 a.m.	2
31/03/2009	Registered Office:2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009	30/09/2009	11.30 a.m.	2

b) Special resolution passed through postal ballot

During the year ended 31st March, 2012, there have been no resolutions passed by the Company's shareholders by postal ballot. At the ensuing annual General Meeting, there is no resolution proposed to pass by postal ballot.

6. DISCLOSURES

- a) There were no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The details of related party transactions are disclosed in financial section of this Annual Report.
- b) In the preparation of the financial statements, the Company has followed the Accounting Policies and Practices as prescribed in the Accounting Standards and has been consistently applied except for the changes mentioned in Notes forming part of Account.
- c) The implementation of the risk assessment and minimization procedure containing the project/potential risk areas, its intensity, its effects, causes and measures taken by the Company are reviewed by the Committee periodically.
- d) The details of utilization of the proceeds of Initial Public Offer (IPO) are disclosed to the Audit Committee and the Board. The details of the utilization of Proceeds of IPO are mentioned in the Directors' Report.
- e) Management Discussion and Analysis Report is set out in a separate section included in this Annual Report and forms part of this Report.
- f) There has been no instance of non-compliance by the Company on any matter related to capital markets since listing (i.e. 27th October, 2010) and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.
- g) The Chief Executive Officer and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on 31st March, 2012 in compliance with Clause 49 of Listing Agreement.
- h) A Practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Secretarial audit report confirms that the total issued/paid-up capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- i) The designated Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large.

**7. MEANS OF COMMUNICATIONS****a) Financial Results:**

The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as 'Financial Express' in English & Gujarati and are displayed on the website of the Company www.gyscoal.com.

b) News Releases, Presentation etc. :

There were no News releases, press releases etc. except during the IPO of the Company made of Institutional Investors or to analyst. The same are not displayed on the Company's website.

c) Website:

The Company's website www.gyscoal.com contains a separate dedicated section "Investor Relations" where shareholders information is available. The Annual Report of the Company is also available on the website in a downloadable form

8. GENERAL SHAREHOLDERS' INFORMATION**a) Date, Day, Time and Venue for holding 13th Annual General Meeting :**

29h September, 2012, 11.30 a.m. at Park Plaza, Opposite Gujarat College, Ellisbridge Ahmedabad 380006

b) Registered Office: 2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009**c) Listing Date:** 27th October, 2010**d) Financial Year:**

Financial Year is 1st April to 31st March and Financial Results shall be declared

As per the following tentative schedule:

Quarter Ending	Release of Results
June 2012	Second Week of August, 2012
September, 2012	Second Week of November, 2012
December, 2012	Second Week of February, 2013
March, 2013	End of May, 2013
Annual General Meeting for the year ending 31st March, 2013	End of September, 2013

e) Book closure date:

The Register of Members and Share Transfer Books of the Company will be closed from Monday, 24th September, 2012 to Saturday, 29th September, 2012 (both days inclusive) for the purpose of 13th Annual General Meeting.

f) Listing on Stock Exchanges:

The Company's shares are listed on the following Stock Exchanges:

Name of Stock Exchange	Address	Code
Bombay Stock Exchange Limited	Floor 25, P. J Towers, Dalal Street, Mumbai - 400 001	533275
National Stock Exchange of India Limited	Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	GAL

- Annual Listing Fees for the year 2012-13 have been paid by the Company to BSE and NSE
- ISIN of Equity Shares NSDL/CDSL is INE482J01013


g) Market Price Data and Performance of the share price of the Company in comparison to BSE Sensex and NSE Nifty:

Month	BSE				NSE			
	Company (In ₹ Per share)		Sensex		Company (In ₹ Per Share)		Nifty	
	High	Low	High	Low	High	Low	High	Low
April 2011	18.89	14.06	19811.14	18976.19	18.95	14.25	5944.45	5923.85
May 2011	16.10	13.00	19253.87	17786.13	15.95	13.60	5775.25	5766.90
June 2011	16.45	11.30	18873.39	17314.38	16.35	11.30	5657.90	5614.50
July 2011	19.50	10.50	19131.70	18131.86	19.25	10.00	5740.40	5734.65
August 2011	11.50	8.15	18440.07	15765.53	11.50	8.20	5551.90	5527.50
September, 2011	15.00	8.56	17211.80	15801.01	14.85	8.70	5169.25	5161.30
October, 2011	26.15	13.00	17908.13	15745.43	27.40	13.00	5399.70	5358.90
November, 2011	24.90	14.30	17702.26	15478.69	24.75	14.30	5326.45	5325.40
December, 2011	15.25	9.52	17003.71	15135.86	15.30	9.75	5099.25	5050.10
January, 2012	16.74	12.81	17258.97	15358.02	16.65	12.75	5217.00	5216.75
February, 2012	16.65	12.50	18523.78	17061.55	17.00	12.95	5629.95	5609.75
March 2012	16.00	11.50	18040.69	16920.61	16.60	11.90	5499.40	5490.55

h) Shareholding As On 31st March, 2012

(i) Shareholding Pattern Category wise as on 31st March, 2012

Category	No. of shares held	% of holding
Promoters	8112057	51.25
Other Corporate Bodies	790898	5.00
Indian Public	6588798	41.63
Clearing Member	256452	1.62
Foreign Nationals	79351	0.50
GRAND TOTAL	15827556	100.00

(ii) Distribution of Shareholding as on 31st March, 2012

Range of shares	SHAREHOLDERS		SHARES	
	No. of Shareholders	Percentage of Total	No. of shares	Percentage of Total
01 to 500	7261	82.18	1115159	7.05
501 to 1000	715	8.09	590729	3.73
1001 to 2000	362	4.10	552864	3.49
2001 to 3000	131	1.48	336563	2.13
3001 to 4000	81	0.92	287747	1.82
4001 to 5000	66	0.75	313770	1.98
5001 to 10000	106	1.20	774052	4.89
10001 & above	113	1.28	11856672	74.91
TOTAL	8835	100.00	15827556	100.00

**i) Dematerialization of Equity Shares and Liquidity:**

The Company's shares are compulsorily traded in dematerialized form. The dematerialization facility is available from both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 99.99% of the share capital are dematerialized as on 31st March, 2012. The Company's shares are regularly traded on the 'Bombay Stock Exchange Limited' and 'National Stock Exchange of India Limited' in dematerialized form.

j) Registrar & Transfer Agents :**Link Intime India Pvt. Ltd**

C-13, Pannalal Silk Mills Compund L.B.S Marg Bhandup(W), Mumbai-400078

Phone: 022-2596 3838 Fax: 022-25946969 Email: mumbai@linkintime.co.in Website: www.linkintime.co.in

k) Share Transfer Procedure:

As on 31st March, 2012, 99.99% of the equity shares of the Company are in electronic form. Transfer of these shares is done through the depositories without intervention of the Company. For transfer of physical shares, the transfer document can be lodged with Link Intime India Private Limited at the address mentioned in this Annual Report. The transfer of shares in physical form is processed within 15 days from the date of receipt, if the documents are complete in all respects. Shareholders / Investors Grievance & Share Transfer Committee is empowered to approve transfer. All the transactions related to share transfer, change of address, dividend, share certificate etc., should be addressed to R&T Agent of the Company at the address mentioned in this Annual Report. Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, the Company obtained a certificate from a Practicing Company Secretary on half yearly basis, for compliance of share transfer formalities. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, a certificate have also been obtained from a Practicing Company Secretary for timely dematerialization of the shares of the Company and for conducting secretarial audit on a quarterly basis for reconciliation of the share capital of the Company. The Company files copy of these certificates with the stock exchange as required.

l) Address of Correspondence:

(i) Ms. Neha Choksi

Company Secretary & Compliance Officer
Gyscoal Alloys Ltd.

2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009

Phone: 079-26574878 Fax: 079-26579387 Email: investors@gyscoal.com Website: www.gyscoal.com

(ii) For transfer/dematerialization of shares, change of address of members and other queries.

Link Intime India Pvt. Ltd

C-13, Pannalal Silk Mills Compund L.B.S Marg Bhandup(W), Mumbai-400078

Phone: 022-2596 3838 Fax: 022-25946969 Email: mumbai@linkintime.co.in

Website: www.linkintime.co.in

m) Site Location: Gyscoal Alloys Ltd. Village: Ubhkhali, Kukarwada, Tal: Vijapur, District Mehsana, Gujarat

n) Outstanding GDRs / ADRs / Warrants or any convertible instrument, conversion and likely impact on equity - NIL

NON-MANDATORY REQUIREMENTS:

The non mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

1. Remuneration Committee:

Your Company has a Remuneration Committee to recommend appointment / re-appointment and to recommend / review remuneration of the Managing Director / Whole Time Director / Executive Director.

2. Shareholders Right:

The quarterly, half yearly and annual results of your Company with necessary report thereon are published in newspapers and posted on Company's website www.gyscoal.com. The same are also available at the sites of the stock exchanges where the shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.

3. Audit Qualifications:

There are no qualifications in the Auditor's Report on the financial statements to the shareholders of the Company.

4. Training of Board Members:

There is no formal policy at present for training of the Board members of the Company as the members of the Board are eminent and experienced professional persons.

5. Whistle Blower Policy:

The Company has not established whistle blower policy.

**CEO/CFO certification**

To,
The Board of Directors
Gyscoal Alloys Limited

Certificate by Chief Executive Officer(CEO) & Chief Financial Officer (CFO) under Corporate Governance pursuant to the revised Clause 49 of Listing Agreement.

I, Viral Shah, the Managing Director (CEO) of the Company and I, Manish Shah, the whole-time Director (CFO) of the Company do here by certify to the Board that:

- a. They we have reviewed financial statements and the cash flow statement for the year ending 31st March, 2012 and that to the best of their knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date : 27/08/2012

Place : Ahmedabad

Viral Shah

(Managing Director/CEO)

Manish Shah

(Whole-Time Director/CFO)

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Gyscoal Alloys Limited

We have examined the compliance of conditions of Corporate Governance by Gyscoal Alloys Limited for the year ended 31st March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

Date : 27/08/2012

Place : Ahmedabad

Chirag Shah
Company Secretary
Samdani Shah & Associates,
Company Secretaries,
C.P. No. 3498

**AUDITORS' REPORT**

**TO,
THE MEMBERS,
GYSCOAL ALLOYS LTD.**

1. We have audited the attached Balance Sheet of GYSCOAL ALLOYS LTD., as at 31st March, 2012 and also the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date both annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that :
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books;
 - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, the Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - (e) On the basis of written representations received from the directors, as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
 - (f) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - (ii) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For, B. K. PATEL & CO
Chartered Accountants
Firm Reg. No. 112647W

D. B. Patel
Partner

Membership No. 117477

Ahmedabad
August 27, 2012



**ANNEXURE TO THE AUDITORS' REPORT
(Referred to in paragraph (3) of our report of even date)**

(i) In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the Management in accordance with a programme of verification which in our opinion provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) In our opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.

(ii) In respect of its inventories:

- (a) As explained to us, the inventories of finished and semi-finished goods and raw materials at Factory were physically verified during the period by the Management. In our opinion, having regard to the nature and location of stocks, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) In respect of loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in register maintained u/s. 301 of Companies Act, 1956 :

- (a) The Company has not granted any loan to any party listed in the register maintained u/s. 301 of the Companies Act, 1956 under same management. The Company has taken interest free loans from 6 parties listed in the register maintained u/s. 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 135511352/- and the year end balance of loans taken from such parties was ₹ 132541352/-
- (b) In our opinion and according to information and explanation given to us, we are of the opinion that the rate of interest and terms and conditions of the loans taken by the company are not prima facie prejudicial to the interest of the company.
- (c) There is no overdue amount of loan taken from or granted to companies, firm or other parties listed in the register maintained u/s. 301 of the Companies Act, 1956.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services and we have not observed any continuing failure to correct major weaknesses in such internal control system.

(v) In respect of contracts or arrangements entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:

- (a) The particulars of contracts or arrangements referred to in Section 301 that need to be entered into the register maintained under the said section have been so entered.



- (b) In our opinion and having regard to our comments in paragraph (iv) above, the transactions exceeding the value of rupees five lakhs in respect of any party during the period have been made at prices which are prima facie, reasonable, having regard to prevailing market prices at the relevant time where such prices are available.
- (vi) As informed to us, the Company has not accepted any deposit from public.
- (vii) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determined whether they are accurate or complete.
- (ix) **In respect of Statutory Dues:**

- (a) According to the information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including provident fund, sales tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it with the appropriate authorities during the period. We are informed that the E.S.I.C. Act is not applicable to the Company, as it falls in the revenue territory wherein the application is exempt.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of sales tax, customs duty, excise duty, cess and other material statutory dues applicable to it, were in arrears, as at 31st March, 2012 for a period of more than six months from the date they became payable **except Income Tax payable for the AY : 2011-12 of ₹ 14943729/- which is in arrears, as at 31st March, 2012 for a period of more than six months from the date they became payable.**
- (c) According to the information and explanations given to us, the disputed statutory dues aggregating ₹ 5665316/- that have not been deposited on account of disputed matter pending before appropriate authorities are as under :

Sr. No.	Name of the Statute	Nature of the Dues	Amount in ₹	Period to which the amount relates	Forum where dispute is pending
1.	Central Sales Tax Act, 1956	Central Sales Tax and Penalty	5192774.00	2006-07	Deputy Commercial Tax Commissioner (Appeals)
2.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and Interest	472542.00	2006-07	Deputy Commercial Tax Commissioner (Appeals)
			5665316.00		

- (x) The Company does not have any accumulated losses and has not incurred cash losses during the financial period covered by our audit and the immediately preceding financial period.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (xii) In our opinion and according to the information and explanations given to us, no loans and advances granted by the Company on the basis of security by way of pledge of shares, debentures, and other securities.



- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, clause 4(xiii) of the Order is not applicable to the company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investment. Accordingly, clause 4(xiv) of the Order is not applicable to the company.
- (xv) As informed to us, the Company has not given any guarantee for loans taken by others from bank of financial institutions.
- (xvi) To the best of our knowledge and belief and according to the information and explanation given to us, in our opinion, term loans availed by the Company were, prima facie, applied by the Company during the period for the purpose for which the loans were obtained.
- (xvii) According to the information and explanation given to us, the funds raised on short – term basis have not been used for long term investment.
- (xviii) According to information and explanation given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956,
- (xix) According to information and explanation given to us, the Company has not issued any debentures.
- (xx) The Company has issued 7700000/- Equity Shares of Face value of ₹ 10/- each at a premium of ₹ 61/- per share during the Financial Year 2010-2011. The end use of proceeds of the fund raised by public issue has been disclosed by the management in the notes to the accounts which is duly verified by us.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company was noticed or reported during the period.

Ahmedabad
August 27, 2012

For, B. K. PATEL & CO
Chartered Accountants
Firm Reg. No. 112647W

D. B. Patel
Partner
Membership No. 117477



BALANCE SHEET AS AT 31ST MARCH, 2012

(Amount in ₹)

	Note	AS AT 31st March, 2012	AS AT 31st March, 2011
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	158275560	158275560
Reserves and Surplus	2	747027026	721732279
Money Received Against Share Warrants		0	0
		905302586	880007839
Non-Current Liabilities			
Long-Term Borrowings	3	252324113	131861365
Deferred Tax Liabilities (Net)	4	44176292	37591596
Long-Term Provisions	5	1529603	1191267
		298030008	170644228
Current Liabilities			
Short-Term Borrowings	6	428996827	305391362
Trade Payables	7	509854015	398225751
Other Current Liabilities	8	50585441	29547481
Short-Term Provisions	9	24571498	29024355
		1014007781	762188949
Total Equity and Liabilities :->		2217340375	1812841016
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	10	262495073	233107900
Capital Work-in-Progress	10	121116320	23735923
Non-Current Investments	11	209030	209030
Long-Term Loans And Advances	12	497915739	440630949
		881736162	697683802
Current assets			
Current Investments	13	61200000	110000000
Inventories	14	571939125	503648684
Trade Receivables	15	566611118	437334989
Cash and Bank Balances	16	54455912	45501680
Short-Term Loans And Advances	17	76068460	16462360
Other Current Assets	18	5329598	2209501
		1335604213	1115157214
Total Assets :->		2217340375	1812841016

Significant Accounting Policies and Notes on Financial Statements

1 to 39

As per our Report of even date

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

For, B. K. Patel & Co.

Chartered Accountants

Viral Shah
Managing Director**Manish Shah**
Wholetime Director**D. B. Patel**

Partner

Ahmedabad
August 27, 2012**Neha Choksi**
Company Secretary



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

(Amount in ₹)

	Note	2011-12	2010-11
INCOME			
Revenue from Operations	19	2161525651	1928429100
Other Income	20	5443382	4536750
Total Revenue :->		2166969033	1932965850
EXPENDITURE			
Cost of Material Consumed	21	1448580075	1475380642
Purchase of Stock-in-Trade		485959751	215736327
Change in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	22	(86321155)	(3580408)
Employee Benefits Expenses	23	13784071	10031567
Finance Costs	24	85026364	62818989
Depreciation and Amortisation Expenses	25	36153840	30193496
Other Expenses	26	143628205	88432989
Total Expenses :->		2126811151	1879013602
Profit Before Exceptional and Extraordinary Items and Tax		40157882	53952248
Exceptional Items		0	0
Profit Before Extraordinary Items and Tax		40157882	53952248
Extraordinary Items		0	0
Profit Before Tax		40157882	53952248
Tax Expenses			
- Prior Period Tax		(125766)	0
- Current Tax		8404205	7730175
- Deferred Tax Liability (Asset)		6584696	3442056
Profit for the Year		25294747	42780017
Earning per Equity Share of Face Value of Rs. 10 each	31		
Basic & Diluted (Rs.)		1.60	4.01
Significant Accounting Policies and Notes on Financial Statements	1 to 39		
As per our Report of even date		FOR & ON BEHALF OF THE BOARD OF DIRECTORS	
For, B. K. Patel & Co. Chartered Accountants		Viral Shah <i>Managing Director</i>	Manish Shah <i>Wholetime Director</i>
D. B. Patel <i>Partner</i> Ahmedabad August 27, 2012		Neha Choksi <i>Company Secretary</i>	



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

(Amount in ₹)

	2011-12	2010-11
(A) Cash Flow from Operating Activities :		
Net Profit Before Tax	40157882	53952248
Non-Cash Adjustment to reconcile Profit Before Tax to Net Cash Flows		
Depreciation/Amortisation of current year	36153840	30193496
Interest Received	(4364546)	(3442595)
Interest Paid	85026364	62818989
Operating Profit Before Working Capital Changes	156973540	143522138
Movement in Working Capital :		
Increase/(Decrease) in Trade Payables	111628264	243698367
Increase/(Decrease) in Long Term Provisions	338336	315142
Increase/(Decrease) in Other Current Liabilities	21037960	(9342907)
Increase/(Decrease) in Short Term Provisions	328186	250443
Decrease/(Increase) in Current Investments	48800000	(110000000)
Decrease/(Increase) in Trade Receivables	(129276129)	(213004843)
Decrease/(Increase) in Inventories	(68290441)	(152600099)
Decrease/(Increase) in Other Current Assets	(3120097)	(2209501)
Cash Generated from/(used in) Operating Activities	138419619	(99371260)
Direct Taxes Paid (net)	13059481	32553883
Nat Cash from Operating Activities (A)	125360138	(131925143)
(B) Cash Flow from Investing Activity :		
Purchase of Fixed Assets	(162921410)	(72076590)
Movement in Loans & Advances	(116890890)	(344458686)
Interest Received	4364546	3442595
Net Cash form Investing Activities (B)	(275447754)	(413092681)
(C) Cash Flow from Financial Activities :		
Proceeds from Issue of Equity Share Capital	0	77000000
Proceeds from Premium on Issue of Equity Share Capital (Net of Expenses)	0	418631186
Proceeds from Long Term Borrowings	120462748	47291535
Proceeds from Short Term Borrowings	123605465	74894850
Interest Paid	(85026364)	(62818989)
Net Cash Flow from/(used in) Financing Activities (C)	159041849	554998582
Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)	8954232	9980758
Add : Opening Cash & Bank Balances	45501680	35520922
Closing Cash & Bank Balances	54455912	45501680

As per our Report of even date

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

For, B. K. Patel & Co.
Chartered Accountants

Viral Shah
Managing Director

Manish Shah
Wholetime Director

D. B. Patel
Partner

Neha Choksi
Company Secretary

Ahmedabad
August 27, 2012

**Significant Accounting Policies****1 Basis of Preparation of Financial Statement****(a) Basis of Accounting & preparation:**

The financial statements are prepared on the accounting principles of a going concern. The Company follows accrual method of accounting and the financial statements have been prepared in accordance with the historical cost conventions which are in accordance with the Generally Accepted Accounting Principles and the provisions of the Companies Act, 1956. Accounting Policies not specifically referred to otherwise are consistent and in consonance with the applicable Accounting Standards prescribed by the Companies (Accounting Standards) Rules, 2006 to the extent applicable. All expenses and income to the extent ascertainable with reasonable certainty are accounted for on accrual basis.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained in point 2 below.

(b) Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year.

Although these estimates are based upon management's best knowledge of current events and actions, accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to accounts to the financial statements.

2 Change in basis of presentation and disclosure of financial statements

During the year ended 31st March 2012, the revised Schedule VI notified under the Companies Act, 1956, has become mandatory to the Company for preparation and presentation of its financial statements. The adoption of Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also re-grouped/re-classified the previous year figures in accordance with the requirements applicable in the current year.

3 Valuation of Inventory

Inventories are valued at the lower of cost and net realizable value. Costs of inventories comprise all cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. Cost of inventories is generally ascertained on the 'weighted average' basis.

All items of inventories as certified by the Management are valued on the basis mentioned above.

4 Cash Flow Statement

The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flow. The cash flows from operating, investing and financing activities of the Company are segregated.

Figures in bracket represent outflow in cash.

5 Prior Period Items

Prior period items means which arise in the current period as a result of 'errors' or 'omissions' in the financial statements prepared in earlier years, effects of changes in estimates of which are not treated as omission or error.

**6 Tangible Assets**

Fixed assets are stated at their original cost of acquisition less accumulated depreciation and impairment losses. Cost comprises of all costs incurred to bring the assets to their location and working condition and includes all expenses incurred up to the date of commercial utilisation.

Subsequent expenditure related to an item of fixed assets is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of Profit and Loss for the period during which such expenses are incurred.

Gains or losses arising from de-recognition of fixed assets are measured as the difference between net disposal proceeds and the carrying amount of the asset and are recognised in the statement of Profit and Loss when the asset is derecognised.

Intangible assets includes software which has been written off over the period of license.

7 Depreciation

Depreciation in respect of all fixed assets has been calculated on written down value method under section 205 (2) (b) of the Companies Act, 1956 at the rates given in schedule XIV of the Companies Act, 1956 for the period and depreciation on addition of assets during the period has been provided on prorate basis.

8 Revenue Recognition

Sales and operating income includes sale of products, by-products and waste, and export incentives. Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer. Revenue from export sales are recognised on shipment basis. Sales are stated net of returns, excise duty and Sales Tax/VAT. Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is included under the head "other income" in the Statement of Profit and Loss.

Revenue from job work services is recognised based on the services rendered in accordance with the terms of contracts.

Dividend Income is recognised in the year in which it is declared / received.

9 Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Monetary foreign currency assets and liabilities are translated into Rupees at the exchange rate prevailing at the Balance Sheet Date. All exchange differences are dealt with in Profit and Loss Account.

10 Investments

Investments are classified as long term or current based on intention of the management at the time of purchase.

Initially investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges.

Dividend re-invested in case of mutual funds is added to the value of investment in mutual funds while corresponding credit is recorded in the Profit and Loss Statement.

Current investments are carried in the financial statements at lower of cost and fair value. Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long- term investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit & Loss.

**11 Employee Benefit**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the period in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the profit and loss account for the period in which the employee has rendered services. The expense is recognized as per Accounting Standard 15 (Revised 2005) at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the profit and loss account.

Provident Fund of the Regional Provident Fund Commissioner is a defined contribution scheme, and contribution made to Regional Provident Fund Commissioner is charged to Profit & Loss Account.

Gratuity liability is defined benefit obligation and is provided for on the basis of actuarial valuation.

Liability of Leave encashment is accounted for on actual payment basis.

12 Borrowing Cost

Borrowing costs include interest, fees and other charges incurred in connection with the borrowing of funds. Borrowing costs that are attributable to the acquisition/construction of qualifying assets are capitalised as part of the cost of such asset up to the date when the asset is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to Profit and Loss Account.

13 Earning Per Share

The Company reports basic and diluted Earning Per Share (EPS) in accordance with Accounting Standard (AS) – 20 on “Earning Per Share”. The basic EPS is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Diluted EPS is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

14 Taxes on Income

Current Tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred Tax Assets or Deferred Tax Liability is recognized on timing difference being the difference between taxable income and accounting income. Deferred Tax Assets or Differed Tax Liability is measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be realized in future.

15 Impairment of Assets

An assets is considered as impaired in accordance with Accounting Standard (AS) – 28 “Impairment of Assets” when at balance sheet date there are indications of impairment and the carrying amount of the assets, or wherever applicable, the cash generating unit to which the asset belongs, exceeds it recoverable amount (i.e. the higher of the assets net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as impairment loss in the Profit & Loss Account.

16 Provisions and Contingent Liabilities

A provision is recognised if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

1. SHARE CAPITAL

(Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Authorised Share Capital :		
17000000 Equity Shares of ₹ 10 each (17000000 Equity Shares of ₹ 10 each in Previous Year)	170000000	170000000
	170000000	170000000
Issued, Subscribed and Paid up :		
15827556 Equity shares of ₹ 10 each (15827556 Equity shares of ₹ 10 each in Previous Year)	158275560	158275560
Total :->	158275560	158275560

1.1 2275520 Equity Shares out of the issued, subscribed and paid up share capital were allotted as Bonus Shares in last five years by utilisation of General Reserve Account.

1.2 The details of Shareholders holding more than 5% shares :

Name of the Shareholder	As at 31st March, 2012		As at 31st March, 2011	
	No. of Shares	% held	No. of Shares	% held
Viral Shah	4896502	30.94	4896502	30.94
General Capital and Holding Company Pvt. Ltd.	1538460	9.72	1538460	9.72
Giraben Kishorsinh Solanki	1224153	7.73	1224153	7.73

1.3 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period is set out below :

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
Equity Shares at the beginning of the year	15827556	158275560	8127556	81275560
Add : Shares Issued during the year*	0	0	7700000	77000000
Less : Shares cancelled on buy back during the year	0	0	0	0
Equity Shares at the end of the year	15827556	158275560	15827556	158275560

* 7700000 Equity Shares issued through IPO during the financial year 2010-11

1.4 Terms / Rights attached to Equity Shares

The Company has only one class of equity shares having a face value of ₹ 10/- per share. Each equity shareholder is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts.

1.5 Shares held by holding/ultimate holding company and/or their subsidiaries/associates : - Nil


2. RESERVES AND SURPLUS

(Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
General Reserve		
As per last Balance Sheet	744800	744800
Add : Addition during the year	0	0
Less : Utilisation during the year	0	0
	744800	744800
Securities Premium Reserve		
As per last Balance Sheet	526014386	107383200
Add : Proceeds from IPO	0	469700000
Less : Amount utilised towards IPO Expenses	0	51068814
	526014386	526014386
Profit and Loss Account		
As per last Balance Sheet	194973093	152193076
Add : Profit for the year	25294747	42780017
Less : Appropriations during the year	0	0
	220267840	194973093
Total :->	747027026	721732279

3. LONG TERM BORROWINGS

(Amount in ₹)

	As at 31st March, 2012		As at 31st March, 2011	
	Non-Current	Current	Non-Current	Current
Secured				
Term Loans				
- From Banks	29362761	25300000	36545603	22100000
	29362761	25300000	36545603	22100000
Unsecured				
Deposits	90420000	0	15000000	0
Loans and Advance from Related Parties	132541352	0	80315762	0
	222961352	0	95315762	0
Total :->	252324113	25300000	131861365	22100000

3.1 Details of Term Loans are as under :

Term Loan from State Bank of Patiyala carries interest @ 12.75% p.a. The loan is repayable in 16 quarterly installments of ₹ 3200000/- each along with interest.

Term Loan from UCO Bank carries interest @ 13.75% p.a. The loan is repayable in 20 quarterly installments of ₹ 3125000/- each along with interest.

3.2 Details of Security of the Term Loans are as under :

Term Loans from State Bank of Patiyala and UCO Banks of ₹ 54662761/- (Previous Year ₹ 58645603/-) are secured by way of Pari Pasu Charge over the Land & Building, Plant & Machinery and other immovable & movable Fixed assets of the company both present and future and personal guarantee of some of the Directors of the Company as well as corporate guarantee of other group companies.

**4. DEFERRED TAX LIABILITY (Net)**

In view of Accounting Standard 22, the significant component and classification of deferred tax liability on accounting of timing difference comprises of the following :

(Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Deferred Tax Liability related to Fixed Assets		
Opening Balance	37591596	34149540
Add : Addition during the year	6584696	3442056
Closing Balance	44176292	37591596

5. LONG-TERM PROVISIONS

(Amount in ₹)

	As at 31st March, 2012		As at 31st March, 2011	
	Non-Current	Current	Non-Current	Current
Provision for Gratuity (Refer Note No. 23)	1529603	260039	1191267	202517
Total :->	1529603	260039	1191267	202517

6. SHORT-TERM BORROWINGS

(Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Secured		
Working Capital Loan repayable on demand from Banks		
Cash Credit	383529026	305391362
	383529026	305391362
Unsecured		
Deposits	45467801	0
	45467801	0
Total :->	428996827	305391362

Working Capital loan from Bank is secured by way of hypothecation of Raw Materials, Work-in-Process, Finished Goods, Stores & Spares, Book Debts etc., and by way of second charge on Company's immovable properties, and also personal guarantee of some of the Directors of the Company as well as corporate guarantee of other group companies.

7. TRADE PAYABLES

(Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Trade Payables	509854015	398225751
Total :->	509854015	398225751

Details of dues to Micro, Small and Medium Enterprise as defined under MSMED Act, 2006

The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure regarding :

a) Amount due and outstanding to suppliers at the end of accounting year,



- b) Interest paid during the year,
- c) Interest payable at the end of accounting year,
- d) Interest accrued and unpaid at the end of the accounting year, have not been given.

The Company is making efforts to get the confirmation from the suppliers as regards their status under the Act.

8. OTHER CURRENT LIABILITIES

(Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Current Maturities of Long Term Debt	25300000	22100000
Other Payables*	25285441	7447481
Total :->	50585441	29547481

* Other Payables include statutory dues and advance from customers.

9. SHORT TERM PROVISIONS

(Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Provision for Gratuity	260039	202517
Provision for Expenses	963525	692861
Provision for Taxation	23347934	28128977
Total :->	24571498	29024355

10. FIXED ASSETS

(Amount in ₹)

Name of Assets	Gross Block				Depreciation				Net Block		
	Rate of Depreciation	As on 1-4-2011	Addition	Deduction	As on 31-3-2012	As on 1-4-2011	Deduction on account of Sale / Adjustment	For the Year	Up to 31-3-2012	As on 31-3-2012	As on 31-3-2011
TANGIBLE ASSETS :											
Factory Land	0.00%	2831125	0	0	2831125	0	0	0	0	2831125	2831125
Building	5.00%	42216821	10895971	0	53112792	13484875	0	3372132	16857007	36255785	28731946
Plant & Machinery	13.91%	305307857	54510328	0	359818185	113289800	0	30300385	143590185	216228000	192018057
Furniture	18.10%	2029909	0	0	2029909	779787	0	226272.00	1006059	1023850	1250122
Vehicles	25.89%	12577796	0	0	12577796	4853749	0	1999756	6853505	5724291	7724047
Computers	40.00%	1711629	134714	0	1846343	1159026	0	255295	1414321	432022	552603
Sub-Total		366675137	65541013	0	432216150	133567237	0	36153840	169721077	262495073	233107900
INTANGIBLE ASSETS :											
		0	0	0	0	0	0	0	0	0	0
Sub-Total		0	0	0	0	0	0	0	0	0	0
Total		366675137	65541013	0	432216150	133567237	0	36153840	169721077	262495073	233107900
Previous Year		316126752	50548385	0	366675137	103373741	0	30193496	133567236.5	233107900.5	212753011
CAPITAL WORK IN PROGRESS *										121116320	23735923
INTANGIBLE ASSETS UNDER DEVELOPMENT										0	0

* Income from investment in mutual fund made from the proceed of IPO of Rs.9819780 is deducted from the total figure of WIP as the same is treated as project pre-completion income and the same is to be adjusted against the cost of the project when completed.

**11. NON-CURRENT INVESTMENTS** (Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Other Investments (Unquoted)	209030	209030
Total :->	209030	209030

Such Non-Current Investments are valued at Cost

12. LONG-TERM LOANS AND ADVANCES (Unsecured and Considered Good) (Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Capital Advance	485402831	430816961
Security Deposit	10016988	9813988
Loans and Advances to Related Parties	2495920	0
Total :->	497915739	440630949

13. CURRENT INVESTMENTS (Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Investment in Mutual Fund out of IPO Fund	61200000	110000000
Total :->	61200000	110000000

Such Current investments are valued at lower of cost and fair market value.

14. INVENTORIES (Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Raw Materials	373366088	405521505
Finished Goods	198573037	98127179
Total :->	571939125	503648684

15. TRADE RECEIVABLES (Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Outstanding for a period exceeding six months from the date they are due for payment		
Doubtful*	18127314	18127314
Unsecured and Considered Good	14795857	7813917
Other Trade Receivables		
Unsecured and Considered Good	533687947	411393758
Total :->	566611118	437334989

* Legal case filed against Salvo Steel Pvt. Ltd. u/s 138 of the Negotiable Instrument Act, 1881

**16. CASH AND BANK BALANCES**

(Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Balance with Banks :		
In Current Accounts	713518	1562286
In Fixed Deposits*	52006453	43167000
Cash on Hand	1735941	772394
Total :->	54455912	45501680

* Fixed Deposit with banks includes deposits of ₹ 49454453/- (Previous Year ₹ 42167000/-) given as margin money for Letter of Credit issued by the bank in the favour of the Company. All Fixed Deposits are with maturity of more than 12 months.

17. SHORT-TERM LOANS AND ADVANCES

(Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Unsecured and Considered Good		
Loans and Advances to Related Parties	341145	10000
Other Loans and Advances		
Balance With Statutory / Government Authorities	2655566	8683775
Prepaid Expenses	288950	235794
Advances To Creditors, Suppliers & Contractors and Others	71914187	6697352
Staff Advances	868612	835439
Total :->	76068460	16462360

18. OTHER CURRENT ASSETS

(Amount in ₹)

	As at 31st March, 2012	As at 31st March, 2011
Interest Accrued on Fixed Deposits	5329598	2209501
Total :->	5329598	2209501



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

19. REVENUE FROM OPERATIONS (Amount in ₹)

	2011-12	2010-11
Sale of Products	2405061762	2121766954
Income From Other Operations	37340629	59054448
	2442402391	2180821402
Less : Excise Duty	169666657	171360704
Less : VAT & CST	111210083	81031598
	280876740	252392302
Total :->	2161525651	1928429100

19 PARTICULARS OF SALE OF PRODUCTS (Amount in ₹)

	2011-12	2010-11
S.S. & M.S. Structure Products	2405061762	2121766954
Total :->	2405061762	2121766954

20. OTHER INCOME (Amount in ₹)

	2011-12	2011-12	2010-11	2010-11
Interest				
From Current Investments	3784093		2947675	
From Others	580453	4364546	494920	3442595
Dividend				
From Current Investments	3350033		3669748	
Less : Adjusted against Capital Work in Progress	3350033	0	3669748	
Net Gain on Foreign Currency Transaction & Translation (Other than considered as Finance Cost)		0		427978
Other Non Operating Income		1078836		666177
Total :->			5443382	4536750

21. COST OF MATERIAL CONSUMED

	(Amount in ₹)	2011-12 % of Consumption	(Amount in ₹)	2010-11 % of Consumption
Imported	79483411	5.49	68829210	4.67
Indigenous	1369096664	94.51	1406551433	95.33
Total :->	1448580075	100.00	1475380642	100.00

**21 PARTICULARS OF MATERIALS CONSUMED**

Particulars	2011-12	2010-11
S. S. Structures	1397606961	1418060034
Furnace Oil	41667384	22094233
Others	9305730	35226375
Total :->	1448580075	1475380642

22. CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS & STOCK-IN-TRADE (Amount in ₹)

	2011-12	2010-11
Inventories (at commencement)		
Finished Goods / Stock-in-Trade	112251882	108671474
	112251882	108671474
Inventories (at close)		
Finished Goods / Stock-in-Trade	198573037	112251882
	198573037	112251882
Total :->	(86321155)	(3580408)

23. EMPLOYEE BENEFIT EXPENSES (Amount in ₹)

	2011-12	2010-11
Salaries and Wages	13024728	9549351
Contribution to Provident & Other Funds	646034	407745
Staff Welfare Expenses	113309	74471
Total :->	13784071	10031567

23 As per Accounting Standard 15 "Employee Benefits", the disclosures of Employee benefits as defined in the Accounting Standard are given below:

Defined Contribution Plans

Contribution to Defined ontribution Plans, recognised as expense for the year is as under: (Amount in ₹)

	2011-12	2010-11
Employer's Contribution to Provident Fund	646034	407745

Defined Benefit Plans

At present, the company has not any Defined Benefit Plans which are managed by other third party like LIC etc. However, the company is making provision for the present value of gratuity payable based on actuarial valuation using Projected Unit Credit Method. The company has not made any provision for leave encashment , but the same is recognised as expenses on actual payment basis.

A. Reconciliation of opening and closing balances of Defined Benefit Obligation (Amount in ₹)

Particulars	2011-12	2010-11
Present Value of Obligation as at the beginning of the period.	1393784	1025067
Current Service Cost	345239	250486
Interest Cost	121956	85286
Actuarial (Gain)/Loss on obligation	(71337)	32945
Present Value of Obligation as at the end of the period	1789642	1393784

**B. Reconciliation of opening and closing balances of Fair Value of Plan Assets** (Amount in ₹)

Particulars	2011-12	2010-11
Present Value of Plan Assets as at the beginning of the period.	0	0
Expected Return on Plan Assets	0	0
Contributions	0	0
Actuarial (Gain)/Loss on Plan Assets	0	0
Fair Value of Plan Assets at the end of the period	0	0

C. Reconciliation of Fair Value of Assets and Obligations (Amount in ₹)

Particulars	2011-12	2010-11
Present Value of Obligation as at the end of the period	1789642	1393784
Fair Value of Plan Assets at the end of the period	0	0
Net Assets/(Liability) recognized in Balance Sheet	(1789642)	(1393784)

D. Expense recognized during the period (Amount in ₹)

Particulars	2011-12	2010-11
Current Service Cost	345239	250486
Interest Cost	121956	85286
Expected Return on Plan Assets	0	0
Net Actuarial losses (gains) recognized in period	(71337)	32945
Expenses Recognized in the statement of Profit & Loss	395858	368717

E. Actuarial Assumptions

Particulars	2011-12	2010-11
Discount Rate	8.75%	8.32%
Rate of increase in Compensation Level	6.00%	6.00%
Rate of Return on Plan Assets	0.00%	0.00%

24. FINANCE COSTS (Amount in ₹)

	2011-12	2010-11
Interest Expenses	78289051	57945862
Other Borrowing Costs	6090412	4873127
Applicable Loss on Foreign Currency Transactions and Translation	646901	0
Total :->	85026364	62818989

25. DEPRECIATION AND AMORTISATION EXPENSES (Amount in ₹)

	2011-12	2010-11
Depreciation and Amortisation Expenses (Refer Note No. 10)	36153840	30193496
Total :->	36153840	30193496

**26. OTHER EXPENSES**

(Amount in ₹)

	2011-12	2011-12	2010-11	2010-11
Manufacturing Expenses				
Stores & Spares	3136551		1885165	
Power & Fuel	68295987		51754239	
Rent	120000		24000	
Repairs to Building	47792		56733	
Repairs to Machinery	475101		519089	
Insurance	281918		202762	
Rates and Taxes	101464		88766	
Other Manufacturing Expenses	185291		548334	
Jobwork Charges	7387618		1713066	
Freight & Transportation Expenses	4975971		4507484	
Labour Charges	23078363		19502204	
* Excise Duty	21909697		1346995	
		129995753		82148837
Selling & Distribution Expenses				
Packing, Clearing & Forwarding Charges	1973269		366901	
Advertisement Expenses	327323		264900	
Other Selling & Distribution Expenses	430509		11695	
		2731101		643496
Establishment Expenses				
Computer Expenses	214026		114873	
Legal & Professional Fees	2473553		1092715	
Travelling Expenses	4101703		1672898	
Telephone Expenses	865390		653767	
Vehicle Expenses	768513		650216	
Other Repairs	111132		160813	
Stationery & Postage Expenses	511648		345357	
Payment to Auditors	280900		99270	
Rate & Taxes	83254		13707	
General Expenses	1153276		794387	
Charity & Donations	337956		42653	
		10901351		5640656
Total :-		143628205		88432989

* Excise Duty shown under Expenditure represents the aggregate of excise duty borne by the Company and difference between excise duty on opening stock and closing stock of finished goods.



27. VALUE OF STORES & SPARES CONSUMED	(Amount in ₹)	
	2011-12	2010-11
Imported	0	0
Indigenious	3136551	1885165
Total :->	3136551	1885165

28. VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF	(Amount in ₹)	
	2011-12	2010-11
Raw Materials and Stock-in-Trade	72374477	62198246
Total :->	72374477	62198246

29. PAYMENT TO AUDITORS AS :	(Amount in ₹)	
	2011-12	2010-11
Statutory Audit Fees	168540	99270
Tax Audit Fees	56180	0
Certification and Consultation Fees	56180	27575
Total :->	280900	126845

30. EXPENDITURE IN FOREIGN CURRENCY :	(Amount in ₹)	
	2011-12	2010-11
Raw Material Purchase	72374477	62198246
Interest on LC - Import	1025954	165480
Capital Assets Purchase	0	527725
Commission Paid	430509	0
Total :->	73830940	62891451

31. EARNING PER SHARE	(Amount in ₹)	
	2011-12	2010-11
Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders	25294747	42780017
Weighted Average number of Equity shares used as denominator for calculating EPS	15827556	10680159
Basic and Diluted Earning per Share (in ₹)	1.60	4.01
Face Value per Equity Share (in ₹)	10	10

32. EARNING IN FOREIGN EXCHANGE	(Amount in ₹)	
	2011-12	2010-11
FOB Value of Exports	76401586	8929780
Total :->	76401586	8929780

**33. RELATED PARTY DISCLOSURE :**

As per Accounting Standard 18 , the disclosure of transactions with related parties are given below :

Sr. No.	Name of the Related Party	Relationship	Related Party Transaction
1	Giraben Solanki	Key Managerial Personnel	1. Payment to Key Managerial Personnel of ₹ 274840/- (Last Year ₹ 241860/-)
2	Manish M. Shah	Key Managerial Personnel	1. Payment to Key Managerial Personnel of ₹ 375880/- (Last Year ₹ 340120/-) 2. Unsecured Loan taken of ₹ 100000/- (Last Year ₹ 6275000/-) 3. Unsecured Loan Repaid of ₹ 1305000/- (Last Year ₹ 5500000/-) 4. Year end balance of Loan Taken of ₹ 5198344/- (Last Year ₹ 6403344/-)
3	Viral M. Shah	Key Managerial Personnel	1. Payment to Key Managerial Personnel of ₹ 616880/- (Last Year ₹ 550120/-) 2. Unsecured Loan taken of ₹ 4905500/- (Last Year ₹ 18800000/-) 3. Unsecured Loan Repaid of ₹ 4250000/- (Last Year ₹ 20225000/-) 4. Year end balance of Loan Taken of ₹ 20831100/- (Last Year ₹ 20175600/-)
4	Zankarsinh K. Solanki	Key Managerial Personnel	1. Payment to Key Managerial Personnel of ₹ 375880/- (Last Year ₹ 0.00/-) 2. Unsecured Loan taken of ₹ 3220000/- (Last Year ₹ 13708500/-) 3. Unsecured Loan Repaid of ₹ 707055/- (Last Year ₹ 8784250/-) 4. Year end balance of Loan Taken of ₹ 13809908/- (Last Year ₹ 11091818/-)
5	Mona Shah	Key Managerial Personnel	1. Employee Benefit Expenses of ₹ 200000/- (Last Year ₹ 185200/-) 2. Unsecured Loan Repaid of ₹ 140000/- (Last Year ₹ 0.00/-) 3. Year end balance of Loan Taken of ₹ 7395000/- (Last Year ₹ 7535000/-)
6	Sarojben M. Shah	Key Managerial Personnel	1. Employee Benefit Expenses of ₹ 208400/- (Last Year ₹ 193900/-)
7	Dipali Shah	Key Managerial Personnel	1. Employee Benefit Expenses of ₹ 132700/- (Last Year ₹ 123400/-)2. Year end balance of Loan Taken of ₹ 2700000/- (Last Year ₹ 2700000/-)
8	General Capital & Holdings Pvt. Ltd.	Other Parties having significant influence over the enterprise	1. Unsecured Loan taken of ₹ 77807000/- (Last Year ₹ 36420000/-) 2. Unsecured Loan Repaid of ₹ 27610000/- (Last Year ₹ 4010000/-) 3. Year end balance of Loan Taken of ₹ 82607000/- (Last Year ₹ 32410000/-)
9	Gyscoal Enterprise Pvt. Ltd.	Other Parties having significant influence over the enterprise	1. Sales made of ₹ 115886468/- (Last Year ₹ 30989193/-) 2. Year end balance of ₹ 1149240/- (Last Year ₹ 0.00/-)
10	Torque Automotive Pvt. Ltd.	Other Parties having significant influence over the enterprise	1. Advance given of ₹ 2495920/- (Last Year ₹ 0.00/-) 2. Year end balance of Advance given of ₹ 2495920/- (Last Year ₹ 0.00/-)



34. SAGMENT REPORTING :

The Company is mainly engaged in the business of manufacturing of S.S. Products. Considering the nature of business and financial reporting of company, the company has only one segment, viz. S.S. Products as reportable segment. The company operates in local / export segment geographically of which the export has amounted to ₹ 76401586/- out of total turnover of ₹ 2124185022/- But due to nature of the business, the assets / liabilities and expenses for these activities can not be bifurcated separately.

35. CONTIGENT LIABILITIES :

		2011-12	2010-11
Claims against the Company not acknowledged as debt	(Amount in ₹)	0	0
Buyer's Credit Outstanding	(Amount in US\$)	649995	825273

36. During the previous financial year, the Company has completed its Initial Public Offer (IPO) comprising of 77,00,000 equity shares at a price of ₹ 71 per share aggregating to ₹ 5467.00 lacs. The share premium of ₹ 61 per share amounting to ₹ 4697.00 lacs has been credited to Share Premium Account. The share issue expenses amounting to ₹ 510.69 lacs have been adjusted to Share Premium Account.

UTILIZATION OF PROCEEDS OF IPO :

Particulars	₹ in Lacs			
	2011-12	2011-12	2010-11	2010-11
Amount Received from IPO		5467.00		5467.00
Promotor Contribution		1000.00		1000.00
Income from Investment of IPO Proceeds		98.20		36.70
		6565.20		6503.70
	Projected	Actual	Projected	Actual
Land Cost*	765.38	603.68	765.38	478.75
Civil Cost	600.00	0.53	600.00	0.00
Plant & Machinery*	4405.11	4264.66	4405.11	3836.51
Long Term Working Capital	500.00	538.12	500.00	531.08
General Corporate Purpose	25.00	10.00	25.00	10.00
IPO Expenses	482.36	510.69	482.36	510.69
	6777.85	5927.68	6777.85	5367.03
Fixed Deposits with Bank#		25.52		36.67
Investment in Mutual Funds#		612.00		1100.00
Total :->		6565.20		6503.70

* It includes advances given to various parties for Land and Plant & Machinery for New Project.

As on 31st March, 2012 unutilized funds have been temporarily invested in interest bearing liquid instruments including deposits with banks and investments in mutual funds.

37. In the opinion of Board of Directors, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business. The provision for all liabilities is adequate and not in excess of the amounts considered reasonably necessary.

38. Outstanding Balance of unsecured loans, sundry debtors, sundry creditors, loans and advances and any other outstanding balances including all squared up accounts are subject to confirmation.

39. Expenditure related to and incurred during implementation of capital projects is included under "Capital Work in Progress" which will be allocated to the respective fixed assets on completion of construction / erection of the capital project / fixed assets. Dividend income from Mutual fund of ₹ 9819780/- received out of the investment of IPO proceed is deducted from "Capital Work in Progress".

As per our Report of even date

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

For, B. K. Patel & Co.

Chartered Accountants

D. B. Patel

Partner

Ahmedabad

August 27, 2012

Viral Shah

Managing Director

Manish Shah

Wholetime Director

Neha Choksi

Company Secretary

GYSCOAL ALLOYS LIMITED

Registered Office : 2nd Floor Mrudul Tower, B/H Times Of India, Ashram Road, Ahmedabad.

PROXY FORM

DP Id* _____ Regd. Folio No. _____

Client Id* _____

I/We _____

of _____ in the district of

_____ being a member/members of the above named Company, hereby appoint

Mr./Mrs. _____ of _____ in the

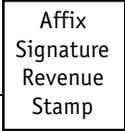
district of _____ or failing him/her Mr./Mrs. _____ of

_____ in the district of _____

as my/our Proxy to vote for me/our behalf at the at the Annual General Meeting of the Company to be held on Saturday, the 29th September, 2012 at 11.30 a.m. at Park Plaza, Opposite Gujarat College, Ellisbridge Ahmedabad 380006.

Signed the _____ day of _____ 2012

Signature _____



* Applicable for members holding shares in dematerialised form.

- 1. The Proxy Form signed across revenue stamp should reach the Company's Registered Office at least 48 hours before the scheduled time of meeting.

GYSCOAL ALLOYS LIMITED

Registered Office : 2nd Floor Mrudul Tower, B/H Times Of India, Ashram Road, Ahmedabad.

ATTENDANCE SLIP

Full name of the Member attending : _____

Name of Proxy : _____

I hereby record my presence at the Annual General Meeting being held on Saturday, the 29th September, 2012 at 11.30 a.m. at Park Plaza, Opposite Gujarat College, Ellisbridge Ahmedabad 380006.

Regd. Folio No. _____

DP Id* _____

Client Id* _____

No. of Share held _____

Member's/Proxy's Signature
(To be signed at the time of handing over the slip)

* Applicable for members holding shares in dematerialised form.

Note : Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.

Book-Post

If undelivered, Please return to:
Gyscoal Alloys Limited
Regd Office: 2nd Floor, Mrudul Tower,
B/h Times of India, Ashram Road,
Ahmedabad 380009, Gujarat