



**GYSCOAL ALLOYS LIMITED**

**ANNUAL REPORT**  
2012-13



## COMPANY INFORMATION

### BOARD OF DIRECTORS

Mr. Viral M. Shah	Chairman & Managing Director
Mr. Manish M. Shah	Whole-time Director
Mrs. Giraben K. Solanki	Executive Director
Mr. Zankarsinh K. Solanki	Whole-time Director
Mr. Kuren Amin	Independent Director
Mr. Sunil Talati	Independent Director
Mr. Prem Malik	Independent Director
Mr. Surendra Patel	Independent Director

### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Neha Choksi

### CORPORATE OFFICE

2<sup>ND</sup> Floor, Mrudul Tower, B/h Times of India, Ashram Road,  
Ahmedabad, Gujarat 380009, Gujarat  
Tel. +91-79- 66614508, 66610181  
Fax +91-79- 26579387  
E-mail. : [info@gyscoal.com](mailto:info@gyscoal.com)  
Website: [www.gyscoal.com](http://www.gyscoal.com)

### REGISTERED OFFICE & FACTORY

Plot No.2/3 GIDC Ubkhal,  
Kukarwada, Tal. Vijapur,  
Dist.: Mehsana 382830,

### BRANCH OFFICE:

17<sup>th</sup> Floor, Atlanta Building, 171/172, Nariman Point,  
Mumbai - 400021

### STATUTORY AUDITORS

B.K. Patel & Co.  
Chartered Accountants  
301, 'SAMRUDHI', Opp Old High Court  
Navjivan P.O., Ahmedabad – 380 014

### CORPORATE LAW CONSULTANT

Samdani Shah & Associates  
Companies Secretaries  
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](mailto:mumbai@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

### BANKERS

UCO BANK  
STATE BANK OF BIKANER AND JAIPUR  
STATE BANK OF PATIALA

### 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 than 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.  
Email: [gyscoalgogreen@linkintime.co.in](mailto:gyscoalgogreen@linkintime.co.in)

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NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of the Company will be held on Monday, 30th September, 2013 at Registered Office of the Company at Plot No.2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana 382830 at 9.00 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 31<sup>st</sup> March 2013, Balance Sheet as at that date and Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Giraben Solanki who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint a Director in place of Mr. Sunil Talati 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 an Ordinary Resolution.

"RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or reenactment thereof, Mr. Surendra Patel, who was appointed as additional director pursuant to section 260 of the Companies Act, 1956 and Article 134 of the Articles of Association, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

"RESOLVED THAT pursuant to Section 97 and subject to the approval of members in general meeting and other applicable provisions of the Companies Act, 1956 the Authorized Share Capital of the Company be increased from ` 17,00,00,000/- (Rupees Seventeen Crores only) to ` 27,00,00,000/- (Rupees Twenty Seven Crores only) divided in to 2,70,00,000 Equity Shares of ` 10/- each ranking pari passu with the existing Equity Shares and cause No. V of the Memorandum of Association be altered accordingly."

"RESOLVED THAT clause No. V of the Memorandum of Association of the Company be and shall be deemed to have been altered by the following:-

- V. The Authorized Share Capital of the Company is ` 27,00,00,000/- (Rupees Twenty Seven Crores only) divided into 2,70,00,000 (Two Crore Seventy Lacs) Equity Shares of ` 10/- each.

"RESOLVED FURTHER THAT the Board & the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds matters or things as may be considered necessary, appropriate, expedient or desirable 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 pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 1956 and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, approval of the members of the Company be and is hereby accorded and the Board of Directors (hereinafter called 'the Board' which term shall be deemed to include any committee authorised by the Board to exercise its powers including the powers conferred by this resolution), to vary the terms referred to in the Prospectus of the Company dated 18th October, 2010, filed with the Registrar of Companies, Gujarat, Ahmedabad (the prospectus) including to vary and / or revise the utilization of the proceeds of the Initial Public Offering (IPO) of the Equity Shares allotted in pursuance of the said prospectus and to utilise the proceeds from the IPO as may be beneficial to the Company including changes in amount and / or schedule of deployment of fund and/or also for general corporate purposes, as the case may be."



“RESOLVED FURTHER THAT the actions taken and the money utilised / invested by the Board so far since the collection of the proceeds of the IPO of the Company as mentioned in the said Prospectus as may be considered beneficial to or in the best interest of the Company be and are hereby approved and ratified.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to address any concern, reply any query, decide any issue, answer any clarifications, decide any other matter in this regard in the interest of the Company and do all such acts, deeds and things as may be considered necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Registered Office:  
Plot No.2/3 GIDC Ubkhal, Kukarwada,  
Tal. Vijapur, Dist.: Mehsana 382830  
Date : 13/08/2013  
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 [23/09/2013] to [30/09/2013] (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.

ANNEXURE TO THE NOTICE

Brief Particulars of Directors being appointed/re-appointed are as under:-

Name in Full	Mrs. Giraben Solanki	Mr. Sunil Talati	Mr. Surendra Patel
Date of Birth	5 <sup>th</sup> May, 1956	23 <sup>rd</sup> July, 1951	9 <sup>th</sup> February, 1940
Date of Appointment	22/06/2004	18/02/2008	29/09/2012
Educational Qualification	B.A.	FCA	Civil Engineer (D.C.E)
Directorship held in other Companies:	1. Gyscoal Enterprise Pvt. Ltd. 2. General Capital & Holding Company Pvt. Ltd	1. Karnavati Club Ltd. 2. Hipoline Ltd. 3. Seven Leisure Pvt. Ltd. 4. IRB Infrastructure Developers Ltd. 5. Abellon Agriscience Ltd. 6. Four Seasons Residency Ltd.	1. Four Seasons Residency Ltd.
Memberships/ Chairmanships of Committees across Public Companies	NIL	1. IRB Infrastructure Developers Ltd. (Chairman of Audit Committee ) 2. Four Seasons Residency Ltd. (Chairman of Audit Committee /Member of Remuneration Committee)	1. Four Seasons Residency Ltd. (Member of Audit & Remuneration Committee, Chairman of Shareholder Investor & Grievance Committee)
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 provides guidance to the Company in the matters of audit, finance and taxation	He is Independent Director of the Company. He is a partner of Vishalla restaurant and has a rich experience of running it successfully since 1978, he is one of the director of Four seasons Residency Limited (group company) & his association is of vital importance to the Company
Number of Shares held in the Company:	1224153	NIL	NIL

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

Item 5:

Mr. Surendra Patel was appointed as additional director by the Board of Directors of the Company in their meeting held on 29<sup>th</sup> September, 2012 under Section 260 of the Companies Act, 1956 and Article 134 of Articles of Association of the Company. He shall hold office upto the date of ensuing Annual General Meeting and being eligible offer himself for re-appointment as Director.

As required under Section 257 of the Companies Act, 1956, the Company has received notice in writing from a member signifying his intention to propose the appointment of Mr. Surendra Patel as the Director of the Company with the requisite deposit of ` 500.

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

None of the Directors except Mr. Surendra Patel is interested in the resolution

Item 6:

The Board of Directors of the Company wishes to infuse more Equity Share Capital in the Company for which it is required to increase its Authorised Share Capital. Therefore the Board recommends to increase the authorized capital from the present ` 17,00,00,000/- divided into 1,70,00,000 Equity Shares of ` 10/- each.. to ` 27,00,00,000/- divided into 2,70,00,000 Equity Shares of ` 10/- each.



The Board of Directors recommends the passing of the Ordinary Resolution by the members  
None of the Directors are concerned or interested in the Resolution.

Item 7:

During the financial year 2010-11, the Company entered the Capital Market with Initial Public Offer (IPO) of 77,00,000 equity shares of ₹ 10/- each at a premium of ₹ 61/- per share aggregating to approximately ₹ 5467 lacs. The main Object of the Issue was to utilize the Net Proceeds of the Issue to finance the capital expenditure to enhance the production facilities of melting section of our Company from 18000 MT per annum to 118000 MT per annum.

The Company had proposed to set up the proposed expansion facilities at Village Magodi, Sub-district Gandhinagar, District-Gandhinagar, Gujarat State. The Company has entered into an "Agreement for Sale" for purchase of 44841 square metres of agricultural land at Revenue Survey / Block No. 260, 271 273/ A-B Village Magodi, Sub-district Gandhinagar, District-Gandhinagar, Gujarat State at a total consideration of ₹ 700 lakhs. (as described in the prospectus dated 18th October, 2010 page 28)

Moreover as per the Risk Factor no. 12 (RISK FACTORS pg. xiii) of the above Prospectus it was stated that the land on which proposed unit is to be established is an agricultural land and for using this land for establishing industrial unit, company will have to get it converted to "non-agriculture land". And in case, the land is not converted to "non-agriculture land", Company will have to find some alternate land which will involve additional time and additional cost. Thus Board seeks your approval for variations of the terms contained in the object of the issue as per details given below:

The details of Change in Location & Land:

The company has not yet received the permission to convert the Land Located at Village Magodi from "Agriculture Land" to "Non-agriculture land. Thus the Board of directors of the Company at their meeting held on 30<sup>th</sup> May, 2013 has decided to shift the Location and Land on which it has planned for the Capital Expenditure for enhancing the production capacity of melting section as described on page 27 & 28 of the Prospectus dated 18<sup>th</sup> October, 2010 from Village Magodi to the new land located at Village Kukarwada.

The Company now proposes to set up the proposed expansion facilities at Village Kukarwada, District Mehsana, Gujarat State in place of existing land as mentioned in the prospectus dated 18<sup>th</sup> October, 2010 page 27 & 28. The cost of new Land and other related expenses may increase or decrease then what is mentioned on page 27 & 28 of the above prospectus and may be adjusted accordingly from the proceeds of the issue.

The status of utilisation of IPO funds so far as on 31st March 2013, is as under:

Particulars	(Amount in lacs)	
Utilisation of funds upto 31st March, 2013		
Amount Received from IPO		5467.00
Promotor Contribution		1000.00
Income from Investment of IPO Proceeds		195.01
		6662.01
	Projected	Actual
Land Cost	765.38	603.8
Civil Cost	600.00	0.53
Plant & Machinery *	4405.11	4292.71
Long Term Working Capital	500.00	513.76
General Corporate Purpose	25.00	10.00
IPO Expenses	482.36	510.69
	6777.85	5931.49
Fixed Deposits with Bank #		25.52
Investment in Mutual Funds #		705.00
Total		6662.01

\* It includes advances given to various parties for Plant & Machinery for New Project

# As on 31st March, 2013 unutilised funds have been temporarily invested in interest bearing liquid instruments including deposits with banks and investments in mutual funds.



The Change in Land, Location and Cost was necessitated due to the need to change the Land as explained above and it is in the best interest and benefit of the company Thus approval is sought for ratification of the aforesaid decision along with expenditure incurred and proposed to be incurred from the members.

Section 61 of Companies Act, 1956 provides that the Company shall not vary the terms referred to in the prospectus except subject to the approval of, or except on the authority given by, the Company in the General Meeting. Accordingly, approval of members is sought for confirmation and ratification of the actions taken so far by the management/Board so far in this regard to confer authority in favour of the Board for utilization of the Issue proceeds for purpose other than those specifically stated in the prospectus and also to vary/revise/reschedule the utilization of Issue proceeds as specifically stated in the prospectus of the Company.

The management would like to assure the members that any variation in the utilization of Issue Proceeds is/will be done in the best interests of the Company and its members

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

None of the Directors are concerned or interested in the Resolution except to the extent of their shareholding in the company.

Registered Office:  
Plot No.2/3 GIDC Ubkhal, Kukarwada,  
Tal. Vijapur, Dist.: Mehsana 382830  
Date : 13/08/2013  
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 Fourteenth Annual Report and the Audited Statement of Accounts for the financial year ended 31st March, 2013.

1. FINANCIAL HIGHLIGHTS:

The financial highlights of the company for the year under review are summarized as under

PARTICULARS	` In lacs	
	CURRENT YEAR	PREVIOUS YEAR
Income from Operations	28729.96	21624.98
Other Income	163.72	44.70
Total Income	28893.68	21669.69
Operating & Administrative Expenses	27598.54	20417.85
Operating Profit before Interest and Tax	1295.15	1251.84
Financial Charges	1039.60	850.26
Profit Before Tax	255.55	401.58
Exceptional Item	0.00	0.00
Profit after exceptional item	255.55	401.58
Provision for tax (including deferred tax)	97.86	148.63
Profit / (Loss) After tax	157.69	252.95

2. 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 31<sup>st</sup> March, 2013

3. UTILIZATION OF PROCEEDS OF IPO:

The statement of projected utilization of the IPO proceeds as per Prospectus dated 18<sup>th</sup> October, 2010 against actual utilization as on 31st March, 2013 is as follows:

Particulars	(Amount in lacs)	
Utilisation of funds upto 31st March, 2013		
Amount Received from IPO		5467.00
Promotor Contribution		1000.00
Income from Investment of IPO Proceeds		195.01
		6662.01
	Projected	Actual
Land Cost	765.38	603.8
Civil Cost	600.00	0.53
Plant & Machinery *	4405.11	4292.71
Long Term Working Capital	500.00	513.76
General Corporate Purpose	25.00	10.00
IPO Expenses	482.36	510.69
	6777.85	5931.49
Fixed Deposits with Bank #		25.52
Investment in Mutual Funds #		705.00
Total		6662.01



4. PUBLIC DEPOSITS:

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

5. 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.

6. DIRECTORS:

· Appointment of Director

During the year Mr. Surendra Patel was appointed as additional director on the Board of the Company w.e.f 29th September, 2012. Pursuant to Section 260 of Companies Act, 1956 and Articles of Association of the Company, Mr. Surendra Patel shall hold office upto the date of ensuing Annual General Meeting and being eligible offer himself for re-appointment as Director. The Company has received a notice in writing from a member of the Company signifying his candidature for the office of the Board of Directors of the Company.

· Retirement by rotation.

As per Section 256 of the Companies Act, 1956 and Article of Association of the Company, Mrs. Giraben Solanki and Mr. Sunil Talati 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. Vijay Ranchan Independent Director of the Company has resigned from the directorship on 25<sup>th</sup> August, 2012 due to preoccupation.

7. 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.

8. 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](http://www.gyscoal.com).



9. INSURANCE

All the fixed assets of the company are adequately insured.

10. 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 2013-2014, 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. Moreover the Management is in the process of taking necessary steps for payment of pending statutory dues as mentioned in the Auditor's Report point. (ix)

11. UNPAID AND UNCLAIMED SHARE APPLICATION AMOUNT

Amount of ₹ 25560/- is lying as the Amount of Application money received and due for refund in respect of the IPO of the company in F.Y. 2010-2011. The last date on which the amount will be transferred to IEPF account will be 23<sup>rd</sup> October, 2017.

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits pertaining to the Company, remaining unpaid or unclaimed for period of seven years from the date they became due for payment, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claims. The Company has filed necessary details with the office of Registrar of Companies, Ahmedabad, Gujarat Pursuant to rule 3 of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012

12. APPOINTMENT OF COST AUDITOR:

Shri V. H. SHAH, Cost Accountant, having been appointed by the Central Government has conducted the audit of the cost accounting records maintained by the Company for "Steel Plant" for the for the financial year 2011-12 and submitted their report to the Central Government on 12th January, 2013. For filing the Cost Audit Report in XBRL format for the financial year 2011-12, the Ministry of Corporate Affairs has extended the time limit for filing the same with Central Government, upto 28th February, 2013.

The Central Government has also approved the appointment of Shri V. H. SHAH., Practicing Cost Accountant, Ahmedabad as Cost Auditor for conducting audit of cost accounting records maintained by the Company for "Steel Plant" for the financial year 2012-13

13. 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)1975 as amended are not attached with this report since there are none of the employee who are in receipt of remuneration exceeding the limits specified in the section.

14. 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

15. 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.



## 16. 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 : 30/05/2013

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
<b>A. POWER AND FUEL CONSUMPTION:</b>		
1. Electricity		
(a) Purchased		
Unit	9644296	11356596.00
Total Amount (₹)	65874408	67239117.00
Rate/Unit	6.83	5.92
(b) Own Generation	NA	NA
2. Coal (specify quality and where used)		
Quantity (Metric Tonnes)	1093.650	84.120
Total Cost (₹)	6926456	412138
Average Rate/MT	6333.34	4899.40
3. Furnace oil		
Quantity (k. Itrs.)	413.640	1143.785
Total Amount	17969886	41930981
Average Rate	43443.30	36659.84
4. Others/internal generation		
Quantity	NA	NA
Total Cost		
Average Rate		
<b>B. CONSUMPTION PER UNIT OF PRODUCTION:</b>		
Particulars	Current Year	Previous Year
Products (with details)	S.S Products	S.S Products
Electricity(Unit/MT)	520.37	548.19
Coal	0.06	0.02
Furnace Oil	0.02	0.06
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  | NIL |
| A) Capital   |     |
| B) Recurring   |     |
| C) Total   |     |
| D) Total R&D Expenditure as percentage on Total Turnover       |     |

TECHNOLOGY ABSORPTION, 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:
  - a) Technology imported
  - b) Year of import
  - c) Technology has been fully absorbed and if not absorbed areas where this has not taken place reasons thereof and future. NIL

3. FOREIGN EXCHANGE EARNINGS AND OUT GO

Foreign Exchange Earnings	3025.56 Lacs
Foreign Exchange Outgo	366.56 Lacs



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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****(A) CURRENT SCENARIO OF INDIAN STEEL INDUSTRY:**

- Demand, Production & Consumption: India is currently the world's fourth largest producer of crude steel after China, Japan & US. In Fiscal year 2012-13, growth in domestic steel industry is expected to be around 5.5% and in 2013-14 it is expected to be higher at around 7%. The overall outlook of steel industry is positive with demand likely to increase in the next financial year owing to government measures on infrastructural rules and revival in economic growth. The production in steel is expected to reach at 200MT by 2020 as compared to 71MT in the last year. India is expected to give a tough competition to Japan & USA in couple of years. According to Ministry of Steel domestic real steel consumption grew to 6.8% year on year to 70.92 MT. The World Steel Association (WSA) has forecast steel consumption to grow at 5% in 2013
- Import Trends: Deregulation and reduction in import duties on steel imports has favoured steel imports. India has been a net importer of steel, primarily of high grade steel and special steel products. Imports have increased during the past years due to increase in domestic demand and reduction in price differential between imported steel and domestic steel. As per working group estimates steel imports during 12th FYP is estimated to be in 5-6 MT range.
- Export Trends: Free trade policy & Liberalization has helped growth of steel exports from India. To maintain in global competition India needs to increase its share of value added and urban steel product in its export market. Steel exports from India declined during 2008-11 period due to subdued demand of steel globally. Steel export is expected to regain momentum as the global economy revives. Steel exports is estimated to grow gradually from about 4 MT during FY 13 to 7 MT by FY 17 (source: industry outlook reference report 2013)

**(B) CHALLENGES & OPPORTUNITIES:**

- Challenges: India's per capita consumption of steel is merely 39kgs per head as compared to global average per capita of 150 kgs. The main hurdles before the Indian Steel Industry are the cost of power, lack of availability of suitable raw materials, high cost of raw material, basic inputs and services, lack of research and development, infrastructural inadequacy, high cost of capital, other structural impediments like high dependence on low technology, low labour productivity, and high level of taxation are other systemic deficiency.
- Opportunities: India has rich mineral resources; it has the fourth largest Iron Ore reserves after Russia, Brazil & Australia. The India Steel Sector has great scope of increase in demand of steel in almost all the sectors of the country. It is one of largest country in terms of man power and has a low unit labour cost commensurate with skills. Moreover it has the unexplored rural market and has excellent potential for increase in steel demand in various other sectors like irrigation, water supply, packaging, automobiles etc.(source: Iron & steel industry report 2013)

**(C) OVERVIEW OF THE COMPANY AND ITS BUSINESS:**

Gyscoal Alloys Limited is engaged in the business of manufacturing of Stainless Steel and Mild Steel Long Products from scrap since 1999. The plant for the production activities & registered office of the Company is located at Ubkhal, Kukarwada, Vijapur – Taluka, Mehasana – District. The Corporate office of the company is situated at 2<sup>nd</sup> Floor, Mrudul Tower, Near Times of India, Ashram Road, Ahmedabad.

The Company 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. 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. The Company has also been successful in producing goods according to needs and specifications of its domestic & foreign buyers.

During the financial year 2010-11, the Company entered the Capital Market with Initial Public Offer (IPO) aggregating to approximately ` 5467 lacs. with an object to finance the capital expenditure to enhance the production facilities of melting section of our Company to meet its increasing demands. The Company had



proposes to set up the proposed expansion facilities at Village Magodi, Sub-district Gandhinagar, District-Gandhinagar, Gujarat State. However as the company has not yet received the permission to convert the Land Located at Village Magodi from "Agriculture Land" to "Non-agriculture land the Board of directors of the Company at their meeting held on 30<sup>th</sup> May, 2013 has decided to shift the Location and Land as described on page 27 & 28 of the Prospectus dated 18<sup>th</sup> October, 2010 from Village Magodi to the new land located at Village Kukarwada. The details are set out in the resolution attached with notice calling the Annual General Meeting & the details of Utilization of IPO proceeds forms part of Director's Report of the Company.

(D) FINANCIAL PERFORMANCE OF THE COMPANY

- During FY13, the company recorded a total income of ` 28893.68 lacs , of which income from the operations was ` 28729.96 lacs and other income was ` 163.72 lacs.
- For the year FY13, Earnings Before Interest, Depreciation, Tax and Amortization (EBIDTA) was ` 1662.83 lacs
- For the year FY13, Depreciation was ` 367.68 lacs, Interest and Finance charges were ` 1039.60 lacs and Profit before Tax (PBT) was ` 255.55 lacs. And Profit After tax (PAT) was ` 157.69 lacs
- Basic & diluted Earnings Per Share (EPS) was ` 1.00
- As on 31 March, 2013 the Net worth of the company was ` 9210.71 lacs

(E) 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.

(F) 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.

(G) 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)

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 31<sup>st</sup> March, 2013 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.
- None of the Directors on the Board is a Member of More than 10 Committee or Chairman of more than 5 committee across all the companies in which he is a Director. Necessary disclosure regarding their Directorship/Membership in other companies has been made by each and every Director.
- Chairmanship /Membership reflects only Audit and Shareholders & Investors Grievances' Committee of other Public companies.
- The Names and categories of the Directors on the Board, their attendance in the Board Meeting and in last Annual General Meeting, Number of other Directorship & Chairmanship/ Membership held by them in other companies during the year 2012-13 is given below.

Name of Directors	Category of Directors	Number of Board Meetings held & Attended during 2012 - 2013		Attendance at the last AGM Held on 29 <sup>th</sup> September, 2012	No. of other Directorships	No of other Committee Membership/ Chairmanship held*	
		Held	Attended			Public & Private	Chairman- ships
Mr. Viral M. Shah	Chairman & Mg. Director	10	10	YES	5	NIL	2
Mr. Manish M. Shah	Whole-time Director	10	10	YES	2	NIL	NIL
Mr. Zankarsinh K. Solanki	Whole-time Director	10	10	NO	7	1	1
Mrs. Giraben K. Solanki	Executive Director	10	7	NO	2	NIL	NIL
Mr. Prem Malik	Independent Director	10	0	NO	10	1	4
Mr. Kuren Amin	Independent Director	10	6	NO	7	NIL	NIL
Mr. Sunil Talati	Independent Director	10	5	YES	6	2	1
Mr. Surendra Patel#	Independent Director	10	0	NO	6	1	2

#Mr. Vijay Ranchan has resigned from the directorship of the company on 25<sup>th</sup> August, 2012 & he has not attended any Board Meeting or Annual General Meeting of the Company.

# Mr. Surendra Patel was appointed as director on 29<sup>th</sup> September, 2012



## 2.2 Relationships between the directors interse

Mr. Viral Shah and Mr. Manish Shah are related to each other as brothers. Mr. Zankarsinh Solanki is Son of Mrs. Giraben Solanki, except this no other directors are related to each other.

## 2.3 Board meetings :

- During the year 2012-13 the Board meet 10 times on 04/04/2012, 07/05/2012, 11/06/2012, 14/08/2012, 27/08/2012, 07/09/2012, 29/09/2012, 12/11/2012, 31/12/2012 and 12/02/2013
- As per the requirement of Clause 49 of the Listing Agreement the Company has held one Board meeting in every quarter and the maximum time gap between any two meetings was not more than four months.

## 2.4 Disclosures regarding appointment/re-appointment of Directors:

Mr. Sunil Talati & Mrs. Giraben Solanki are Directors retiring at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

Mr. Surendra Patel was appointed as additional director on the Board of the Company w.e.f 29th September, 2012. He shall hold office upto the date of ensuing Annual General Meeting and being eligible offer himself for re-appointment as Director.

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.

## 3. DIRECTORS' SHAREHOLDING

Shareholding of the Directors in the company as on 31<sup>st</sup> March, 2013

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. Surendra Patel, Mr. Sunil Talati and Mr. Prem Malik do not hold any shares in the Company.

## 4. 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](http://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 2012-2013.

Date : 30/05/2013

Place : Ahmedabad

Viral M. Shah  
Managing Director

## 5. AUDIT COMMITTEE:

### 5.1 Composition

The Board of Directors of the Company has constituted an Audit Committee and has been reconstituted from time to time. Presently, the Audit Committee comprises qualified and independent members of the



Board, who have expertise knowledge and experience in the field of accounting and financial management and have held or hold senior positions in other reputed organizations. The constitution, composition and functioning of the Audit Committee also meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement entered into with the Stock Exchanges. The present composition of the Audit committee and Meetings attended by them during the financial year 2012-13 ended on 31st March, 2013, is as follow:

Name of the Members	Designation	Nature of Directorship	Number of Meetings during F.Y 2012-13	
			Held	Attended
Mr. Sunil H. Talati	Chairman	Independent & Non Executive Director	6	6
Mr. Kuren Amin	Member	Independent & Non Executive Director	6	6
Mr. Manish M. Shah	Member	Executive Director	6	6

#### 5.2 Meetings of Audit Committee

Six[6] Audit Committee Meetings were held during the year 2012-13. The dates on which the Audit Committee Meetings were held is 07/05/2012, 11/06/2012, 14/08/2012, 27/08/2013, 12/11/2012, 12/02/2013. The maximum time gap between two meetings was not more than 4 months.

The Statutory Auditors, Internal Auditors of the Company and Finance personnel are invited to attend and participate in the meetings of the Audit Committee. The Committee holds discussions with them on various matters including limited review of results, audit plan for the year, matters relating to compliance with accounting standards, auditors' observations and other related matters.

Mr. Sunil Talati as, being a Chairman of the Audit Committee, attended the last Annual General Meeting held on 29<sup>th</sup> September, 2012

#### 5.3 Terms of reference and Powers of the Audit Committee

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. 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.
12. 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.
13. Reviewing the Company's financial and risk management policies.

#### 6. 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.

##### 6.1 Composition:

The present composition of the Remuneration committee and Meetings attended by them during the financial year 2012-13 ended on 31st March, 2013, is as follow:

Name of the Directors	Designation	Nature of Directorship	Number of Meetings during F.Y 2012-13	
			Held	Attended
Mr. Sunil Talati	Chairman	Independent & Non Executive Director	1	1
Mr. Kuren Amin	Member	Independent & Non Executive Director	1	1
Mr. Prem Malik	Member	Independent & Non-Executive Director	1	0

##### 6.2 Meetings of Remuneration Committee

One Remuneration Committee Meeting was held during the year 2012-13 on 14<sup>th</sup> August, 2012

##### 6.3 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 with effect from 3rd December, 2012 He draws remuneration in the scale of 45,000-80,000 p.m. in addition to the perquisites & allowances as per agreement and 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 30<sup>th</sup> November 2012. He draws remuneration in the scale of 25,000-40,000 p.m. in addition to the perquisites & allowances as per agreement and 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. 2<sup>nd</sup> January, 2013. She draws remuneration in the scale of minimum remuneration of ` 15000 p.m. and maximum remuneration of ` 30000 p.m. during the course of her tenure in addition to the perquisites & allowances as per resolution and 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 ` 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 2012-13:

Name	Designation	Aggregate Vale of Salary & Perquisites ( ` )
Mr. Viral M. Shah	Managing Director	6,86,880/-
Mr. Manish M. Shah	Whole Time Director	4,10,880/-
Mrs. Giraben Solanki	Executive Director	3,09,840/-
Mr. Zankarsinh Solanki	Whole Time Director	4,10,880/-

## 7. SHAREHOLDERS AND INVESTORS GRIEVANCE COMMITTEE

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.

7.1 Composition:

The present composition of the Shareholder Investor & Grievance committee and Meetings attended by them during the financial year 2012-13 ended on 31st March, 2013, is as follow:

Name of the Members	Designation	Nature of Directorship	Number of Meetings during F.Y 2012-13	
			Held	Attended
Mr. Sunil H. Talati	Chairman	Independent & Non Executive Director	NIL	NIL
Mr. Kuren Amin	Member	Independent & Non Executive Director	NIL	NIL
Mr. Manish Shah	Member	Whole Time Director	NIL	NIL

7.2 Meetings of Shareholder Investor & Grievance committee

No Shareholder Investor & Grievance committee Meeting was held during the year 2012-13.

7.3 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 2012-13 is as under:

Received From	Complaint Received	Complaint Resolved	Pending Complaints
Letters from Investors	NIL	NIL	NIL
N.S.E	NIL	NIL	NIL
B.S.E	NIL	NIL	NIL
SEBI Scores	01	01	NIL
Total	01	01	NIL

#### 8. GENERALBODY MEETINGS

a) The last three Annual General Meetings were held as under:

For the year ended	Location	Date	Time	No. of Special Resolutions passed
31/03/2012	Hotel Park Plaza, Opposite Gujarat College, Ellisbridge Ahmedabad 380006	29/09/2012	11.30 a.m.	3
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:2 <sup>nd</sup> Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009	18/09/2010	11.30 a.m.	2

b) Resolution passed through postal ballot

During the year ended 31<sup>st</sup> March, 2013 the Company sought the approval of members through postal ballot to Change the Registered office of the Company as per the notice dated 12<sup>th</sup> February, 2013, Mr. Chirag Shah, Practicing Company Secretary was appointed as the Scrutinizer of the voting process. The Company announced the Results of the Postal Ballot on 29<sup>th</sup> March, 2013

Brief description of the matter put to vote	For	Against
Special Resolution to change the Registered Office of the Company from Ahmedabad to Kukarwada	99.98%	0.02%

At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal ballot.

#### 9. DISCLOSURES

- There were no materially significant related party transactions that may have potential conflict with the interest of the Company at large in F.Y 2012-13. The details of related party transactions are disclosed in financial section of this Annual Report. The Company's major related party transactions are generally with its Associates. All related party transactions are negotiated on arms length basis and are intended to further the interests of the Company.
- 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.
- 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.
- The Company has complied with all the mandatory requirements of the Clause 49 of the Listing Agreement. So, far as non-mandatory requirements are concerned, at present Company has not adopted the same,



however, the Company has constituted a Remuneration Committee, details of which are described at herein above.

- e) 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.
- f) The Chief Executive Officer and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on 31st March, 2013 in compliance with Clause 49 of Listing Agreement.
- g) 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.

#### 10. 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](http://www.gyscoal.com).
- b) News Releases, Presentation etc.: There were no News releases, press releases etc. made to the Institutional Investors or to analyst. The same are not displayed on the Company's website.
- c) Website: The Company's website [www.gyscoal.com](http://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

#### 11. GENERAL SHAREHOLDERS' INFORMATION

- a) Date, Day, Time and Venue for holding 14<sup>th</sup> Annual General Meeting :  
30<sup>th</sup> September, 2013, 9.00 a.m. at Plot No. 2/3, GIDC, Ubkhal, Kukarwada, Ta Vijapur, Dist: Mehsana, Gujarat, 382830
- b) Registered Office of the Company: Plot No. 2/3, GIDC, Ubkhal, Kukarwada, Ta Vijapur, Dist: Mehsana, Gujarat, 382830
- c) Corporate Office: 2<sup>nd</sup> Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009
- d) Listing Date: 27<sup>th</sup> October, 2010
- e) Financial Year:

Financial Year is 1<sup>st</sup> April to 31<sup>st</sup> March and Financial Results shall be declared

As per the following tentative schedule:

Quarter Ending	Release of Results
June 2013	Second Week of August, 2013
September, 2013	Second Week of November, 2013
December, 2013	Second Week of February, 2014
March, 2014	End of May, 2014
Annual General Meeting for the year ending 31 <sup>st</sup> March, 2014	End of September, 2014

- f) Book closure date:

The Register of Members and Share Transfer Books of the Company will be closed from Monday, 23<sup>rd</sup> September, 2013 to Monday, 30<sup>th</sup> September, 2013 (both days inclusive) for the purpose of 14th Annual General Meeting.



g) 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 2013-14 has been paid by the Company to BSE and NSE
- The Company has also paid Annual Custodial Fees for financial year 2013-2014 to National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL)
- ISIN of Equity Shares NSDL/CDSL is INE482J01013

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

Month	BSE				
	Company			Sensex	
	High (in `)	Low (in `)	Volume(Nos.)	High (in `)	Low (in `)
April 2012	13.90	12.00	91745	17664.10	17010.16
May 2012	14.00	11.05	91641	17432.33	15809.71
June 2012	12.45	9.56	77417	17448.48	15748.98
July 2012	13.70	9.55	156464	17631.19	16598.48
August 2012	12.30	8.30	134174	17972.54	17026.97
September, 2012	15.90	10.85	244506	18869.94	17250.80
October, 2012	15.81	11.85	205548	19137.29	18393.42
November, 2012	18.70	13.91	310872	19372.70	18255.69
December, 2012	16.65	12.75	110803	19612.18	19149.03
January, 2013	22.60	12.59	649388	20203.66	19508.93
February, 2013	31.95	20.60	900433	19966.69	18793.97
March 2013	36.45	20.10	257119	19754.66	18568.43
Month	NSE				
	Company			Nifty	
	High (in `)	Low (in `)	Volume(Nos.)	High (in `)	Low (in `)
April 2012	13.60	12.10	66254	5378.75	5154.30
May 2012	13.95	11.00	84664	5279.60	4788.95
June 2012	12.30	10.35	66256	5286.25	4770.35
July 2012	12.95	9.60	166881	5348.55	5032.40
August 2012	11.75	9.00	162162	5448.60	5164.65
September, 2012	15.90	11.00	322076	5735.15	5215.70
October, 2012	16.05	11.75	366559	5815.35	4888.20
November, 2012	18.70	13.75	602144	5885.25	5548.35
December, 2012	16.10	12.75	117547	5965.15	5823.15
January, 2013	22.80	12.75	864757	6111.80	5935.20
February, 2013	31.70	20.00	1175658	6052.95	5671.90
March 2013	36.50	20.40	285192	5971.20	5604.85

i) Shareholding As On 31<sup>st</sup> March, 2013(i) Shareholding Pattern Category wise as on 31<sup>st</sup> March, 2013

Category	No. of shares held	% of holding
Promoters & Promoter Group	8780878	55.48
Other Corporate Bodies	988390	6.24
Indian Public	5822046	36.78
Clearing Member	143507	0.91
Foreign Nationals	92735	0.59
GRAND TOTAL	15827556	100.00

(ii) Distribution of Shareholding as on 31<sup>st</sup> March, 2013

Range of shares	SHAREHOLDERS		SHARES	
	No. of Shareholders	Percentage of Total	No. of shares	Percentage of Total
01 to 500	6144	83.58	893988	5.65
501 to 1000	537	7.31	443290	2.80
1001 to 2000	283	3.85	430440	2.72
2001 to 3000	92	1.25	233083	1.48
3001 to 4000	65	0.88	234958	1.48
4001 to 5000	58	0.79	276090	1.74
5001 to 10000	69	0.94	522661	3.30
10001 & above	103	1.40	12793046	80.83
TOTAL	7351	100.00	15827556	100.00

## j) 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 31<sup>st</sup> March, 2013. The Company's shares are regularly traded on the 'Bombay Stock Exchange Limited' and 'National Stock Exchange of India Limited' in dematerialized form.

- k) Registrar & Transfer Agents : Link Intime India Pvt. Ltd  
c-13, Pannalal Silk Mills Compound  
L.B.S Marg Bhandup(W),  
Mumbai-400078  
Phone: 022-2596 3838  
Fax: 022-25946969  
Email: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

## l) Share Transfer Procedure:

As on 31<sup>st</sup> March, 2013, 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. The Company files copy of these certificates with the stock exchange as required.

m) Address of Correspondence:

(i) Ms. Neha Choksi

Company Secretary & Compliance Officer  
Gyscoal Alloys Ltd. Corp. Office:  
2<sup>nd</sup> Floor, Mrudul Tower, B/h Times of India,  
Ashram Road, Ahmedabad 380009

Phone: 079-26574878  
Fax: 079-26579387  
Email: [investors@gyscoal.com](mailto:investors@gyscoal.com)  
Website: [www.gyscoal.com](http://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 Compound  
L.B.S Marg Bhandup(W),  
Mumbai-400078

Phone: 022-2596 3838  
Fax: 022-25946969  
Email: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

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

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

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### 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, 2013 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.

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

Date : 30/05/2013  
Place : Ahmedabad



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. we have reviewed financial statements and the cash flow statement for the year ending 31<sup>st</sup> March, 2013 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 : 30/05/2013  
Place : Ahmedabad

Viral Shah  
(Managing Director/CEO)

Manish Shah  
(Whole-Time Director/CFO)



## INDEPENDENT AUDITORS' REPORT

TO,  
THE MEMBERS,  
GYSCOAL ALLOYS LTD.

## Report on the Financial Statements

We have audited the accompanying financial statements of GYSCOAL ALLOYS LIMITED, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in section 211 (3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227 (4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, 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 purpose 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 those books.
  - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956.



- e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

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

Ahmedabad  
May 30, 2013

D. B. Patel  
Partner  
Membership No. 117477

Annexure to Independent Auditors' Report

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" 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 10 parties listed in the register maintained u/s. 301 of the Companies Act, 1956. The maximum amount involved during the year was ` 379924876/- and the year end balance of loans taken from such parties was ` 269147247/-
  - (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 determine 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. *However, in some cases such statutory dues are paid after its due dates along with interest during the year.*
- (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 31<sup>st</sup> March, 2013 for a period of more than six months from the date they became payable *except Income Tax payable for the AY : 2011-12 and AY : 2012-13 of ` 12443729/- and ` 8404205/- respectively, which are in arrears, as at 31<sup>st</sup> March, 2013 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 ` 57695726/- 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.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	5192774	2006-07	Gujarat Value Added Tax Tribunal, Ahmedabad
2.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	472542	2006-07	Gujarat Value Added Tax Tribunal, Ahmedabad
3.	The Income Tax Act, 1961	Income Tax and Interest	52030410	2009-10	Deputy Commissioner (Appeals)
		Total	57695726		



- (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 2010-11. 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  
May 30, 2013

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

D. B. Patel  
Partner  
Membership No. 117477

BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2013

(Amount in `)

Particulars	Note	As at 31st March, 2013	As at 31st March, 2012
<b>EQUITY AND LIABILITIES</b>			
Shareholders' Funds			
Share Capital	1	158275560	158275560
Reserves and Surplus	2	762795656	747027026
Money Received Against Share Warrants		0	0
		<u>921071216</u>	<u>905302586</u>
Non-Current Liabilities			
Long-Term Borrowings	3	287651727	252324113
Deferred Tax Liabilities (Net)	4	46997643	44176292
Long-Term Provisions	5	1998675	1529603
		<u>336648045</u>	<u>298030008</u>
Current Liabilities			
Short-Term Borrowings	6	485089660	428996827
Trade Payables	7	330024741	509854015
Other Current Liabilities	8	24516840	50585441
Short-Term Provisions	9	29237583	24571498
		<u>868868824</u>	<u>1014007781</u>
Total Equity and Liabilities :->		<u>2126588085</u>	<u>2217340375</u>
<b>ASSETS</b>			
Non-Current Assets			
Fixed Assets			
Tangible Assets	10	278792112	262495073
Capital Work-in-Progress	10	124590741	121116320
Non-Current Investments	11	209030	209030
Long-Term Loans And Advances	12	494516623	497915739
		<u>898108506</u>	<u>881736162</u>
Current assets			
Current Investments	13	70500000	61200000
Inventories	14	595066782	571939125
Trade Receivables	15	402165706	566611118
Cash and Bank Balances	16	56333843	54455912
Short-Term Loans And Advances	17	99006259	76068460
Other Current Assets	18	5406989	5329598
		<u>1228479579</u>	<u>1335604213</u>
Total Assets :->		<u>2126588085</u>	<u>2217340375</u>
Significant Accounting Policies and Notes on Financial Statements	1 to 39		

As per our Report of even date

For, B. K. Patel & Co.  
Chartered AccountantsD. B. Patel  
PartnerAhmedabad  
May 30, 2013

For &amp; on behalf of the Board of Directors

Viral Shah  
Managing DirectorManish Shah  
Wholetime DirectorNeha Choksi  
Company Secretary



## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

(Amount in `)

	Note	2012-13	2011-12
<b>INCOME</b>			
Revenue from Operations	19	2872996008	2162498068
Other Income	20	16372428	4470965
Total Revenue :->		<u>2889368436</u>	<u>2166969033</u>
<b>EXPENDITURE</b>			
Cost of Material Consumed	21	1883088492	1448580075
Purchase of Stock-in-Trade		640902732	485959751
Change in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	22	62282249	(86321155)
Employee Benefits Expenses	23	15663474	13784071
Finance Costs	24	103959771	85026364
Depreciation and Amortisation Expenses	25	36768415	36153840
Other Expenses	26	121148358	143628205
Total Expenses :->		<u>2863813491</u>	<u>2126811151</u>
Profit Before Exceptional and Extraordinary Items and Tax		25554945	40157882
Exceptional Items		0	0
Profit Before Extraordinary Items and Tax		<u>25554945</u>	<u>40157882</u>
Extraordinary Items		0	0
Profit Before Tax		<u>25554945</u>	<u>40157882</u>
Tax Expenses			
- Prior Period Tax		0	(125766)
- Current Tax		6964964	8404205
- Deferred Tax Liability (Asset)		2821351	6584696
Profit for the Year		<u>15768630</u>	<u>25294747</u>
Earning per Equity Share of Face Value of ` 10 each Basic & Diluted (`)	27	1.00	1.60
Significant Accounting Policies and Notes on Financial Statements	1 to 39		

As per our Report of even date

For, B. K. Patel & Co.  
Chartered AccountantsD. B. Patel  
PartnerAhmedabad  
May 30, 2013

For &amp; on behalf of the Board of Directors

Viral Shah  
Managing DirectorManish Shah  
Wholetime DirectorNeha Choksi  
Company Secretary



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	(Amount in `)	
	2012-13	2011-12
(A) Cash Flow from Operating Activities :		
Net Profit Before Tax	25554945	40157882
Non-Cash Adjustment to reconcile Profit Before Tax to Net Cash Flows		
Depreciation/Amortisation of current year	36768415	36153840
Interest Received	(5768025)	(4364546)
Interest Paid	103959771	85026364
Operating Profit Before Working Capital Changes	<u>160515106</u>	<u>156973540</u>
Movement in Working Capital :		
Increase/(Decrease) in Trade Payables	(179829274)	111628264
Increase/(Decrease) in Long Term Provisions	469072	338336
Increase/(Decrease) in Other Current Liabilities	(26068601)	21037960
Increase/(Decrease) in Short Term Provisions	201121	328186
Decrease/(Increase) in Current Investments	(9300000)	48800000
Decrease/(Increase) in Trade Receivables	164445412	(129276129)
Decrease/(Increase) in Inventories	(23127657)	(68290441)
Decrease/(Increase) in Other Current Assets	(77391)	(3120097)
Cash Generated from/(used in) Operating Activities	<u>87227788</u>	<u>138419619</u>
Direct Taxes Paid (net)	2500000	13059481
Nat Cash from Operating Activities (A)	<u><u>84727788</u></u>	<u><u>125360138</u></u>
(B) Cash Flow from Investing Activity :		
Purchase of Fixed Assets	(56539875)	(162921410)
Movement in Loans & Advances	(19538683)	(116890890)
Interest Received	5768025	4364546
Net Cash form Investing Activities (B)	<u><u>(70310533)</u></u>	<u><u>(275447754)</u></u>
(C) Cash Flow from Financial Activities :		
Proceeds from Long Term Borrowings (Net)	35327614	120462748
Proceeds from Short Term Borrowings (Net)	56092833	123605465
Interest Paid	(103959771)	(85026364)
Net Cash Flow from/(used in) Financing Activities (C )	<u><u>(12539324)</u></u>	<u><u>159041849</u></u>
Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)	1877931	8954232
Add : Opening Cash & Bank Balances	54455912	45501680
Closing Cash & Bank Balances	<u><u>56333843</u></u>	<u><u>54455912</u></u>

As per our Report of even date

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

D. B. Patel  
Partner

Ahmedabad  
May 30, 2013

For & on behalf of the Board of Directors

Viral Shah                      Manish Shah  
Managing Director              Wholetime Director

Neha Choksi  
Company Secretary



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## 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 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.

### 3 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.

### 4 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.

### 5 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.

6 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 prorata basis.

7 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.

8 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.

9 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.

10 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.

#### 11 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.

#### 12 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.

#### 13 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 Deferred 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.

#### 14 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 its 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.

#### 15 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, 2013

## 1. SHARE CAPITAL (Amount in `)

	As at 31st March, 2013	As at 31st March, 2012
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
<b>Total :-&gt;</b>	<b>158275560</b>	<b>158275560</b>

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, 2013		As at 31st March, 2012	
	No. of Shares	% held	No. of Shares	% held
Viral Shah General Capital and Holding Company Pvt. Ltd.	4896502	30.94	4896502	30.94
Giraben Kishorsinh Solanki	1538460	9.72	1538460	9.72
	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, 2013		As at 31st March, 2012	
	No. of Shares	Amount in `	No. of Shares	Amount in `
Equity Shares at the beginning of the year	15827556	158275560	15827556	158275560
Add : Shares Issued during the year		0	0	0
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

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, 2013	As at 31st March, 2012
<b>General Reserve</b>		
As per last Balance Sheet	744800	744800
Add : Addition during the year	0	0
Less : Utilisation during the year	0	0
	<b>744800</b>	<b>744800</b>
<b>Securities Premium Reserve</b>		
As per last Balance Sheet	526014386	526014386
Add : Proceeds from IPO	0	0
Less : Amount utilised towards IPO Expenses	0	0
	<b>526014386</b>	<b>526014386</b>
<b>Profit and Loss Account</b>		
As per last Balance Sheet	220267840	194973093
Add : Profit for the year	15768630	25294747
Less : Appropriations during the year	0	0
	<b>236036470</b>	<b>220267840</b>
<b>Total :&gt;</b>	<b>762795656</b>	<b>747027026</b>

## 3. LONG TERM BORROWINGS (Amount in `)

	As at 31st March, 2013		As at 31st March, 2012	
	Non-Current	Current	Non-Current	Current
<b>Secured</b>				
<b>Term Loans</b>				
- From Banks	18504480	16861345	29362761	25300000
	<b>18504480</b>	<b>16861345</b>	<b>29362761</b>	<b>25300000</b>
<b>Unsecured</b>				
Loans and Advance from Related Parties	269147247	0	222961352	0
	<b>269147247</b>	<b>0</b>	<b>222961352</b>	<b>0</b>
<b>Total :&gt;</b>	<b>287651727</b>	<b>16861345</b>	<b>252324113</b>	<b>25300000</b>

## 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.

Auto Loans from ICICI Bank carries interest @ 10.12% p.a. The loan is repayable in 60 equated monthly installments of ` 87610/- 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 ` 31370629/- (Previous Year ` 54662761/-) 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.

Auto Loans from ICICI Bank of ` 3995196/- (Previous Year ` NIL/-) are secured by way of hypothecation of respective vehicles.



## 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, 2013	As at 31st March, 2012
Deferred Tax Liability related to Fixed Assets		
Opening Balance	44176292	37591596
Add : Addition during the year	2821351	6584696
Closing Balance	46997643	44176292

## 5. LONG-TERM PROVISIONS

(Amount in `)

	As at 31st March, 2013		As at 31st March, 2012	
	Non-Current	Current	Non-Current	Current
Provision for Gratuity (Refer Note No. 23)	1998675	344618	1529603	260039
Total :->	1998675	344618	1529603	260039

## 6. SHORT-TERM BORROWINGS

(Amount in `)

	As at 31st March, 2013	As at 31st March, 2012
<u>Secured</u>		
Working Capital Loan repayable on demand from Banks		
Cash Credit	424564606	383529026
	424564606	383529026
<u>Unsecured</u>		
Deposits	60525054	45467801
	60525054	45467801
Total :->	485089660	428996827

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, 2013	As at 31st March, 2012
Trade Payables	330024741	509854015
Total :->	330024741	509854015

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 :

- Amount due and outstanding to suppliers at the end of accounting year,
- Interest paid during the year,
- Interest payable at the end of accounting year,
- 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, 2013	As at 31st March, 2012
Current Maturities of Long Term Debt	16861345	25300000
Other Payables*	7655495	25285441
<b>Total :-&gt;</b>	<b>24516840</b>	<b>50585441</b>

\* Other Payables include statutory dues, creditors for capital goods and advance from customers.

9. SHORT TERM PROVISIONS (Amount in `)

	As at 31st March, 2013	As at 31st March, 2012
Provision for Gratuity	344618	260039
Provision for Expenses	1080067	963525
Provision for Taxation	27812898	23347934
<b>Total :-&gt;</b>	<b>29237583</b>	<b>24571498</b>

10. FIXED ASSETS (Amount in `)

Name of Assets	Gross Block				Depreciation				Net Block		
	Rate of Depreciation	As on 1-4-2013	Addition	Dedu- ction	As on 31-3-2013	As on 1-4-2013	Deduction on account of Sale / Adjustment	For the Year	Up to 31-3-2013	As on 31-3-2013	As on 31-3-2012
<b>TANGIBLE ASSETS :</b>											
Factory Land	0.00%	2831125	0	0	2831125	0	0	0	0	2831125	2831125
Building	5.00%	53112792	0	0	53112792	16857007	0	3573582	20430589	32682203	36255785
Plant & Machinery	13.91%	359818185	46578990	0	406397175	143590185	0	31058426	174648611	231748564	216228000
Furniture	18.10%	2029909	1000000	0	3029909	1006059	0	192755	1198814	1831095	1023850
Vehicles	25.89%	12577796	5146159	0	17723955	6853505	0	1681370	8534875	9189080	5724291
Computers	40.00%	1846343	340305	0	2186648	1414321	0	262282	1676603	510045	432022
<b>Sub-Total</b>		<b>432216150</b>	<b>53065454</b>	<b>0</b>	<b>485281604</b>	<b>169721077</b>	<b>0</b>	<b>36768415</b>	<b>206489492</b>	<b>278792112</b>	<b>262495073</b>
<b>INTANGIBLE ASSETS :</b>											
<b>Sub-Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>432216150</b>	<b>53065454</b>	<b>0</b>	<b>485281604</b>	<b>169721077</b>	<b>0</b>	<b>36768415</b>	<b>206489492</b>	<b>278792112</b>	<b>262495073</b>
Previous Year		366675137	65541013	0	432216150	133567237	0	36153840	169721077	262495073	233107900
<b>CAPITAL WORK IN PROGRESS *</b>										124590741	121116320
<b>INTANGIBLE ASSETS UNDER DEVELOPMENT</b>										0	0

\*Income from investment in mutual fund made from the proceed of IPO of ` 19500920/- 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, 2013	As at 31st March, 2012
Other Investments (Unquoted)	209030	209030
<b>Total :-&gt;</b>	<b>209030</b>	<b>209030</b>

Such Non-Current Investments are valued at Cost

**GYSCOAL ALLOYS LIMITED****12. LONG-TERM LOANS AND ADVANCES (Unsecured and Considered Good) (Amount in `)**

	As at 31st March, 2013	As at 31st March, 2012
Capital Advance	483235871	485402831
Security Deposit	11280752	10016988
Loans and Advances to Related Parties	0	2495920
<b>Total :-&gt;</b>	<b>494516623</b>	<b>497915739</b>

**13. CURRENT INVESTMENTS (Amount in `)**

	As at 31st March, 2013	As at 31st March, 2012
Investment in Mutual Fund out of IPO Fund	70500000	61200000
<b>Total :-&gt;</b>	<b>70500000</b>	<b>61200000</b>

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

**14. INVENTORIES (Amount in `)**

	As at 31st March, 2013	As at 31st March, 2012
Raw Materials	458775994	373366088
Finished Goods	136290788	198573037
<b>Total :-&gt;</b>	<b>595066782</b>	<b>571939125</b>

**15. TRADE RECEIVABLES (Amount in `)**

	As at 31st March, 2013	As at 31st March, 2012
Outstanding for a period exceeding six months from the date they are due for payment		
Doubtful*	18127314	18127314
Unsecured and Considered Good	19427511	14795857
Other Trade Receivables		
Unsecured and Considered Good	364610881	533687947
<b>Total :-&gt;</b>	<b>402165706</b>	<b>566611118</b>

\* Legal case filed against Salvo Steel Pvt. Ltd. u/s 138 of the Negotiable Instrument Act, 1881, however no provision is made against this amount.

**16. CASH AND BANK BALANCES (Amount in `)**

	As at 31st March, 2013	As at 31st March, 2012
Balance with Banks :		
In Current Accounts	3629678	713518
In Fixed Deposits*	51357612	52006453
Cash on Hand	1346553	1735941
<b>Total :-&gt;</b>	<b>56333843</b>	<b>54455912</b>

\* Fixed Deposit with banks includes deposits of ` 48805612/- (Previous Year ` 49454453/-) 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.



## GYSCOAL ALLOYS LIMITED

### 17. SHORT-TERM LOANS AND ADVANCES (Amount in `)

	As at 31st March, 2013	As at 31st March, 2012
Unsecured and Considered Good		
Loans and Advances to Related Parties	0	341145
Other Loans and Advances		
Balance With Statutory / Government Authorities	37744296	2655566
Prepaid Expenses	285466	288950
Advances To Creditors, Suppliers & Contractors and Others	59974719	71914187
Staff Advances	1001778	868612
<b>Total :&gt;</b>	<b>99006259</b>	<b>76068460</b>

### 18. OTHER CURRENT ASSETS (Amount in `)

	As at 31st March, 2013	As at 31st March, 2012
Interest Accrued on Fixed Deposits	5406989	5329598
<b>Total :&gt;</b>	<b>5406989</b>	<b>5329598</b>

### 19. REVENUE FROM OPERATIONS (Amount in `)

	2012-13	2011-12
Sale of Products	3250134212	2405061762
Income From Other Operations	8595192	38313046
	3258729404	2443374808
Less : Excise Duty	271036493	169666657
Less : VAT & CST	114696903	111210083
	385733396	280876740
<b>Total :&gt;</b>	<b>2872996008</b>	<b>2162498068</b>

### 19.1 PARTICULARS OF SALE OF PRODUCTS (Amount in `)

	2012-13	2011-12
S.S. & M.S. Structure Products	3250134212	2405061762
<b>Total :&gt;</b>	<b>3250134212</b>	<b>2405061762</b>



20. OTHER INCOME		(Amount in `)			
	2012-13	2012-13	2011-12	2011-12	
Interest					
From Current Investments	5203572		3784093		
From Others	564453	5768025	580453		4364546
Dividend					
From Current Investments	9681139		3350033		
Less : Adjusted against Capital Work in Progress	9681139	0	3350033		0
Net Gain on Foreign Currency Transaction & Translation (Other than considered as Finance Cost)		1971355			0
Other Non Operating Income		8633048			106419
Total :>		16372428			4470965
21. COST OF MATERIAL CONSUMED					
	2012-13		2011-12		
	(Amount in `)	% of Consumption	(Amount in `)	% of Consumption	
Imported	45591608	2.42	79483411	5.49	
Indigenous	1837496884	97.58	1369096664	94.51	
Total :>	1883088492	100.00	1448580075	100.00	
21.1 PARTICULARS OF MATERIALS CONSUMED					
			2012-13	2011-12	(Amount in `)
S. S. Structures			1827521053	1397606961	
Furnace Oil			17969886	41667384	
Others			37597553	9305730	
Total :>			1883088492	1448580075	
22. CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS & STOCK-IN-TRADE					
			2012-13	2011-12	(Amount in `)
Inventories (at commencement)					
Finished Goods / Stock-in-Trade			198573037	112251882	
			198573037	112251882	
Inventories (at close)					
Finished Goods / Stock-in-Trade			136290788	198573037	
			136290788	198573037	
Total :>			62282249	(86321155)	
23. EMPLOYEE BENEFIT EXPENSES					
			2012-13	2011-12	(Amount in `)
Salaries and Wages			14388001	13024728	
Contribution to Provident & Other Funds			614180	646034	
Staff Welfare Expenses			661293	113309	
Total :>			15663474	13784071	



23.1 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 `)	
	2012-13	2011-12
Employer's Contribution to Provident Fund	614180	646034

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	2012-13	2011-12
Present Value of Obligation as at the beginning of the period	1789642	1393784
Current Service Cost	427708	345239
Interest Cost	147241	121956
Actuarial (Gain)/Loss on obligation	(21298)	(71337)
Present Value of Obligation as at the end of the period	2343293	1789642

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

Particulars	2012-13	2011-12
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		

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

Particulars	2012-13	2011-12
Present Value of Obligation as at the end of the period	2343293	1789642
Fair Value of Plan Assets at the end of the period	0	0
Net Assets/(Liability)recognized in Balance Sheet	(2343293)	(1789642)

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

Particulars	2012-13	2011-12
Current Service Cost	427708	345239
Interest Cost	147241	121956
Expected Return on Plan Assets	0	0
Net Actuarial losses (gains) recognized in period	(21298)	(71337)
Expenses Recognized in the statement of Profit & Loss	553651	395858

E. Actuarial Assumptions (Amount in `)

Particulars	2012-13	2011-12
Discount Rate	8.25%	8.75%
Rate of increase in Compensation Level	6.00%	6.00%
Rate of Return on Plan Assets	0.00%	0.00%
Withdrawal Rate	2.00%	2.00%
Mortality Table (LIC)	1994-96 Ultimate	1994-96 Ultimate



## GYSCOAL ALLOYS LIMITED

24. FINANCE COSTS		(Amount in `)	
	2012-13	2011-12	
Interest Expenses	97538822	78289051	
Other Borrowing Costs	6420949	6090412	
Applicable Loss on Foreign Currency Transactions and Translation	0	646901	
Total :>	103959771	85026364	
25. DEPRECIATION AND AMORTISATION EXPENSES		(Amount in `)	
	2012-13	2011-12	
Depreciation and Amortisation Expenses (Refere Note No. 10)	36768415	36153840	
Total :>	36768415	36153840	
26. OTHER EXPENSES		(Amount in `)	
	2012-13	2012-13	2011-12
Manufacturing Expenses			2011-12
Freight & Transportation Expenses	5905234		4975971
Insurance	504788		281918
Jobwork Charges	234683		7387618
Labour Charges	27529413		23078363
Other Manufacturing Expenses	2171658		186309
Power & Fuel	66767958		68295987
Rent	1465960		120000
Repairs to Building	263580		47792
Repairs to Machinery	584560		475101
Stores & Spares	2965496		3136551
* Excise Duty	(6608708)		21909697
		101784622	129895307
Selling & Distribution Expenses			
Advertisement Expenses	109006		327323
Packing, Clearing & Forwarding Charges	8026809		1973269
Other Selling & Distribution Expenses	61822		430509
		8197637	2731101
Establishment Expenses			
Charity & Donations	132202		337956
Computer Expenses	202353		214026
General Expenses	1380038		1152258
Legal & Professional Fees	2255685		2473553
Other Repairs	618474		111132
Payment to Auditors	308990		280900
Rate & Taxes	117210		184718
Stationery & Postage Expenses	598645		511648
Telephone Expenses	1360141		865390
Travelling Expenses	3378792		4101703
Vehicle Expenses	813569		768513
		11166099	11001797
Total :>	121148358		143628205

\* 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.



## GYSCOAL ALLOYS LIMITED

27. VALUE OF STORES & SPARES CONSUMED	(Amount in `)	
	2012-13	2011-12
Imported	0	0
Indigenious	2965496	3136551
Total :>	2965496	3136551
28. VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF	(Amount in `)	
	2012-13	2011-12
Raw Materials and Stock-in-Trade	36062856	72374477
Total :>	36062856	72374477
29. PAYMENT TO AUDITORS AS :	(Amount in `)	
	2012-13	2011-12
Statutory Audit Fees	196630	168540
Tax Audit Fees	56180	56180
Certification and Consultation Fees	56180	56180
Total :>	308990	280900
30. EXPENDITURE IN FOREIGN CURRENCY :	(Amount in `)	
	2012-13	2011-12
Raw Material Purchase	36062856	72374477
Interest on LC - Import	536591	165480
Capital Assets Purchase	0	527725
Commission Paid	56822	0
Total :>	36656269	73067682
31. EARNING PER SHARE	(Amount in `)	
	2012-13	2011-12
Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders	15768630	25294747
Weighted Average number of Equity shares used as denominator for calculating EPS	15827556	15827556
Basic and Diluted Earning per Share (in `)	1.00	1.60
Face Value per Equity Share (in `)	10	10
32. EARNING IN FOREIGN EXCHANGE	(Amount in `)	
	2012-13	2011-12
FOB Value of Exports	302555673	76401586
Total :>	302555673	76401586



## 33. RELATED PARTY DISCLOSURE :

As per Accounting Statndard 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 ` 309840/- (Last Year ` 274840/-) 2. Unsecured Loan taken of ` 2150000/- (Last Year ` 0/-) 3. Unsecured Loan Repaid of ` 31000/- (Last Year ` 0/-) 4. Year end balance of Loan Taken of ` 2119000/- (Last Year ` 0/-)
2	Manish M. Shah	Key Managerial Personnel	1. Payment to Key Managerial Personnel of ` 410880/- (Last Year ` 375880/-) 2. Unsecured Loan taken of ` 3500000/- (Last Year ` 100000/-) 3. Unsecured Loan Repaid of ` 100000/- (Last Year ` 1305000/-) 4. Year end balance of Loan Taken of ` 8598344/- (Last Year ` 5198344/-)
3	Viral M. Shah	Key Managerial Personnel	1. Payment to Key Managerial Personnel of ` 686880/- (Last Year ` 616880/-) 2. Unsecured Loan taken of ` 845000/- (Last Year ` 4905500/-) 3. Unsecured Loan Repaid of ` 6605027/- (Last Year ` 4250000/-) 4. Year end balance of Loan Taken of ` 15071073/- (Last Year ` 20831100/-)
4	Zankarsinh K. Solanki	Key Managerial Personnel	1. Payment to Key Managerial Personnel of ` 410880/- (Last Year ` 375880/-) 2. Unsecured Loan taken of ` 25000000/- (Last Year ` 3220000/-) 3. Unsecured Loan Repaid of ` 800000/- (Last Year ` 707055/-) 4. Year end balance of Loan Taken of ` 38009908/- Last Year ` 13809908/-)
5	Mona Shah	Key Managerial Personnel	1. Employee Benefit Expenses of ` 211200/- (Last Year ` 200000/-) 2. Unsecured Loan Repaid of ` 7395000/- (Last Year ` 140000/-) 3. Year end balance of Loan Taken of ` 0/- (Last Year ` 7395000/-)
6	Sarojben M. Shah	Key Managerial Personnel	1. Employee Benefit Expenses of ` 219600/- (Last Year ` 208400/-)
7	Dhara Z. Solanki	Key Managerial Personnel	1. Employee Benefit Expenses of ` 105960/- (Last Year ` 0/-)
8	Dipali Shah	Key Managerial Personnel	1. Employee Benefit Expenses of ` 140400/- (Last Year ` 132700/-) 2. Unsecured Loan Repaid of ` 2700000/- (Last Year ` 0/-) 3. Year end balance of Loan Taken of ` 0/- (Last Year ` 2700000/-)



Sr. No.	Name of the Related Party	Relationship	Related Party Transaction
9	General Capital & Holdings Pvt. Ltd.	Other Parties having significant influence over the enterprise	1. Unsecured Loan taken of ` 6095000/- (Last Year ` 77807000/-) 2. Unsecured Loan Repaid of ` 16395000/- (Last Year ` 27610000/-) 3. Year end balance of Loan Taken of ` 72307000/- (Last Year ` 82607000/-)
10	Sampati Securities Limited	Other Parties having significant influence over the enterprise	1. Unsecured Loan taken of ` 248370500/- (Last Year ` 233060000/-) 2. Unsecured Loan Repaid of ` 211062602/- (Last Year ` 1426400/-) 3. Year end balance of Loan Taken of ` 127727898/- (Last Year ` 90420000/-)
11	Four Seasons Residency Limited	Other Parties having significant influence over the enterprise	1. Unsecured Loan taken of ` 900000/- (Last Year ` 0/-) 2. Unsecured Loan Repaid of ` 900000/- (Last Year ` 0/-) 3. Year end balance of Loan Taken of ` 0/- (Last Year ` 0/-)
12	Torque Automotive Pvt. Ltd.	Other Parties having significant influence over the enterprise	1. Advance given of ` 0/- (Last Year ` 2495920/-) 2. Advance received back of ` 2495920/- (Last Year ` 0/-) 3. Unsecured Loan Taken of ` 5314024/- (Last Year of ` 0/-) 4. Year end balance of Loan Taken of ` 5314024/- (Last Year end balance of Advance Given of ` 2495920/-)
13	Gyscoal Enterprise Pvt. Ltd.	Other Parties having significant influence over the enterprise	1. Sales made of ` 56712253/- (Last Year ` 115886468/-) 2. Year end balance of ` 0/- (Last Year ` 1149240/-)

## 34. SEGMENT 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 ` 302555673/- out of total turnover of ` 2864400816/- but due to nature of the business, the assets / liabilities and expenses for these activities can not be bifurcated separately.

## 35. CONTINGENT LIABILITIES :

	2012-13	2011-12
Claims against the Company not acknowledged as debt (Amount in `)	0	0
Buyer's Credit Outstanding (Amount in US\$)	169463	649995

36. During the financial year 2010-11, 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 :				₹ in Lacs
Particulars	2012-13	2012-13	2011-12	2011-12
Amount Received from IPO		5467.00		5467.00
Promotor Contribution		1000.00		1000.00
Income from Investment of IPO Proceeds		195.01		98.20
		6662.01		6565.20
	Projected	Actual	Projected	Actual
Land Cost*	765.38	603.80	765.38	603.68
Civil Cost	600.00	0.53	600.00	0.53
Plant & Machinery*	4405.11	4292.71	4405.11	4264.66
Long Term Working Capital	500.00	513.76	500.00	538.12
General Corporate Purpose	25.00	10.00	25.00	10.00
IPO Expenses	482.36	510.69	482.36	510.69
	6777.85	5931.49	6777.85	5927.68
Fixed Deposits with Bank#		25.52		25.52
Investment in Mutual Funds#		705.00		612.00
Total :->		6662.01		6565.20

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

# As on 31st March, 2013 unutilized funds have been temporarily invested in interest bearing liquid instruments including deposits with banks and investments in mutual funds.

As Company has not received the NA permission of land located at Magodi from the Government for its IPO Project the Board of Directors have decided to shift the IPO project to the new land already acquired by the company, located at Kukarwada and the same will be subject to approval and ratification of shareholders in the ensuing Annual General Meeting of the Company. The statutory approvals of new land is still under process, consequently procedure of Land Development, Civil Works and setup of new Plant is not started. However, the order of plants & machineries have been placed for which advances are given to various parties.

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 and reconciliation.
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 ₹ 19500920/- received out of the investment of IPO proceed is deducted from "Capital Work in Progress".

As per our Report of even date

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

D. B. Patel  
Partner

Ahmedabad  
May 30, 2013

For & on behalf of the Board of Directors

Viral Shah                      Manish Shah  
Managing Director              Wholetime Director

Neha Choksi  
Company Secretary

GYSCOAL ALLOYS LIMITED

Registered Office : Plot No.2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana 382830

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 Annual General Meeting of the Company to be held on Monday, 30th September, 2013 at Registered Office of the Company at Plot No.2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana 382830.

Signed the \_\_\_\_\_ day of \_\_\_\_\_ 2013

Signature \_\_\_\_\_

Affix  
Signature  
Revenue  
Stamp

\* 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 : Plot No.2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana 382830

ATTENDANCE SLIP

Full name of the Member attending : \_\_\_\_\_

Name of Proxy : \_\_\_\_\_

I hereby record my presence at the Annual General Meeting held on Monday, 30th September, 2013 at Registered Office of the Company at Plot No.2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana 382830.

Regd. Folio No. \_\_\_\_\_

DP Id\* \_\_\_\_\_

Client Id\* \_\_\_\_\_

No. of Share held \_\_\_\_\_

Member's/Proxy's Signature  
(To be signed at the time of handling 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**  
Corporate Office : 2nd Floor, Mrudul Tower,  
B/h Times of India, Ashram road, Ahmedabad 380009

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