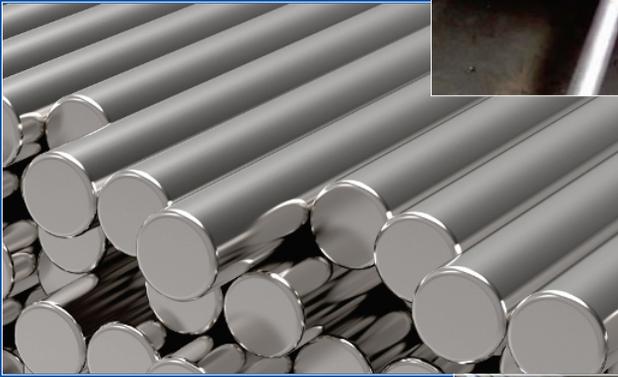


ANNUAL REPORT
2015 - 2016



GYSCOAL ALLOYS LIMITED



CIN - L27209GJ1999PLC036656

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs (“MCA”), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors’ Report, Auditors’ Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the email address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

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**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Viral M. Shah	Chairman & Managing Director
Mr. Zankarsinh K. Solanki	Whole-time Director
Mrs. Giraben K. Solanki	Whole-time Director (upto 15/05/2015)
Mrs. Bharti A. Dhanak	Independent Director
Mr. Sunil Talati	Independent Director
Mr. Surendra Patel	Independent Director

CIN : L27209GJ1999PLC036656

CORPORATE OFFICE

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

REGISTERED OFFICE & FACTORY

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

Company Secretary

Ms. Priti Kakkar (w.e.f. 30/05/2016)

Chief Financial Officer

Mr. Kalpesh Patel

STATUTORY AUDITORS**B.K. Patel & Co.**

Chartered Accountants
301, 'SAMRUDHI', Opp Old High Court
Navjivan P.O., Ahmedabad – 380 014

CORPORATE LAW CONSULTANT**Chirag Shah & Associates**

808, Shiromani Complex,
Opp. Ocean Park,
Nehru Nagar, Ahmedabad-380015

REGISTRAR**Link Intime India Private Limited**

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

BANKERS

1. UCO BANK
2. STATE BANK OF PATIALA
3. STATE BANK OF BIKANER AND JAIPUR

**NOTICE**

NOTICE is hereby given that the 17th Annual General Meeting of the Members of the Company will be held on Thursday, 29th September, 2016 at Registered Office of the Company at Plot No.2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana -382830 at 11.00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Year ended 31st March 2016 which includes Statement of Profit & Loss and Cash Flow Statement, the Balance Sheet as at that date and Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Zankarsinh Solanki (DIN – 00014226) who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 139 & other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee & Board of Directors, M/s Saurabh R Shah & Co., Chartered Accountants, having registration No. 127176W allotted by The Institute of Chartered Accountants of India (ICAI) who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 and rules made thereunder, be and are hereby appointed as the Auditors of the Company in place of the resigning Auditors M/s B K Patel & Co., Chartered Accountants, having registration No. 112647W allotted by ICAI, who shall hold office from the conclusion of this 17th Annual General Meeting for term of five consecutive years till conclusion of the 22nd Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as may be determined by the audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS:

4. **TO CONSIDER AND IF THOUGHT FIT TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

Re-appointment of Whole Time Director for period of five years.

“RESOLVED THAT subject to the approval of members in ensuing Annual General Meeting and in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such approval as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Mr. Zankarsinh Solanki (DIN – 00014226) as a Whole-time Director, for a period of 5 (Five) years with effect from 01/04/2016 on the terms and conditions including remuneration as set out in written memorandum placed before the meeting with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Zankarsinh Solanki (DIN – 00014226) subject to the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“FURTHER RESOLVED THAT Board recommends his appointment on the following material terms & conditions:

a	Period of Appointment	Five years from 1st April, 2016 to ending on 31st March, 2021.
b	Remuneration Details	
	Monthly Salary	Maximum ₹ 60,000/- (Rupees Sixty Thousand Only) including Bonus, cash allowances and Incentives with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit.



	Other facilities, if any	It includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration.
	Minimum Remuneration	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Shri Zankarsinh Solanki, the remuneration by way of Salary, Bonus and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time.
C	Termination	Written memorandum executed between Company and Mr. Zankarsinh Solanki can be terminated by either party giving 3 months notice in writing of such termination.
D	Duties and Responsibilities	Mr. Zankarsinh Solanki shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

“RESOLVED FURTHER THAT Shri Viral M Shah, Chairman cum Managing Director (DIN – 00014182) be and is hereby severally authorized to file requisite e – forms for this appointment with MCA – Ministry of Corporate Affairs pursuant to the provisions of the Companies Act, 2013 and the rules made there under.”

“RESOLVED FURTHER THAT CS Chirag Shah, Practicing Company Secretary, Ahmedabad be and is hereby engaged for the purpose of certification of e – Forms to be filed with the Ministry of Corporate Affairs.”

5. TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :

To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2017, and in this regard:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration of ₹ 40,000/- plus Service Tax & re-imbusement of out-of- pocket expenses, if any, incurred during course of audit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :

Sub-division of 1(one) equity share of face value of ₹ 10/- each into 10 (ten) equity of ₹ 1/- each

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with ‘The Companies (Share Capital and Debentures) Rules, 2014’, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and also subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies) if any, each Equity Share of the Company having a face value of ₹ 10/- (Rupees Ten Only) each fully paid up be sub-divided into 10(Ten) equity shares of face value of ₹ 1/- (Rupee One Only) each fully paid up.”

“RESOLVED FURTHER THAT Pursuant to the sub-division of the Equity Shares of the Company, the Authorised, Issued, Subscribed and paid-up Equity Share capital of face value of ₹10/- each, shall stand sub-divided into 10 (Ten) Equity shares of face value of ₹1/- (Rupee One only) each from the record date and shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up Equity Shares of ₹10/- (Rupees Ten only) each of the Company.”



“RESOLVED FURTHER THAT on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10/- each held in physical form shall be deemed to have been automatically cancelled and, be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.”

“RESOLVED FURTHER THAT the Board be and is hereby fix the Record Date and to take such steps as may be considered necessary or expedient and to delegate all or any of its powers to any other committee as may deem appropriate in this regard.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all such acts, deeds, matters and things and execute all such applications, documents and writings that may be required, on behalf of the company and to file necessary forms to respective authorities as may be required in the said connection and to issue Certified True Copy of said resolution as and when required.”

7. TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :

To alter the capital clause of the Memorandum of Association

“RESOLVED THAT pursuant to the provisions of sections 13 and 61 (including any modification or re-enactment thereof) and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read together with the provisions of the Rules under the Act and read with any other provisions of law, as applicable for the time being and subject to approvals, consents, permissions and sanctions as may be necessary from any authority, whether statutory or otherwise, Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

Clause V would be substituted as follows:

V. The Authorised Share Capital of the Company is ₹ 27,00,00,000 (Rupees Twenty Seven Crores only) divided into 27,00,00,000 (Rupees Twenty Seven Crores Only) Equity Shares of ₹ 1/- (Rupees One Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

8. TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :

Service of documents u/s 20 of the Companies Act 2013 for delivery of documents in a particular mode.

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company in advance before dispatch of such document by the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board,
For, Gyscoal Alloys Limited**

**Date : 12/08/2016
Place : Ahmedabad**

**Priti Kakkar
Company Secretary & Compliance Officer**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF. AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.**
2. An explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of special business in the Notice is annexed hereto.
3. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointments, at the Annual General Meeting are annexed hereto.
4. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the company on all working days, except Sundays, between 11:00 a.m. and 1:00 p.m. up to the date of the meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed From Friday, 23rd day of September, 2016 To Thursday, 29th day of September, 2016 (both days inclusive).
6. The Equity Shares of the Company are available for Dematerialization, as the Company has entered into an agreement with National Securities Depository Limited (NSDL) and The Central Depository Services Limited (CDSL). Those Shareholders who wish to hold the Company's Share in electronic form may approach their Depository participants.
7. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent M/s. Link Intime India Pvt. Ltd., 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or Company's Registrar and Share Transfer Agent. As per Circular No. MRD/ Dop/ Cir-05/2009 dated 20th May 2009 issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer of shares in physical form. Therefore, the transferee(s) are required to furnish a copy of their PAN to the Registrar and Share Transfer Agent of the Company.
8. Members / Proxies should fill in the Attendance Slip for attending the meeting and they are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio No in Attendance Slip for attending the meeting.
9. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
10. Electronic copy of the Notice of the 17th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 17th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members may also note that the Notice of the 17th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.gyscoal.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : cs@gyscoal.com
12. Members are requested to intimate to the company, queries, if any, on the accounts at least 10 days before the meeting to enable the Management to keep the required information available at the meeting.

**13. Voting through electronic means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with rule 20 Companies (Management and Administration) Rules, 2014 along with Companies (Management and Administration) Amendment Rules, 2015 and and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

A. The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 26th September, 2016 at 10.00 AM and ends on 28th September, 2016 at 6.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant Gyscoal Alloys Limited on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. Mr Chirag Shah, Practising Company Secretary (CPN: 3498) has been appointed as the Scrutiniser to scrutinise the remote e-voting and the voting process at the AGM in a fair and transparent manner.

C. The Scrutiniser will within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutiniser’s Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.

D. The results will be declared at or after the AGM. The results declared along with the Scrutiniser’s Report will be placed on the website of the Company www.gyscoal.com and on the website of CDSL www.evotingindia.com within two days of passing of the Resolutions at the AGM and communicated to the Bombay Stock Exchange Ltd and the National Stock Exchange of India Ltd.

14. The facility for voting through ballot | polling paper will also be made available at the venue of the Annual General Meeting (AGM). The Members attending the meeting who have not already cast their vote through remote e-voting will be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the AGM, but will not be entitled to cast their vote again.

Company : Gyscoal Alloys Limited
Regd. Office : Plot No.2/3 GIDC Ubkhal, Kukarwada Tal. Vijapur, Dist.: Mehsana 382830, Gujarat, India

CIN : L27209GJ1999PLC036656
E-mail ID : cs@gyscoal.com , info@gyscoal.com

Registrar and Transfer Agent: Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400078
Phone : +91-22-25946970 Fax: +91-22-2594 6969

e-Voting Agency : Central Depository Services (India) Limited
E-mail ID : helpdesk.evoting@cdslindia.com

Scrutinizer : CS Chirag Shah, Practising Company Secretary
(Membership No. FCS 5545, CP No: 3498)
E-mail ID : pcschirag@rediffmail.com

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Explanatory statement pursuant to section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice are as follows:

ITEM: 4

Subject to the approval by a resolution of the shareholders in general meeting, and subject to requisite approval, if required, Mr. Zankarsinh Solanki be and is hereby appointed as a Whole Time Director of Gyscoal Alloys Limited, for a period of five years w.e.f. 1st April, 2016 with a Maximum Remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) including Bonus, cash allowances and Incentives with the authority granted to the Board (which includes "Nomination & Remuneration Committee") to alter and vary the terms and conditions of the said appointment as may be agreed to between the Board and Mr. Zankarsinh Solanki subject to stipulations as specified in Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force.

None of the directors of the Company except Mr. Zankarsinh Solanki are interested in the above resolution.

The Board recommends this Ordinary Resolution set out at Item No. 4 for your approval.

ITEM: 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. V. H. Shah, Cost Accountant as the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending on March 31, 2017.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 for your approval.

ITEM 6 & 7:

The Equity Shares of the Company are listed and actively traded on the BSE Limited (BSE) and The National Stock Exchange of (India) Limited (NSE). The Market price of the Company has witnessed significant increase over the last few years. In order to facilitate affordability of the Company's Shares for investors at large and to enhance the liquidity of the Company's Equity Shares in the Stock Market, it is proposed to Sub divide/Split the Nominal Face Value of the Equity Shares of the Company from ₹ 10/- (Rupees Ten Only) to ₹ 1/- (Rupee One only).

After the approval by the members, the Board of Directors (or a Committee thereof) of the Company will fix a Record Date for the aforesaid Sub-Division.

At Present, the Authorized Share Capital of the Company is ₹ 27,00,00,000/- (Rupees Twenty Seven Crores only) divided into 2,70,00,000 (Rupees Two Crores Seventy Lacs Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

The resolution as set out in Item No. 7 of the Notice for altering Clause V of the Memorandum of Association ("MOA") of the Company are to reflect the corresponding changes in the Capital Clause of the Memorandum of the Company, consequent to the proposed Sub-Division of each existing Equity Share of ₹ 10/- (Rupees Ten Only) in to 10(Ten) Equity Shares of ₹ 1/- (Rupee One) each.

Accordingly, your Directors recommend the Resolutions as set out in Item Nos. 6 and 7 of the Notice for approval of the Shareholders.

A copy of the Memorandum of Association of the Company along with the proposed alterations, deletions and / or modifications is available for inspection at the Registered Office of the Company during the working hours between 11.00 a.m. to 1.00 p.m. on all days except Saturday, Sunday & Holiday upto the date of declaration of the result of the E-voting.

The Directors of your Company are interested in this Resolution to the extent of their respective shareholdings in the Company.

**ITEM 8**

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.8 of the accompanying Notice.

The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

**By Order of the Board,
For, Gyscoal Alloys Limited**

Date : 12/08/2016

Place : Ahmedabad

**Priti Kakkar
Company Secretary & Compliance Officer**

ANNEXURE TO THE NOTICE

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

Name in Full	Mr. Zankarsinh Solanki
DIN	00014226
Date of Birth	31/08/1977
Date of Appointment	01/02/2002
Educational Qualification	BE Electrical
Directorship held in other Companies:	<p>Public Company:</p> <ol style="list-style-type: none"> Four Seasons Residency Limited (Upto 16/03/2016) Sampati Securities Limited <p>Private Company:</p> <ol style="list-style-type: none"> Gyscoal Enterprise Private Limited Western Urja Private Limited Long View Financial Services Private Limited General Capital And Holding Company Private Limited Torque Automotive Private Limited Torque Consultancy LLP
Memberships/ Chairmanships of Committees across Public Companies	<ol style="list-style-type: none"> Four Season Residency Ltd. (Upto 16/03/2016) <ul style="list-style-type: none"> - Member of Nomination & Remuneration Committee - Stakeholder Grievance Committee.
Work Profile and functional responsibility in the Company	He has a good control over the steel business. He Provides Guidance for the manufacturing of the products and having wide ranging contacts in the steel and alloys field, he brings in varied business deals for the company. Moreover he is also looking after the administrative work of Torque Automotive Private Limited (Group Company) for last 3 years.
Number of Shares held in the Company:	154857 Equity Shares of ₹ 10/- each.



DIRECTOR'S REPORT

To
The Members
Gyscoal Alloys Limited

Dear Shareholders,

Your Directors have pleasure in presenting the Seventeenth Annual Report and the Audited Statement of Accounts for the financial year ended 31st March, 2016.

1. FINANCIAL HIGHLIGHTS:

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

PARTICULARS	CONSOLIDATED		STANDALONE
	Current Year ended on 31/03/2016	Current Year ended on 31/03/2016	Previous Year ended on 31/03/2015
Revenue from Operations	15932.67	15932.67	17636.45
Other Income	457.69	457.69	154.56
Total Revenue	16390.36	16390.36	17791.01
Total Expenditure	17915.73	17908.73	17691.20
Profit before Tax	(1525.37)	(1518.37)	99.81
Prior Period Tax	(106.9)	(106.9)	-
Current Tax	-	-	20.79
Deferred Tax	(86.30)	(86.30)	58.72
Share of (Profit) / Loss attributable to Minority	0.10	-	-
Profit for the Year	(1332.06)	(1325.16)	20.30
Profit available for appropriation	(1332.06)	(1325.16)	20.30
Balance Brought forward	2417.83	2428.32	2415.43
Surplus	(1332.06)	(1325.16)	20.30
Appropriation -			
General Reserve	7.44	7.44	7.44
Dividend	-	-	-
Adjustment relating to Fixed Assets	0	0	7.41
Balance Carried Forward	1085.77	1103.16	2428.32

2. DIVIDEND & RESERVES:

Due to inadequate profit your directors are not in a position to recommend any dividend for the financial year ended 31st March, 2016. NIL amount has been transferred to General Reserve.

**3. UTILIZATION OF PROCEEDS OF IPO:**

The statement of projected utilization of the IPO proceeds as per Prospectus dated 18th October, 2010 against actual utilization as on 31st March, 2016 is as follows:

Particulars	(Amount in lacs)	
Utilisation of funds upto 31st March, 2016		
Amount Received from IPO		5467.00
Promotor Contribution		1000.00
Income from Investment of IPO Proceeds		191.21
		6658.21
	Projected	Actual
Land Cost *	765.38	204.95
Civil Cost	600.00	645.43
Plant & Machinery *	4405.11	4092.90
Long Term Working Capital	500.00	1194.24
General Corporate Purpose	25.00	10.00
IPO Expenses	482.36	510.69
	6777.85	6658.21
Total		6658.21

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

Plant & Machineries for Phase -I of new IPO project has been installed and Phase-II of the same is still under process.

4. UNPAID AND UNCLAIMED SHARE APPLICATION AMOUNT :

Pursuant to the provision of Section 125(2) of the Companies Act, 2013, dividends, matured fixed deposits, redeemed debentures, Share Application money due for refund and interest thereon, which remained unclaimed up to 23rd October, 2017 will be deposited to Investors' Education and Protection Fund (IEPF) of the Central Government.

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 23rd October, 2017 Therefore, the shareholders are advised to claim such amounts immediately.

5. BUSINESS PERFORMANCE & PROSPECTS:

Information on operational and financial performance, etc. of the Company for the financial year is given in the Management Discussion and Analysis which is set out as **Annexure F** to the Directors' Report.

6. PUBLIC DEPOSITS:

The Company has not accepted any fixed deposit from public within the meaning of Section 73 of the Companies Act, 2013 and rules made thereunder.

7. SUBSIDIARY COMPANIES & CONSOLIDATED FINANCIAL STATEMENT:

In accordance with Companies Act, 2013 ("the Act") and Accounting Standard (AS)-21 on consolidated financial statement read with As-23 on Account for investment in associates and AS-27 on financial reporting of interest in Joint ventures. The audited consolidated financial is provided in the Annual Report.

The Company has prepared Consolidated Financial Statements of the Company and while preparing the consolidated financial statements, Company has consolidated the accounts of one subsidiary namely Thai Indo Steel Co. Ltd. as per the requirements of Accounting Standards issued by the Institute of Chartered Accountants of India.

The details of financial performance of Subsidiary Company is furnished in **Annexure C** and attached to this report.

**8. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR**

The Company is operating in only one segment i.e. Metal Industry. The company mainly manufactures SS Angles, SS Flats & SS Rounds and the % wise breakup of the products of the total turnover of the company is as under:-

S.S. ANGLE BARS	40 %
S.S. FLAT BARS	14 %
S.S. ROUND BARS	11%

9. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company has a comprehensive system of internal controls to safeguard the Company's assets against loss from unauthorized use and ensure proper authorization of financial transactions. The Company has an exhaustive budgetary control system to monitor all expenditures against approved budgets on an ongoing basis. The Company maintains a system of internal controls designed to provide assurance regarding the effectiveness and efficiency of operations, the reliability of financial controls and compliance with applicable laws and regulations as applicable in the various jurisdictions in which the Company operates.

10. CORPORATE GOVERNANCE CERTIFICATE

In terms of Regulation 34 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 (hereinafter "Listing Regulation"), a Report on Corporate Governance along with Compliance Certificate issued by Secretarial Auditor's of the Company is annexed to the Annual Report.

Additionally, this contains compliance report signed by the CEO of the Company in connection with compliance with the Code of Conduct, and also CEO/CFO Certification as required by SEBI (Listing Obligations and Disclosure Requirements) 2015.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in "Annexure – A" and is attached to this report.

12. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Board of the Company has framed the Risk Management Policy. The details of the policy are as updated on website of the company www.gyscoal.com. The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. At present the company has not identified any element of risk which may threaten the existence of the company.

13. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of Loans, Guarantee and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: http://www.gyscoal.com/wp-content/uploads/2014/03/related_party_transaction_policy.pdf

Your Directors draw attention of the members to Note 32 to the financial statement which sets out related party disclosures.

**16. AUDITORS & AUDITORS REPORT**

M/s. B K Patel & Co., Chartered Accountants (ICAI Registration No. 112647W), Ahmedabad were appointed as Statutory Auditors for a period of 1 (one) year in the Annual General Meeting held in last year. Due to unwillingness to act as a Statutory Auditor of the Company, the Company has received the resignation letter dated 12.08.2016 from M/s B. K. Patel & Co., Chartered Accountants. The Board of Directors has, at its meeting held on 12th August, 2016, recommended the appointment of M/s. Saurabh R Shah & Co., Chartered Accountants, (ICAI Registration No. 127176W), Ahmedabad, as Statutory Auditor of your Company in place of M/s. B. K. Patel & Co., to hold office from the conclusion of this AGM until the conclusion of the 22nd AGM of your Company, subject to ratification by the Members at every AGM held after this AGM.

Resolutions seeking your approval on these items are included in the Notice convening the AGM.

The observation made in the Auditor's Report are self-explanatory and therefore, do not call for any further comments under Section 134(3)(f) of the Act.

The explanation on adverse remarks / qualification(s) in the Auditor's Report -

Point No. (vii) (a) to the Standalone Financial Statements: According to the information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory 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.*

Point No. (vii) (b) to the Standalone Financial Statements: According to the information and explanations given to us, the disputed statutory dues aggregating ₹ 410734597/- that have not been deposited on account of disputed matter pending before appropriate authorities

Point No. (viii) to the Standalone Financial Statements: According to the information and explanations given to us, the Company has defaulted in repayment of dues aggregating of ₹ 414000562/- to financial institutions, banks or debenture holders during the year.

Explanation to Point No. (vii) (a), Point No. (vii) (b) and Point No. (viii) to the Standalone Financial Statements: For Point No. (vii) (a) the audit qualifications pointed out by the auditor are just the disclosure of fact that the company has not deposited its disputed statutory dues with appropriate authority and has made default in repayment of Bank loan. This is not impacting financial position of the Company.

For Point No. (vii) (b) the stay order has been received against the amount disputed and not deposited & management is in the process of taking necessary steps to resolve pending statutory dues as mentioned in the Auditor's report and taking measures to pay them within due course.

For Point No. (viii) in respect of default in repayment of Bank loans the company is in process of taking necessary steps to regularize those account.

The Management is in the process of taking necessary steps to resolve pending statutory dues & repayment of Bank Loans as mentioned in the Auditor's Report.

17. SECRETARIAL AUDIT REPORT

The Board has appointed M/s Chirag Shah & Associates, Practicing Company Secretaries (ICSI Membership No. 5545 & CPN 3498), to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as "Annexure E" to this Report.

The Explanation on comments / observation(s) in the Secretarial Audit Report -

Point No. 1. As per Regulation 9(1) & (2) of SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 company has to adopt Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders as set out in schedule B of the same regulation and according to point 5 of Schedule B company has to close the trading window for 48 hours after the outcome of board meeting are declared but for the board meeting dated 30th May, 2015, 13th August, 2015 and 4th November, 2015 trading window was closed for only 24 hours.

Explanation 1. The Company has closed its trading window from the 4th Board Meeting of the Company held on 3rd February, 2016 for 48 hours after the outcome of the Board Meeting are declared in complying with the "Listing Regulation" of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and other applicable regulations of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**18. COST AUDITOR**

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, your Directors had, on recommendation of the Audit Committee, appointed Shri V.H. Shah, Practicing Cost Accountant (ICWAI Registration No. 100257), Ahmedabad as Cost Auditor for conducting audit of cost accounting records maintained by the Company for "Steel Plant" for the financial year 2016-17. As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, the resolution seeking Members' ratification is included in the Notice convening the Annual General Meeting.

19. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company has adopted a Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to Section 178(3) of the Companies Act, 2013.

The philosophy for remuneration of Directors, Key Managerial Personnel and all other employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Remuneration Policy of the Company is aligned to this philosophy.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is as per the Remuneration Policy of the Company. Details of the Remuneration Policy are given in the Corporate Governance Report.

Your Company has adopted a defined policy and procedure for Appointment of Independent Directors which has been put on Company website www.gyscoal.com.

20. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in "Annexure B" and is attached to this Report.

21. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 4 (Four) Board Meetings during the financial year under review. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

22. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement that:—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23. PARTICULARS OF EMPLOYEES

A statement containing the names and other particulars of employees in accordance with the provisions of section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is appended as "Annexure – D" to this report.



No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 during FY 2015-16.

24. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per Section 152 of the Companies Act, 2013 Mr. Zankarsinh Solanki, Whole-Time Director retire at this Annual General Meeting and being eligible offer himself for re-election. The Board of Directors recommended his re-appointment at the forthcoming Annual General Meeting.

Miss Priti Kakkar has joined as Company Secretary & Compliance Officer w.e.f. 30th May, 2016 in place of Ms. Shrima Dave whose resignation was accepted by the Company on the 19th day of May, 2016.

Mr. Zankarsinh Solanki (DIN – 00014226) who was re-appointed as Whole Time Director of the Company w.e.f. 01/04/2016.

25. REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There are no significant and material order passed by the Regulators or Courts or Tribunals which would impact the going concern status and the company's future operations.

26. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

27. BOARD EVALUATION

The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evolution process covering various aspects of the Boards functioning such as composition of the Board & committees experience & competencies, performance of specific duties & obligation, contribution at the meetings and otherwise, independent judgment, governance issues etc.

28. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee consists of the following members:

- a) Shri Sunil Talati - Chairman
- b) Shri Surendra Patel - Member
- c) Shri Viral Shah - Member

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

29. GENERAL

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

30. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of Board Of Directors

Place : Ahmedabad
Date : 12/08/2016

Viral Shah
(Chairman & Managing Director)
DIN – 00014182

**ANNEXURE A - TO DIRECTORS' REPORT**

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY :**(i) Steps taken for conservation of energy**

The Company has adopted several energy conservation measures besides what had been carried out earlier. Periodical testing is being taken for each unit of power supply to verify that the energy consumed is minimized.

(ii) Steps taken by the Company for utilizing alternate sources of energy:

NA

(iii) The Capital investment on energy conservation equipments:

NIL

B. TECHNOLOGY ABSORPTION :

(i) Efforts towards technology absorption : Continuous endeavor to improve Product Quality & Process Yield.

(ii) The benefits derived like product improvement, cost reduction, product development or import Substitution: The Company is able to market its value added products in Domestic as well as International Market

(iii) Information regarding imported technology (Imported during last three years):

NIL

(iv) Expenditure incurred on Research and Development :

NIL

C. FOREIGN EXCHANGE EARNING AND OUTGO :

	Current Year ₹	Previous Year ₹
» Foreign Exchange earned	5899.14 Lacs	2851.18 Lacs
» Foreign Exchange used	147.16 Lacs	49.28 Lacs

**ANNEXURE B TO DIRECTORS' REPORT
FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and
rule 12(1) of the Company (Management & Administration) Rules, 2014**

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L27209GJ1999PLC036656
2.	Registration Date	29/09/1999
3.	Name of the Company	GYSCOAL ALLOYS LIMITED
4.	Category/Sub-category of the Company NON-GOVT COMPANY.	COMPANY LIMITED BY SHARES/ INDIAN
5.	Address of the Registered office & contact details	Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana, Kukarwada, Gujarat-382830.
6.	Whether listed company	YES
7.	Name, Address & contact details of the 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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	S.S. ANGLE BARS	99611925	40 %
2	S.S. FLAT BARS	99611925	14 %
3	S.S. ROUND BARS	99611925	11%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1.	Thai Indo Steel Company Limited 108A, A S THAWEEKOON BUILDING, 18 SUKHUMVIT SOI 70, BANGNA, BANGKOK - 10260, THAILAND.	N.A.	Subsidiary	91.98%	Section 2(87)



III. VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

	Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoters									
	(1) Indian									
	a) Individual/ HUF	6803353	0	6803353	42.98	6803353	0	6803353	42.98	0
	b) Central Govt	0	0	0	0	0	0	0	0	0
	c) State Govt(s)	0	0	0	0	0	0	0	0	0
	d) Bodies Corp.	2615954	0	2615954	16.53	2716809	0	2716809	17.17	0.64
	e) Banks / FI	0	0	0	0	0	0	0	0	0
	f) Any Other	0	0	0	0	0	0	0	0	0
	Total shareholding of Promoter (A)(1)	9419307	0	9419307	59.51	9520162	0	9520162	60.15	0.64
	(2) Foreign									
	a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
	b) Government	-	-	-	-	-	-	-	-	-
	c) Institutions	-	-	-	-	-	-	-	-	-
	d) Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
	e) Any Other	-	-	-	-	-	-	-	-	-
	Sub Total(A)(2)	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	9419307	0	9419307	59.51	9520162	0	9520162	60.15	0.64
B.	Public Shareholding									
	1. Institutions	0	0	0	0	0	0	0	0	0
	a) Mutual Funds	0	0	0	0	0	0	0	0	0
	b) Banks / FI	0	0	0	0	0	0	0	0	0
	c) Central Govt	0	0	0	0	0	0	0	0	0
	d) State Govt(s)	0	0	0	0	0	0	0	0	0
	e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
	f) Insurance Companies	0	0	0	0	0	0	0	0	0
	g) FIIs	0	0	0	0	0	0	0	0	0
	h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
	i) Others (specify)	0	0	0	0	0	0	0	0	0
	Foreign Portfolio Investor (Corporate)	124559	0	124559	0.79	112307	0	112307	0.71	-0.08
	Sub-total (B)(1):-	124559	0	124559	0.79	112307	0	112307	0.71	-0.08



Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1806676	0	1806676	11.41	1732051	0	1732051	10.94	-0.47
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1576574	3	1576577	9.96	1443793	3	1443796	9.12	-0.84
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2837697	0	2837697	17.93	2465927	0	2465927	15.58	-2.35
c) Others (specify)	0	0	0	0	0	0	0	0	0
HUF	0	0	0	0	256236	0	256236	1.62	1.62
Non Resident Indians	34805	0	34805	0.22	26086	0	26086	0.17	-0.06
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	27935	0	27935	0.18	270991	0	270991	1.71	1.53
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	6283687	3	6283690	39.70	6195084	3	6195087	39.15	-0.56
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6408246	3	6408249	40.49	6307391	3	6307394	39.86	-0.64
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	15827553	3	15827556	100	15827553	3	15827556	100	0


B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year - 2015			Share holding at the end of the year - 2016			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	VIRAL SHAH	5176396	32.70	NA	5176396	32.70	NA	-
2	GENERAL CAPITAL & HOLDING COMPANY PVT LTD	1538460	9.72	NA	1538460	9.72	NA	-
3	GIRABEN SOLANKI	1415735	8.94	NA	1415735	8.94	NA	-
4	SAMPATI SECURITIES LIMITED	1077494	6.81	NA	1178349	7.44	NA	0.64
5	ZANKARSINH SOLANKI	154857	0.98	NA	154857	0.98	NA	-
6	MONA SHAH	28284	0.18	NA	28284	0.18	NA	-
7	DIPALI SHAH	28081	0.18	NA	28081	0.18	NA	-
	Total	94,19,307	59.51	NA	95,20,162	60.15	NA	0.64

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	beginning of the year	Shareholding at the during the year		Cumulative Shareholding	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	94,19,307	59.51		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	#		#	
	At the end of the year			95,20,162	60.15


Details of Purchase / Transfer / Inter-se Transfer

Sr.No.	Name	Shareholding at the beginning of the year - 2015		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding at the end of year-2016	
		No. of Shares held	% of total shares of the Company				No. of Shares held	% of total shares of the Company
1	VIRAL SHAH	5176396	32.70	NIL	NIL	NIL	5176396	32.70
2	GENERAL CAPITAL & HOLDING COMPANY PVT LTD	1538460	9.72	NIL	NIL	NIL	1538460	9.72
3	GIRABEN SOLANKI	1415735	8.94	NIL	NIL	NIL	1415735	8.94
4	SAMPATI SECURITIES LIMITED	1077494	6.81	05.06.15	6033	Purchase	1083527	6.84
				07.08.15	43600	Purchase	1127127	7.12
				30.10.15	5427	Purchase	1132554	7.16
				04.03.16	7675	Purchase	1140229	7.20
				11.03.16	12097	Purchase	1152326	7.28
				18.03.16	16023	Purchase	1168349	7.38
				25.03.16	10000	Purchase	1178349	7.45
5	ZANKARSINH SOLANKI	154857	0.98	NIL	NIL	NIL	154857	0.98
6	MONA SHAH	28284	0.18	NIL	NIL	NIL	28284	0.18
7	DIPALI SHAH	28081	0.18	NIL	NIL	NIL	28081	0.18
		94,19,307	59.51				95,20,162	60.15

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr.No.	Name	Shareholding at the beginning of the year - 2015		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding at the end of year-2016	
		No. of Shares held	% of total shares of the Company				No. of Shares held	% of total shares of the Company
1	TRILOCHAN CORPORATE SERVICES PRIVATE LIMITED	715016	4.52	08.05.15	-95000	Sold	620016	3.92
				15.05.15	-40000	Sold	580016	3.66
				22.05.15	-70000	Sold	510016	3.22
				20.11.15	179536	Purchase	689552	4.36
				19.02.16	-100110	Sold	589442	3.72
				26.02.16	-50000	Sold	539442	3.41



Sr.No.	Name	Shareholding at the beginning of the year - 2015		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding at the end of year-2016	
		No. of Shares held	% of total shares of the Company				No. of Shares held	% of total shares of the Company
2	AIRAN FINSTOCKS PVT LTD	275971	1.74	29.05.15	50	Purchase	276021	1.74
				05.06.15	-50	Sold	275971	1.74
				09.10.15	37663	Purchase	313634	1.98
3	MAYUR BABUBHAI PATEL	0	0	04.03.16	226999	Purchase	226999	1.43
				18.03.16	10000	Purchase	236999	1.5
				25.03.16	20000	Purchase	256999	1.62
4	MASTER CAPITAL SERVICES LIMITED	67596	0.43	10.04.15	10	Purchase	67606	0.43
				17.04.15	-375	Sold	67231	0.43
				24.04.15	18309	Purchase	85540	0.54
				01.05.15	1	Purchase	85541	0.54
				08.05.15	5463	Purchase	91004	0.57
				15.05.15	-965	Sold	90039	0.57
				22.05.15	-98	Sold	89941	0.57
				29.05.15	-130	Sold	89811	0.57
				05.06.15	-150	Sold	89661	0.57
				12.06.15	196	Purchase	89857	0.57
				19.06.15	15	Purchase	89872	0.57
				26.06.15	377	Purchase	90249	0.57
				30.06.15	-704	Sold	89545	0.57
				03.07.15	28547	Purchase	118092	0.75
				10.07.15	-328	Sold	117764	0.74
				24.07.15	-9875	Sold	107889	0.68
				31.07.15	9901	Purchase	117790	0.74
				07.08.15	90	Purchase	117880	0.74
				14.08.15	790	Purchase	118670	0.75
				21.08.15	-550	Sold	118120	0.75
				28.08.15	-37	Sold	118083	0.75
		04.09.15	9860	Purchase	127943	0.81		
		25.09.15	-10000	Sold	117943	0.74		
		30.09.15	7045	Purchase	124988	0.79		
		09.10.15	100	Purchase	125088	0.79		
		16.10.15	-7400	Sold	117688	0.74		
		23.10.15	-100	Sold	117588	0.74		
		30.10.15	12100	Purchase	129688	0.82		
		06.11.15	100	Purchase	129788	0.82		



Sr.No.	Name	Shareholding at the beginning of the year - 2015		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding at the end of year-2016	
		No. of Shares held	% of total shares of the Company				No. of Shares held	% of total shares of the Company
				13.11.15	10101	Purchase	139889	0.88
				20.11.15	33	Purchase	139922	0.88
				27.11.15	62	Purchase	139984	0.88
				04.12.15	55	Purchase	140039	0.88
				11.12.15	-10900	Sold	129139	0.82
				18.12.15	100	Purchase	129239	0.82
				31.12.15	-100	Sold	129139	0.82
				08.01.16	500	Purchase	129639	0.82
				15.01.16	-19998	Sold	109641	0.69
				22.01.16	23900	Purchase	133541	0.85
				29.01.16	-17	Sold	133524	0.84
				05.02.16	-189	Sold	133335	0.84
				12.02.16	-295	Sold	133040	0.84
				19.02.16	6091	Purchase	139131	0.87
				26.02.16	-178	Sold	138953	0.87
				04.03.16	-563	Sold	138390	0.87
				11.03.16	-25	Sold	138365	0.87
				18.03.16	-445	Sold	137920	0.87
				25.03.16	-1	Sold	137919	0.86
				31.03.16	-1554	Sold	136365	0.86
5	ASE CAPITAL MARKET LIMITED	38315	0.24	10.04.15	4524	Purchase	42839	0.27
				17.04.15	-34839	Sold	8000	0.05
				24.04.15	27637	Purchase	35637	0.22
				01.05.15	-35607	Sold	30	0.02
				08.05.15	10766	Purchase	10796	0.07
				15.05.15	-6	Sold	10790	0.07
				22.05.15	26404	Purchase	37194	0.23
				29.05.15	-4426	Sold	32768	0.21
				05.06.15	6354	Purchase	26414	0.16
				12.06.15	3761	Purchase	30175	0.2
				19.06.15	-15106	Sold	15069	0.1
				26.06.15	-369	Sold	14700	0.1
				30.06.15	1582	Purchase	16282	0.11
				03.07.15	-6029	Sold	10253	0.07
				10.07.15	21506	Purchase	31759	0.2



GYSCAL ALLOYS LIMITED

Sr.No.	Name	Shareholding at the beginning of the year - 2015		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding at the end of year-2016	
		No. of Shares held	% of total shares of the Company				No. of Shares held	% of total shares of the Company
				17.07.15	-5411	Sold	26348	0.17
				24.07.15	-1850	Sold	24498	0.15
				31.07.15	-7543	Sold	16955	0.11
				07.08.15	30671	Purchase	47626	0.31
				14.08.15	4143	Purchase	51769	0.32
				21.08.15	12102	Purchase	63871	0.4
				28.08.15	20294	Purchase	84165	0.53
				04.09.15	13413	Purchase	97578	0.62
				11.09.15	-204	Sold	97374	0.62
				18.09.15	1783	Purchase	99157	0.62
				25.09.15	1158	Purchase	100315	0.63
				30.09.15	-1202	Sold	99113	0.63
				09.10.15	3976	Purchase	103089	0.65
				16.10.15	-4402	Sold	98687	0.62
				23.10.15	-24876	Sold	73811	0.46
				30.10.15	-23435	Sold	50376	0.32
				06.11.15	-8432	Sold	41944	0.27
				13.11.15	-4699	Sold	37245	0.24
				20.11.15	385	Purchase	37630	0.24
				27.11.15	2081	Purchase	39711	0.25
				04.12.15	3134	Purchase	42845	0.27
				11.12.15	5001	Purchase	47846	0.3
				18.12.15	-719	Sold	47127	0.3
				25.12.15	10760	Purchase	57887	0.37
				31.12.15	-5751	Sold	52136	0.32
				01.01.16	749	Purchase	52885	0.33
				08.01.16	-9500	Sold	43385	0.27
				15.01.16	10727	Purchase	54112	0.34
				22.01.16	4022	Purchase	58134	0.36
				29.01.16	-10728	Sold	47406	0.3
				05.02.16	25305	Purchase	72711	0.46
				12.02.16	-15970	Sold	56741	0.36
				19.02.16	28229	Purchase	84970	0.54
				26.02.16	-15412	Sold	69558	0.43
				04.03.16	-1637	Sold	67921	0.43
				11.03.16	15782	Purchase	83703	0.53
				18.03.16	31509	Purchase	115212	0.73
				25.03.16	-1759	Sold	113453	0.72
				31.03.16	16927	Purchase	130380	0.82



Sr.No.	Name	Shareholding at the beginning of the year - 2015		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding at the end of year-2016	
		No. of Shares held	% of total shares of the Company				No. of Shares held	% of total shares of the Company
6	RIDDHI SECURITIES LIMITED	113100	0.71	19.06.15	27	Purchase	113100	0.71
7	HYPNOS FUND LIMITED	112307	0.71	-	-	-	112307	0.71
8	SHAILESH I PATEL	111055	0.71	-	-	-	111055	0.71
9	NISHA KUNAL DEDHIA	110000	0.70	-	-	-	110000	0.70
10	ISHWARBHAI GIRDHARBHAI PATEL	109164	0.69	-	-	-	109164	0.69

E) Shareholding of Directors and Key Managerial Personnel:

Sr.No.	Name	Shareholding at the beginning of the year - 2015		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding at the end of year-2016	
		No. of Shares held	% of total shares of the Company				No. of Shares held	% of total shares of the Company
1	VIRAL SHAH	5176396	32.7	-	-	-	5176396	32.7
2	ZANKARSINH SOLANKI	154857	0.98	-	-	-	154857	0.98

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment. (₹ In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6533.29	1576.25	---	8109.54
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due	---	---	---	---
Total (i+ii+iii)	6533.29	1576.25	---	8109.54
Change in Indebtedness during the financial year				
* Addition	783.19	228.88	---	1012.07
* Reduction	---	---	---	---
Net Change	783.19	228.88	---	1012.07
Indebtedness at the end of the financial year				
i) Principal Amount	6750.00	1805.13	---	8555.13
ii) Interest due but not paid	566.48	---	---	566.48
iii) Interest accrued but not due	---	---	---	---
Total (i+ii+iii)	7316.48	1805.13	---	9121.61


VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

(₹ In Lacs)

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Viral Shah - MD	Mr. Zankarsinh Solanki - WTD	*Mrs. Giraben Solanki - WTD	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8.50	5.08	0.60	14.18
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---	---
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	---	---	---	---
2	Stock Option	---	---	---	---
3	Sweat Equity	---	---	---	---
4	Commission- as % of profit- others, specify...	---	---	---	---
5	Others, please specify	---	---	---	---
	Total (A)	8.50	5.08	0.60	14.18
	Ceiling as per the Act	₹ 42.00 Crores (As per Schedule V of the Companies Act, 2013)			

* Resigned as director of the Company w.e.f. 15.05.2015.

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Sunil Talati	Mr. Surendra Patel	Mrs. Bharti Dhanak	
	Fee for attending board committee meetings				
	Commission	---	---	---	---
	Others, please specify	---	---	---	---
	Total Managerial Remuneration	---	---	---	---
	Overall Ceiling as per the Act				


C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	KEY MANAGERIAL PERSONNAL		Total
		CFO	CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6.69	3.27	9.96
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	---	---
2	Stock Option	---	---	---
3	Sweat Equity	---	---	---
4	Commission	---	---	---
	- as % of profit			
	others, specify...	---	---	---
5	Others, please specify	---	---	---
	Total	6.69	3.27	9.96

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made,if any (give Details)
A. COMPANY					
Penalty			N.A.		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			N.A.		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			N.A.		
Punishment					
Compounding					

**ANNEXURE C
AOC-1**

[Pursuant to first proviso to sub-section [3] of section 129 read with rule 5 of Companies Accounts] Rules, 2014]
Statement containing salient features of the Financial Statement of Subsidiary / Associate as per Companies Act, 2013

PART "A" SUBSIDIARY

Name of the subsidiary	Thai Indo Steel Company Ltd	
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.12.2014 to 30.11.2015	
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	BHAT
Share capital	5,97,97,376.48	2,49,50,000
Reserves & surplus	(1,60,71,548.00)	(12,89,893.00)
Total assets	9,79,59,144.46	5,28,35,058.03
Total Liabilities	5,42,33,316.47	2,91,74,951.03
Investments	-	-
Turnover	-	-
Profit before taxation	(20,549.04)	(10,930.00)
Provision for taxation	-	-
Profit after taxation	(20,549.04)	(10,930.00)
Proposed Dividend	-	-
% of shareholding	91.98%	91.98%

1. Names of subsidiaries which are yet to commence operations – Thai Indo Steel Company Ltd
2. Names of subsidiaries which have been liquidated or sold during the year – N.A.



ANNEXURE D
DETAILS PERTAINING TO EMPLOYEES AS
REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT 2013

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under :

(₹ In Lacs)

Sr. No	Name of Director/KMP and Designation	Remuneration of Director/KMP for FY 2015-16 (₹ In Lacs)	% increase in Remuneration in the FY 2015-16	Ratio of remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Viral Shah, Managing Director	8.50	12.50%	5.28	Profit before Tax Decrease by ₹1618.18 Lacs and Profit after Tax decreased by ₹ 1345.40 Lacs in financial year 2015-16 compare to previous Year 2014-2015
2	Mr. Zankarsinh Solanki, Whole Time Director	5.08	12.50%	3.16	
3	Mrs. Giraben Solanki, Whole Time Director (Upto 15.05.2015)	0.60	12.50%	0.38	
4	Mr. Kalpesh Patel, CFO	6.69	12.50%	4.16	
5	Ms. Nidhi Bhatt, CS (Upto 31.07.2015)	0.89	---	0.56	
6	Ms Shrima Dave, CS (From 01.08.2015)	2.38	---	1.48	

- i. The median remuneration of employees of the Company during the financial year was ₹1.61 lakh.
- ii. In the financial year, there was an increase of 12.50 % in the median remuneration of employees;
- iii. There were 59 permanent employees on the rolls of Company as on March 31, 2016;
- iv. Relationship between average increase in remuneration and company performance:- Profit before Tax Decrease by ₹1618.18 Lacs and Profit after Tax decreased by ₹ 1345.46 Lacs in financial year 2015-16. whereas the increase in median remuneration was 12.50 %. The average increase in median remuneration was in line with the performance of the Company.
- v. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company : The total remuneration of Key Managerial Personnel Increased by 15.73 % from ₹ 20.86 Lacs in 2014-15 to ₹ 24.14 Lacs in 2015-16 whereas the Profit After Tax Decreased by ₹ 1345.40 Lacs in 2015-16. Compare to 2014-15.
- vi. a) Variations in the market capitalisation of the Company : The market capitalisation as on March 31, 2016 was ₹5199.35 Lacs (₹4336.75 Lacs as on March 31, 2015)
b) Price Earnings ratio of the Company was 8.37 as at March 31, 2016 and was 0.13 as at March 31, 2015
- vii. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was 12.50 %.
- viii. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- ix. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- x. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees
- xi. The disclosure require as per Rule 5(2) Section 197 is not applicable as there were no employees drawing remuneration exceeding the limit.



ANNEXURE E
SECRETARIAL AUDIT REPORT
Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2016

*[Pursuant to section 204(1) of the Companies Act, 2013 and
rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
Gyscoal Alloys Ltd.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gyscoal Alloys Ltd. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Gyscoal Alloys Ltd (books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit . We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Gyscoal Alloys Ltd. ("the Company") for the financial year ended on 31.03.2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;—
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; – Not Applicable;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the company during the Audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008– Not Applicable;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; –
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - – Not Applicable; and



- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - - Not Applicable;
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures and Requirement) Regulation 2015;

(VI) Other Applicable Acts, - As per Management representation there are no other specific act applicable to the company

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), - BSE Limited & National Stock Exchange of India Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that as per Regulation 9(1) & (2) of SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 company has to adopt Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders as set out in schedule B of the same regulation and according to point 5 of Schedule B company has to close the trading window for 48 hours after the outcome of board meeting are declared but for the board meeting dated 30th May, 2015, 13th August, 2015 and 4th November, 2015 trading window was closed for only 24 hours.

Chiarg Shah

Proprietor

Chirag Shah & Associates

FCS No. 5545

C P No.: 3498

Place : Ahmedabad

Date : 09/08/2016

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**ANNEXURE A**

To,
The Members
Gyscoal Alloys Ltd.

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad
Date : 09/08/2016

Chiarg Shah
Proprietor
Chirag Shah & Associates
FCS No. 5545
C P No.: 3498



ANNEXURE F

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

Scenario of Steel Industry:**Global Steel industry**

World crude steel production stood at 1622.8 million tonnes during 2015, a decrease of 2.8% over 2014 based on provisional data released by World Steel Association (WSA). During 2015, Chinese crude steel production reached 804 million tonnes, registering a decline of 2.3% over the previous year. China remained the largest crude steel producer in the world, accounting for 73% of Asian and 50% of world crude steel production during 2015. India was the 3rd largest crude steel producer during 2015 and recorded a growth of 2.6% over 2014.

The global steel industry is going through tough times. Steel demand in 2016 is likely to decline owing to a slower pace of economic growth across geographies. As a result, steelmakers are struggling to sustain margins with excess capacity worldwide and historically low prices. Exports from China continue to penetrate market all over the world, exerting downward pressure on the price of hot rolled band (HRB), which is pushing down prices to levels not seen since 2002 to 2004.

In this scenario, steel companies are likely to reduce debt, manage costs and implement operational improvements to counter the turbulence ahead. However, steel will never lose its relevance; and will remain the cornerstone for industrial and infrastructure growth.

Top 5 Steel producing Countries

		in million tonnes		
Rank	Country	2015(Mt)	2014(Mt)	% 2014/2015
1	China	803.8	822.8	-2.3
2	Japan	105.2	110.7	-5.0
3	India	89.6	87.3	2.6
4	United States	78.9	88.2	-11
5	Russia (a)	71.1	71.5	0.5

The global economy is mostly positive with growth picking up in the US, India and Southeast Asia, while several emerging markets are experiencing a deceleration in growth. WSA forecasts that global steel demand will decrease by -0.8% to 1,488 Mt in 2016 following a contraction of -3.0% in 2015. In 2017, it is forecast that world steel demand will return to growth of 0.4% and will reach 1,494 Mt.

STEEL INDUSTRY IN INDIA

India has become the world's 3rd largest producer of crude steel in 2015 against its 8th position in 2003. The country is also the 3rd largest consumer of finished steel in the world preceded by China and the USA.

India produced 89.6 MT crude steel in FY 2015-16, an increase of 7.7% since last year. In FY 2015-16, the country consumed 109.9 million tonnes (MT) of crude steel. The country witnessed an unprecedented inflow of cheap imports, which saw a significant increase in the last fiscal.

The steel sector in India contributes nearly two per cent of the country's gross domestic product (GDP) and employs over 6,00,000 people. The per capita consumption of total finished steel in the country rose from 51 kg in 2009-10 to about 59 kg in 2014-15. India's steel consumption for FY 2015-16 is estimated to increase by 7% higher than 2% growth last year, due to improving economic activity.

India's GDP grew by 7.6% in FY 2015-16, making it one of the world's fastest growing major economies. Interestingly, the GDP grew at 7.9% in the fourth quarter, a stellar performance. According to the data released by the Central Statistics Office, the growth in manufacturing and farm sectors during the fourth quarter accelerated to 9.3% and 2.3% respectively. The policy initiatives of the Government, low interest rates, declining fiscal deficit and moderating inflation



have helped the Indian economy stay on a sustainable growth path. The growth rate is expected to touch 8% in FY 2016-17 on the back of a favorable monsoon. The government's Make in India campaign is helping India emerge as a hub for global manufacturing giants.

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 2nd 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. The details of Utilization of IPO proceeds forms part of Director's Report of the Company.

FINANCIAL PERFORMANCE OF THE COMPANY

- During FY 2015-16, the Company recorded a total income of ₹ 16390.36 lacs, of which income from the operations was ₹ 15932.67 lacs.
- For the year FY 2015-16, Earnings Before Interest, Depreciation, Tax and Amortization (EBIDTA) was ₹ (663.94) lacs.
- For the year FY 2015-16, Depreciation was ₹ 1057.92 lacs, Interest and Finance charges were ₹ 1168.17 lacs and Profit before Tax (PBT) was ₹ (1518.37) lacs. And Profit After tax (PAT) was ₹ (1325.16) lacs.
- Basic & diluted Earnings per Share (EPS) was ₹ (8.37).
- As on March 31, 2016 the Net worth of the Company was ₹ 7953.51 lacs.

SWOT ANALYSIS OF THE COMPANY:**Strength:**

- Management depth and ability to manage client relationships.
- R & D capabilities to develop efficient and cost effective process at short notice having a State of the Art dedicated R & D Center.
- Multi-purpose and multi-production facilities having Quality Certifications.
- Enhanced presence in the market through clientele basis.

Threats:

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.

RISKS AND CONCERNS:

Your company is mainly focusing on R & D and manpower and the intelligence. Apart from the risk on account of interest rate and regulatory changes, business of the company are exposed to certain operating business risks, which is mitigated by regular monitoring and corrective actions.

**INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT:**

The Company believes that human resource is the most important assets of the organization. It is not shown in the corporate balance sheet, but influences appreciably the growth, progress, profits and the shareholders' values. During the year your company continued its efforts aimed at improving the HR policies and processes to enhance its performance. The vision and mission of the company is to create culture and value system and behavioral skills to insure achievement of its short and long term objectives.

The Company as at year end has 59 employees on its role and continues to attract talent both from within and outside India to further its business interests. Industrial relations continue to be cordial.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Internal Financial Control that encompass the policies, processes and monitoring systems for assessing and mitigating operational, financial and compliance risks and control over related party transactions, substantially exist. Your Company has appropriate internal control system for business processes, with regards to efficiency of operations, financial reporting, compliance with applicable laws and regulations. In the Company, the Board of Directors is responsible for ensuring the adequacy and effective monitoring of internal financial controls. 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.

CAUTIONARY STATEMENT:

Statement made in the Management Discussion & Analysis describing the company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the markets in which the company operates changes in the government regulations, tax laws & other statutes & other incidental factors.

**REPORT ON CORPORATE GOVERNANCE**

Corporate Governance and practices in accordance with the provisions of the Revised Clause 49 of the Listing Agreement and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”):

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:

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

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

- As on 31st March, 2016, Company’s Board comprises of five directors two of whom are executive directors (including Managing Director & Whole Time Directors) and remaining are non-executive directors who are also independent directors.
- Necessary disclosure regarding their Directorship/Membership in other companies has been made by each and every Director.
- 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 2015-16 is given below.

Name of Directors	Category of Directors	Number of Board Meetings held & Attended during 2015-2016		Attendance at the last AGM Held	Directorships in other Indian public Companies* as at 31 st March, 2016	Other mandatory Committee** Memberships as at 31 st March, 2016	
		Held	Attended			Chairman	Member
Mr. Viral M. Shah DIN : 00014182	Chairman & Mg. Director	4	4	YES	2	NIL	4
Mr. Zankarsinh K. Solanki DIN : 00014226	Whole-time Director	4	4	YES	1	NIL	NIL
Mr. Sunil Talati DIN : 00621947	Independent Director	4	3	YES	5	3	1
Mr. Surendra Patel DIN : 05171249	Independent Director	4	4	YES	1	2	2
Mrs. Bharti Dhanak DIN : 03568121	Independent Director	4	3	YES	NIL	NIL	NIL

* Excludes Directorships in private/foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.

** Only membership and chairmanship in Audit Committee and Stakeholders’ Relationship Committee as per Regulation 26 of the SEBI Listing Regulations.

— MD – Managing Director, WTD – Whole Time Director, NED – Non-Executive Director.

2.2 Director retire by rotation

Shri Zankarsinh Solanki is liable to retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible, has offered himself for re-appointment. Relevant details pertaining to Shri Zankarsinh Solanki are provided in the Notice of the AGM.

2.3 Relationships between the directors interse

There is no relationships between the directors interse.



2.4 Board Meetings:

- During the financial year 2015-16 the Board of the Company met 4(four) times on 30/05/2015, 13/08/2015, 4/11/2015, and 03/02/2016. Time elapsed between any two conductive meetings never exceeded 120 Days.

3. DIRECTORS' SHAREHOLDING

Shareholding of the Directors in the Company as on 31st March, 2016

Names of Directors	No. of shares held	Percentage of share-holding
Mr. Viral M. Shah	5176396	32.70
Mr. Zankarsinh K. Solanki	154857	0.98

The remaining directors namely Mr. Sunil Talati, Mr. Surendra Patel and Mrs. Bharti Dhanak do not hold any shares in the Company.

4. MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met on 7th May, 2015, inter alia, to discuss:

- Review of Managerial Remuneration;
- Review the performance of Non Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of the Company;
- To review the mechanism of safeguard the interests of all stakeholders, particularly the minority shareholders and take necessary steps to balance the conflicting interest of the stakeholders;

All the Independent Directors were present at the meeting.

5. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

On appointment of an individual as Independent Director, the Company issues a formal Letter of Appointment to the concerned Director, setting out in detail, in terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a formal familiarization program including the presentation from the Chairman & Managing Director providing information relating to the company, industry, business model of the company, geographies in which it operates etc. The programme also provides information relating to the financial performance of the Company and budget and control process of the Company. This programme is based on the Independent Directors' Appointment Policy of the Company which can be made available at company website www.gyscoal.com.

6. AUDIT COMMITTEE:

6.1 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 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations which has replaced the Clause 49 of the Listing Agreement. The present composition of the Audit committee and Meetings attended by them during the financial year 2015-16 ended on 31st March, 2016, is as follow:

Name of the Members	Designation	Nature of Directorship	Number of Meetings during F.Y 2015-16	
			Held	Attended
Mr. Sunil H. Talati	Chairman	Independent & Non Executive Director	4	3
Mr. Surendra C. Patel	Member	Independent & Non Executive Director	4	4
Mr. Viral Shah	Member	Executive Director	4	4

6.2 Meetings of Audit Committee

Four (4) Audit Committee Meetings were held during the year 2015-16. The dates on which the Audit Committee Meetings were held are 30/05/2015, 13/08/2015, 4/11/2015 & 03/02/2016. The maximum time gap between two meetings was not more than 120 Days.



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.

Miss Shrima Dave, Company Secretary and Compliance Officer w.e.f. 01.08.2015 acted as Secretary of the Committee and Mr. Sunil Talati as, being a Chairman of the Audit Committee, attended the last Annual General Meeting held on 30th September, 2015 to answer the shareholders query.

6.3 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. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b) Changes, if any, in accounting policies and practices and reasons for the same
 - c) Major accounting entries involving estimates based on the exercise of judgment by management
 - d) Significant adjustments made in the financial statements arising out of audit findings
 - e) Compliance with listing and other legal requirements relating to financial statements
 - f) Disclosure of any related party transactions
 - g) Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, 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;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;



18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the Management letters/ letters of Internal Control weaknesses issued by Statutory Auditor.
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
22. Review of Management discussion and analysis of financial condition and results of operations;
23. Review of Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
24. Review of Management letters / letters of internal control weaknesses issued by the statutory auditors;
25. Review of Internal audit reports relating to internal control weaknesses; and
26. Review of appointment, removal and terms of remuneration of the Chief internal auditor.
27. Statement of deviations :
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s).
 - b. annual statement of funds utilized for purposes other those stated in the offer document/ prospectus or Notice.

7. NOMINATION & REMUNERATION COMMITTEE

In accordance with the provisions of Section 178(3) of the Act, the Nomination and Remuneration Committee is vested with all the necessary powers and authorities to recommend and ensure appropriate disclosure on the remuneration of Managing Director, Whole-time Director and other Directors. The remuneration policy of the Company is based on several criterions which include responsibility, performance, potentials of the director and growth of the Company.

7.1 Meeting, Attendance & Composition:

The present composition of the Committee and Meetings attended by them during the financial year 2015-16 ended on 31st March, 2016, is as follow:

Name of the Members	Designation	Nature of Directorship	Number of Meetings during F.Y 2015-16	
			Held	Attended
Mr. Sunil Talati	Chairman	Independent & Non Executive Director	3	2
Mr. Surendra Patel	Member	Independent & Non Executive Director	3	3
Mrs. Bharti Dhanak	Member	Independent & Non-Executive Director	3	2

The Quorum of the Committee is of two members.

The Company Secretary act as a secretary to the Committee.

7.2 Meetings of Nomination & Remuneration Committee

During the year, Meetings of the Committee were held on 30.05.2015, 13.08.2015 & 03.02.2016.

7.3 Term of Reference

1. Identify Individual qualified to be become Director and who may be appointed in senior management in accordance with the criteria laid down.
2. Recommend to the Board their appointment and removal
3. Carry out evaluation of every director's performance
4. Formulate criteria for determining qualification, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees
5. While formulating the policy shall ensure that :
 - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate director of the quality required to run the company successfully.



- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - c) Remuneration to directors, key managerial personnel and senior managerial management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal.
6. Formulation of the criteria for evaluation of Independent Directors and the Board
 7. Devising a Policy on Board Diversity
 8. Review key corporate governance processes not specifically assigned to other committees, and recommend changes needed to ensure that the company is at best practice;
 9. Examine the impact of significant regulatory and statutory changes applicable to the governance practices of the Company, and to recommend measures to implement the same;
 10. Examine all major aspects of the Company's organizational health, and recommend changes as necessary, including
 - Organization design;
 - Management and employee hiring, training, development, deployment and motivation;&
 - Internal communication and culture building.
 11. Review the Company's ESOP Schemes and recommend changes as necessary; oversee administration of the ESOP Schemes:
 - Grant Options to eligible employees, in consultation with management; and
 - Allot shares when options are exercised.
 12. Carrying out any other function as is mentioned in the terms of reference of the Nomination and Remuneration Committee.

7.4 Evaluation of the Board Performance

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The procedure followed for the performance evaluation of the Board, Committees and Directors is detailed in the Directors' Report.

7.5 Remuneration Policy:

The Policy inter alia provides for the following:

- (a) attract, recruit, and retain good and exceptional talent;
- (b) list down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company;
- (c) ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements and promotes excellence in their performance;
- (d) motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;
- (e) ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective and gender in the Board; and
- (f) fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long-term value creation for its stakeholders.

7.6 Remuneration of Non-Executive Director including Independent Director:

The Company has created laid down the criteria for making payments to the Non- Executive Directors. The details of such criteria are available in the Remuneration Policy disseminated on the website of the Company www.gyscoal.com



Details of remuneration of Directors for the year ended 31st March, 2016 are as under:

Name of Directors	Salary & Perquisites	Sitting Fee paid during FY – 2015-16		Commission	Total	No. of Shares held during the year 2015-16
		Board Meeting	Committee Meeting			
Mr. Viral Shah	8.50	NIL	NIL	NIL	8.50	5176396
Mr. Zankarsinh Solanki	5.08	NIL	NIL	NIL	5.08	154857
*Mrs. Giraben Solanki	0.60	NIL	NIL	NIL	0.60	1415735
Mr. Sunil Talati	NIL	NIL	NIL	NIL	NIL	NIL
Mr. Surendra Patel	NIL	NIL	NIL	NIL	NIL	NIL
Mrs. Bharti Dhanak	NIL	NIL	NIL	NIL	NIL	NIL

* Resigned as director w.e.f. 15.05.2015

8. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The constitution and terms of reference of Stakeholders' Relationship Committee of the Company are in compliance with provisions of Companies Act, 2013 and the SEBI Listing Regulations.

The terms of reference are to review and redress specifically the 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.

8.1 Composition:

The present composition of the Stakeholders Relationship Committee and Meetings attended by them during the financial year 2015-16 ended on 31st March, 2016, is as follow:

Name of the Members	Designation	Nature of Directorship	Number of Meetings during F.Y 2015-16	
			Held	Attended
Mr. Surendra Patel	Chairman	Independent & Non Executive Director	3	3
Mr. Sunil H. Talati	Member	Independent & Non Executive Director	3	2
Mr. Viral Shah	Member	Executive Director	3	3

8.2 Meetings of Stakeholders Grievance Committee

Four (4) Stakeholders Relationship Committee Meetings were held during the year 2015-16 on 30/05/2015, 13/08/2015 and 04/11/2015.

8.3 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 2015-16 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	NIL	NIL	NIL
Total	NIL	NIL	NIL

Name of Compliance officer: Ms. Shrima Dave



9. 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
31/03/2015	Plot No.2/3 GIDC Ubkhal, Kukarwada, Tal Vijapur, Dist. Mehsana	30/09/2015	11.00 a.m.	2
31/03/2014	Plot No.2/3 GIDC Ubkhal, Kukarwada, Tal Vijapur, Dist. Mehsana	30/09/2014	10.00 a.m	1
31/03/2013	Plot No.2/3 GIDC Ubkhal, Kukarwada, Tal Vijapur, Dist. Mehsana	30/09/2013	9.00 a.m	1

b) Resolution passed through postal ballot

During the year ended 31st March, 2016, company has not passed any resolution through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal ballot.

c) Extra-Ordinary General Meeting (EGM)

There was no Extra-Ordinary General Meeting held during the year 2015-16.

10. DISCLOSURES

1. Related Party Transaction:

There are no materially significant related party transactions i.e. transactions of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflicts with the interests of the company at large in the financial year 2015 – 2016. Full disclosure of related party transactions as per accounting standard 18 issued by The Institute of Chartered Accountants of India is given under Note No. 34 of Notes Forming part of accounts for the year ended on 31st March, 2016.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under Listing Regulations is as under: www.gyscoal.com.

2. Details of Compliance:

There has been no instance of non-compliance by the company on any matter related to capital markets, during the last three years and hence no penalties or strictures have been imposed on the company by Stock Exchange(s) or SEBI or any other statutory authority.

3. Vigil Mechanism

The Company believes in conducting its affairs in a fair and transparent manner to nurture professionalism, honesty, integrity and ethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee.

Such Protected Disclosures can be made through a phone call, email or in writing.

4. Policies adopted during the year:

During the year, the Company adopted the following policies;

- the Policy for Preservation of Documents; and
- Policy for Determination of Material Events or Information. This Policy is available on the website of the Company at www.gyscoal.com.

5. Policy on Protection of Women against Sexual Harassment at Workplace:

The Company strongly believes in providing a safe and harassment free workplace to all its employees. The Company continuously endeavours to create and provide an environment that enables women employees to work without fear of prejudice, gender bias and sexual harassment and/or any such orientation in implicit or explicit form. For this purpose, the Company has in place 'Policy of Protection of Women against Sexual Harassment at Work Place' and also formed Complaint Redressal Committees at various administrative units/ Offices.

During the Financial Year 2015-16, the Company received no complaint of sexual harassment.



6. CEO / CFO Certification

The Chairman and Chief Financial Officer (CFO) of the Company gives an annual certificate on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. They have also give quarterly certificate on financial results while placing the financial results before the Board in terms of Regulation 33 of the Listing Regulations.

7. Code of Conduct:

The Code of Conduct adopted by the Company has been posted on the website of the Company. The Members of the Board and Senior Management of the Company have submitted their affirmation on compliance with the Code of Conduct for the effective period.

8. Mandatory & Non-Mandatory Clauses:

The Company has complied with all mandatory requirements laid down by Listing Regulations. The non-mandatory requirements complied with have been disclosed at the relevant places.

11. MEANS OF COMMUNICATIONS

- a) **Financial Results:** The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as 'Financial Express' in English & Gujarati and are displayed on the website of the Company www.gyscoal.com.
- b) **News Releases, Presentation etc.:** There were no News releases, press releases etc. 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 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.

12. GENERAL SHAREHOLDERS' INFORMATION

- a) **Date, Day, Time and Venue for holding 17th Annual General Meeting :**
29th September, 2016, 11.00 a.m. at Plot No. 2/3, GIDC, Ubkhal, Kukarwada, Ta Vijapur, Dist: Mehsana, Gujarat, 382830.

- b) **Financial Year: 2016-2017 (Tentative)**

The financial year of the Company is 1 April to 31 March and financial results will be declared as per the following schedule.

Particulars	Tentative Schedule
Quarter ending 30 th June, 2016	On 12 th August, 2016
Quarter ending 30 th September, 2016	On or before 14 th November, 2016
Quarter ending 31 st December, 2016	On or before 14 th February, 2017
Quarter ending 31 st March, 2017	Within 60 days from 31 March, 2017

- c) **Registered Office of the Company:** Plot No. 2/3, GIDC, Ubkhal, Kukarwada, Ta Vijapur, Dist: Mehsana, Gujarat, 382830

- d) **Corporate Office:** 2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009

- e) **Listing Date:** 27th October, 2010

- f) **Financial Year:** Financial Year is 1st April to 31st March

- g) **Dividend:** Nil

- h) **Book closure date:**

The Register of Members and Share Transfer Books of the Company will be closed from Friday, 23rd September, 2016 to Thursday, 29th September, 2016 (both days inclusive) for the purpose of 17th Annual General Meeting.

- i) **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 2016-17 has been paid by the Company to BSE and NSE
- ISIN of Equity Shares NSDL/CDSL is INE482J01013

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

Month	Monthly High	BSE		No. of Shares Traded	NSE	
		Monthly Low	Monthly High		Monthly Low	Monthly High
Apr-15	47.90	24.50	4,11,337	46.00	23.00	3,95,291
May-15	65.00	44.00	8,37,156	63.00	43.50	8,63,229
Jun-15	65.00	48.10	8,00,924	65.00	49.00	8,40,440
Jul-15	60.00	45.55	4,43,042	56.70	49.00	5,16,077
Aug-15	56.90	40.00	5,91,444	56.70	38.15	6,77,052
Sep-15	48.00	38.10	2,34,673	47.60	37.50	2,85,131
Oct-15	48.00	35.00	7,78,759	44.90	34.90	7,78,818
Nov-15	39.95	30.25	1,88,369	38.90	31.10	1,53,689
Dec-15	34.00	28.00	2,58,495	34.00	29.20	2,39,388
Jan-16	32.50	27.00	1,64,959	32.90	26.35	2,04,431
Feb-16	39.40	28.75	15,36,313	39.40	28.05	15,13,948
Mar-16	37.50	30.05	22,87,908	37.50	31.70	22,44,906

k) Shareholding As on 31st March, 2016

(i) Shareholding Pattern Category wise as on 31st March, 2016

Category	No. of shares held	% of holding
Promoters & Promoter Group	9520162	60.15
FPI	112307	0.71
Other Corporate Bodies	1732051	10.94
Indian Public	4165959	26.32
Clearing Member	270991	1.71
Foreign Nationals	26086	0.16
GRAND TOTAL	15827556	100.00

(ii) Distribution of Shareholding as on 31st March, 2016

Range of shares	SHAREHOLDERS		SHARES	
	No. of Shareholders	Percentage of Total	No. of shares	Percentage of Total
01 to 500	3880	85.35	506012	3.20
501 to 1000	237	5.21	194831	1.23
1001 to 2000	151	3.32	234960	1.48
2001 to 3000	43	0.95	109401	0.69
3001 to 4000	31	0.68	108483	0.68
4001 to 5000	42	0.92	200628	1.27
5001 to 10000	56	1.23	431716	2.73
10001 & above	106	2.33	14041525	88.72
TOTAL	4546	100.00	15827556	100.00

l) Dematerialization of Equity Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form. The dematerialization facility is available from both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 99.99% of the share capital are dematerialized as on 31st March, 2016. The Company's shares are regularly traded on the 'Bombay Stock Exchange Limited' and 'National Stock Exchange of India Limited' in dematerialized form.

**m) 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 Website: www.linkintime.co.in

n) Share Transfer Procedure:

As on 31st March, 2016, 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 Regulation 40(9) of the Listing Regulations (erstwhile 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.

j) Outstanding GDRs / ADRs / Warrants / any other convertible instruments

The Company does not have any outstanding instruments of the captioned type.

o) Address of Correspondence:

(i) Ms. Priti Kakkar

Company Secretary & Compliance Officer

Gyscoal Alloys Ltd.

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

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

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

Link Intime India Pvt. Ltd

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

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

p) Site Location: Gyscoal Alloys Ltd. Village: Ubkhal, Kukarwada, Tal: Vijapur, District Mehsana, Gujarat**q) Outstanding GDRs /ADRs / Warrants or any convertible instrument, conversion and likely impact on equity - NIL****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, 2016 as stipulated in Listing Agreement and in relevant regulation of Listing Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations.

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.

Chiarg Shah

Proprietor

Chirag Shah & Associates

FCS No. 5545

C P No.: 3498

Date : 12.08.2016

Place : Ahmedabad

**CERTIFICATION BY MANGING DIRECTOR (MD) & CHIEF FINANCIAL OFFICER (CFO)**

To
The Board of Directors
Gyscoal Alloys Limited,
2nd Floor, Mrudul Tower,
B/H Times of India,, Ashram Road,
Naurangpura,
Ahemdabad, 380009, Gujarat.

CERTIFICATION BY CHIEF FINANCIAL OFFICER AND MANAGING DIRECTOR

We, Viral M Shah, Managing Director and Kalpesh Patel, CFO – Chief Financial Officer of the Company M/s. Gyscoal Alloys Limited, hereby certify that for the financial year ending 31st March, 2016:

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

Place : Ahmedabad
Date : 30/05/2016

Viral M Shah
Managing Director
DIN - 00014182

Kalpesh Patel
CFO

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTOR AND SENIOR MANAGEMENT PERSONNEL

To
The Member of M/S. Gyscoal Alloys Limited,

I, Viral M Shah, Chairman & Managing Director, declare that all the Board Members and senior management personnel of the Company have complied with the Code of Conduct of the Company for the period from 1st April, 2015 to 31st March, 2016.

For, Gyscoal Alloys Limited

Place : Ahmedabad
Date : 30/05/2016

Viral M Shah
Chairman cum Managing Director
DIN - 00014182

**INDEPENDENT AUDITORS' REPORT**

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

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of GYSCOAL ALLOYS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements that give true and fair view 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 Company's Directors, 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 on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31 March 2016 and its loss and its 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the 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 aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and
- g) With respect to the other matters included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in **Note 34** to the financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

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

D. B. Patel
Partner
Membership No. 117477

Ahmedabad
May 30, 2016

ANNEXURE A 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)

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

- (i) (a) Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;**
The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;**
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) Whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof;**
According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account;**



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. The discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) Whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. If so,

- (a) Whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;**
- (b) Whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;**
- (c) If the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;**

The Company has not granted any loan to any party listed in the register maintained under section 189 of the Companies Act. Accordingly, paragraph 3(viii) of the Order is not applicable.

(iv) In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.

As informed to us, the Company has not granted and loans or made any investments, or provided any guarantee or security to the parties covered under section 185 and 186. Accordingly, paragraph 3(iv) of the Order is not applicable.

(v) In case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?

As informed to us, the Company has not accepted any deposit from public. Accordingly, paragraph 3(v) of the Order is not applicable.

(vi) Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.

We have broadly reviewed the cost records maintained by the company specified by the Central Government under sub-section (1) of section 148 of the Companies Act 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.

(vii) (a) Whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;

According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to 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.*

According to the information and explanations given to us, no undisputed amounts payable in respect of sales tax, customs duty, excise duty, cess and other material statutory dues applicable to it, were in arrears, as at 31st March, 2016 for a period of more than six months from the date they became payable.

(b) Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the



forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).

According to the information and explanations given to us, the disputed statutory dues aggregating ₹ 410734597/- 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 Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	3746534*	2007-08	Gujarat Value Added Tax Tribunal, Ahmedabad
4.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	32404381*	2007-08	Gujarat Value Added Tax Tribunal, Ahmedabad
5.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	170505*	2008-09	Gujarat Value Added Tax Tribunal, Ahmedabad
6.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	107084371*	2008-09	Gujarat Value Added Tax Tribunal, Ahmedabad
7.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	250524818*	2009-10	Gujarat Value Added Tax Tribunal, Ahmedabad
8.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	244882*	2009-10	Gujarat Value Added Tax Tribunal, Ahmedabad
9.	The Income Tax Act, 1961	Income Tax, Interest	8979840	2011-12	ITAT, Ahmedabad
10.	The Income Tax Act, 1961	Income Tax, Interest	1913950	2012-13	CIT (Appeal), Ahmedabad
Total			410734597		

* Stay Order has been received against the amount disputed and not deposited

(viii) Whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).

In our opinion and according to the information and explanations given to us, the Company has defaulted in repayment of dues to financial institutions, banks or debenture holders during the year, details of which are as under :

Sr. No.	Name of the Bank	Default made since	Defaulted principal amount outstanding as on Balance Sheet Date Amount in ₹	Defaulted interest amount outstanding as on Balance Sheet Date Amount in ₹	Remarks
1.	State Bank of Bikaner & Jaipur Satellite Road Branch, Ahmedabad Cash Credit A/c No. 61137449344	December -15	98895276	3939298	
2.	State Bank of Patiala Mid Corporate Branch, Navrangpura, Ahmedabad Cash Credit A/c No. 65084267769	July-15	271859199	39306789	



- (ix) **Whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;**

In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of initial public offer / further public offer (including debt instruments) and the term loans during the year for the purposes for which they were raised as disclosed in Note : 35 to the Financial Statements.

- (x) **Whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated;**

To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the company or any fraud on the Company by its officers or employees was noticed or reported during the period.

- (xi) **Whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same;**

According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- (xii) **Whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;**

In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

- (xiii) **Whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;**

According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) **whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance;**

According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

- (xv) **Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with;**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

- (xvi) **Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.**

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

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

D. B. Patel
Partner

Membership No. 117477

**ANNEXURE B TO INDEPENDENT AUDITORS' REPORT**

(Referred to in Paragraph 2(f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Gyscoal Alloys Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Ahmedabad
May 30, 2016

D. B. Patel
Partner
Membership No. 117477



BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in ₹)

	Note	AS AT 31st March, 2016	AS AT 31st March, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	158275560	158275560
Reserves and Surplus	2	637075235	769591646
		795350795	927867206
Non-Current Liabilities			
Long-Term Borrowings	3	193123594	155886435
Deferred Tax Liabilities (Net)	4	42866505	51497031
Long-Term Provisions	5	3081501	2577553
		239071600	209961019
Current Liabilities			
Short-Term Borrowings	6	714491710	648973252
Trade Payables	7	385039030	422407622
Other Current Liabilities	8	202231778	162558633
Short-Term Provisions	9	12883750	25491173
		1314646268	1259430681
Total Equity and Liabilities :->		2349068663	2397258905
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	10	525351462	568211420
Non-Current Investments	11	56882745	56882745
Long-Term Loans And Advances	12	81446049	199788809
		663680256	824882974
Current assets			
Inventories	13	463328777	468681394
Trade Receivables	14	1089532631	981464578
Cash and Bank Balances	15	26793267	33794602
Short-Term Loans And Advances	16	105095779	82790431
Other Current Assets	17	637952	5644927
		1685388407	1572375932
Total Assets :->		2349068663	2397258905

Significant Accounting Policies and Notes on Financial Statements

1 to 38

As per our Report of even date

For & on behalf of the Board of Directors

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

Viral Shah
Chairman & Managing Director

Zankarsinh Solanki
Wholetime Director

D. B. Patel
Partner

Kalpesh Patel
Chief Financial Officer

Priti Kakkar
Company Secretary

Ahmedabad
May 30, 2016



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in ₹)

	Note	2015-16	2014-15
INCOME			
Revenue from Operations	18	1593267027	1763644878
Other Income	19	45769196	15456685
Total Revenue :->		1639036223	1779101563
EXPENDITURE			
Cost of Material Consumed	20	1387980176	1003384118
Purchase of Stock-in-Trade		7017026	431723847
Change in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	21	(9843950)	35859898
Employee Benefits Expenses	22	16080683	15436864
Finance Costs	23	116817216	105126853
Depreciation and Amortisation Expenses	24	105792173	55766987
Other Expenses	25	167030149	121821637
Total Expenses :->		1790873473	1769120205
Profit Before Tax		(151837250)	9981358
Tax Expenses			
- Prior Period Tax		(10690313)	0
- Current Tax		0	2078863
- Deferred Tax Liability (Asset)		(8630526)	5872535
Profit for the Year		(132516411)	2029960
Earning per Equity Share of Face Value of ₹ 10 each	31		
Basic & Diluted (₹)		(8.37)	0.13
Significant Accounting Policies and Notes on Financial Statements	1 to 38		
As per our Report of even date		For & on behalf of the Board of Directors	
For, B. K. Patel & Co. Chartered Accountants		Viral Shah <i>Chairman & Managing Director</i>	Zankarsinh Solanki <i>Wholetime Director</i>
D. B. Patel <i>Partner</i> Ahmedabad May 30, 2016		Kalpesh Patel <i>Chief Financial Officer</i>	Priti Kakkar <i>Company Secretary</i>



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in ₹)

	2015-16	2014-15
(A) Cash Flow from Operating Activities :		
Net Profit Before Tax	(151837250)	9981358
Non-Cash Adjustment to reconcile Profit Before Tax to Net Cash Flows		
Depreciation/Amortisation of current year	105792173	55766987
Loss / (Profit) on Sales of Fixed Assets	0	210150
Interest Received	(2826451)	(4740371)
Interest Paid	116817216	105126853
Operating Profit Before Working Capital Changes	67945688	166344977
Movement in Working Capital :		
Increase/(Decrease) in Trade Payables	(37368592)	(213575384)
Increase/(Decrease) in Long Term Provisions	503948	715022
Increase/(Decrease) in Other Current Liabilities	39673145	8102849
Increase/(Decrease) in Short Term Provisions	1161753	1392670
Decrease/(Increase) in Trade Receivables	(108068053)	(157230531)
Decrease/(Increase) in Inventories	5352617	123766361
Decrease/(Increase) in Other Current Assets	5006975	(326386)
Cash Generated from/(used in) Operating Activities	(25792520)	(70810422)
Direct Taxes Paid (Net)	3078864	0
Nat Cash from Operating Activities (A)	(28871384)	(70810422)
(B) Cash Flow from Investing Activity :		
Purchase of Fixed Assets	(62932215)	(214944395)
Sales of Fixed Assets	0	3100000
Profit / (Loss) on Sale of Fixed Assets	0	(210150)
Movement in Loans & Advances	96037411	253822533
Interest Received	2826451	4740371
Net Cash form Investing Activities (B)	35931648	46508359
(C) Cash Flow from Financial Activities :		
Proceeds from Long Term Borrowings (Net)	37237159	(31300011)
Proceeds from Short Term Borrowings (Net)	65518458	104473383
Interest Paid	(116817216)	(105126853)
Net Cash Flow from/(used in) Financing Activities (C)	(14061599)	(31953481)
Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)	(7001335)	(56255544)
Add : Opening Cash & Bank Balances	33794602	90050146
Closing Cash & Bank Balances	26793267	33794602

As per our Report of even date

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

D. B. Patel
Partner

Ahmedabad
May 30, 2016

For & on behalf of the Board of Directors

Viral Shah
Chairman & Managing Director

Kalpesh Patel
Chief Financial Officer

Zankarsinh Solanki
Wholetime Director

Priti Kakkar
Company Secretary

**Significant Accounting Policies****A BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees rounded off to the nearest rupees.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

B USE OF ESTIMATES

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes and the useful lives of fixed tangible assets and intangible assets.

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 the financial statements.

C INVENTORIES

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.

D 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.

E 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.

F TENGIBLE 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.

G DEPRECIATION

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 for the period and depreciation on addition of assets during the period has been provided on prorata basis.

H 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.

I FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

Monetary items denominated in foreign currencies at the year end are restated at year end rates.

Non-monetary foreign currency items are carried at cost.

Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss Statement, except in case of long term liabilities, where they relate to acquisition of Fixed Assets, in which case they are adjusted to the carrying cost of such assets.

J 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.

K EMPLOYEE BENEFITS

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.

L BORROWING COSTS

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.

M 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.

N TAXES ON INCOME

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

O IMPAIRMENT OF ASSETS

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

P PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

1. SHARE CAPITAL

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Authorised Share Capital :		
27000000 Equity Shares of ₹ 10 each (27000000 Equity Shares of ₹ 10 each in Previous Year)	270000000	270000000
	270000000	270000000
Issued, Subscribed and Paid up :		
15827556 Equity shares of ₹ 10 each (15827556 Equity shares of ₹ 10 each in Previous Year)	158275560	158275560
Total :->	158275560	158275560

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

Name of the Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	% held	No. of Shares	% held
Viral Shah	5176396	32.70	5176396	32.70
General Capital and Holding Company Pvt. Ltd.	1538460	9.72	1538460	9.72
Giraben Kishorsinh Solanki	1415735	8.94	1415735	8.94
Sampati Securities Limited	1178349	7.44	1077494	6.81

1.2 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, 2016		As at 31st March, 2015	
	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	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

1.3 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.

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



2. RESERVES AND SURPLUS

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
General Reserve		
As per last Balance Sheet	744800	744800
Add : Addition during the year	0	0
Less : Utilisation during the year	0	0
	744800	744800
Securities Premium Reserve		
As per last Balance Sheet	526014386	526014386
Add : Proceeds from IPO	0	0
Less : Amount utilised towards IPO Expenses	0	0
	526014386	526014386
Profit and Loss Account		
As per last Balance Sheet	242832460	241543294
Add : Profit for the year	(132516411)	2029959
Less : Appropriations during the year	0	740793
- Adjustment relating to Fixed Assets (Refere Note No. 10.2)		
	110316049	242832460
Total :->	637075235	769591646

3. LONG TERM BORROWINGS

(Amount in ₹)

	As at 31st March, 2016		As at 31st March, 2015	
	Non-Current	Current	Non-Current	Current
Secured				
Term Loans				
- From Banks	4944210	2840718	7784928	4565624
- From Others	7666699	1705384	9372083	1529806
Deferred Payment Liabilities	0	0	0	0
Deposits	0	0	0	0
Loans and Advance from Related Parties	0	0	0	0
Long Term Maturities of Financial Lease Obligations	0	0	0	0
Other Loans and Advances	0	0	0	0
	12610910	4546102	17157012	6095430
Unsecured				
Deposits	104185000	0	910000	0
Loans and Advance from Related Parties	76327684	0	137819423	0
	180512684	0	138729423	0
Total :->	193123594	4546102	155886435	6095430



3.1 Details of Term Loans are as under :

Auto Loans from HDFC Bank carries interest @ 10.13% p.a. The loan is repayable in 60 equated monthly installments total amounting to ₹294820/- including interest.

Auto Loans from Tata Capital Financial Services Ltd. carries interest @ 11.52% p.a. The loan is repayable in 60 equated monthly installments total amounting to ₹100100/- including interest.

Auto Loans from Volkswagen Finance Private Limited carries interest @ 10.16% p.a. The loan is repayable in 60 equated monthly installments total amounting to ₹117704/- including interest.

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

Term Loans from State Bank of Patiyala of ₹Nil/- (Previous Year ₹1961251/-) was 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 HDFC Bank of ₹7784928/- (Previous Year ₹10389301/-) are secured by way of hypothecation of respective vehicles.

Auto Loans from Tata Capital Financial Services Ltd. of ₹3108997/- (Previous Year ₹3903762/-) are secured by way of hypothecation of respective vehicles.

Auto Loans from Volkswagen Finance Private Limited of ₹6263086/- (Previous Year ₹6998128/-) 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, 2016	As at 31st March, 2015
Deferred Tax Liability related to Fixed Assets		
Opening Balance	51497031	45624496
Add : Addition during the year / (Reverted during the year)	(8630526)	5872535
Closing Balance	42866505	51497031

5. LONG-TERM PROVISIONS

(Amount in ₹)

	As at 31st March, 2016		As at 31st March, 2015	
	Non-Current	Current	Non-Current	Current
Provision for Gratuity (Refer Note No. 22)	3081501	849364	2577553	644199
Total :->	3081501	849364	2577553	644199

**6. SHORT-TERM BORROWINGS**

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Secured		
Working Capital Loan repayable on demand from Banks		
Cash Credit	714491710	630077229
	714491710	630077229
Unsecured		
Working Capital Loan repayable on demand from Banks		
Foreign Outward Bill Discount	0	18896023
	0	18896023
Total :->	714491710	648973252

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.

During the year, the company has made default in repayment of working capital loan repayable on demand from the banks, details of which are as under :

Sr. No.	Name of the Bank	Default made since	Defaulted principal amount outstanding as on Balance Sheet Date Amount in ₹	Defaulted interest amount outstanding as on Balance Sheet Date Amount in ₹	Remarks
1.	State Bank of Bikaner & Jaipur Satellite Road Branch, Ahmedabad Cash Credit A/c No. 61137449344	December -15	98895276	3939298	
2.	State Bank of Patiala Mid Corporate Branch, Navrangpura, Ahmedabad Cash Credit A/c No. 65084267769	July-15	271859199	39306789	

Note : As both the above Accounts classified by bank as NPA, interest on the same is not charged by the bank in the said accounts. So, the company has made provision of interest payable on such accounts at the interest rates sanctioned by the banks and shown under the Other Current Liabilities in Balance Sheet.

7. TRADE PAYABLES

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Trade Payables	385039030	422407622
Total :->	385039030	422407622

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, 2016	As at 31st March, 2015
Current Maturities of Long Term Debt	4546102	6095430
Interest Accrued and Due on Borrowings	42946087	0
Other Payables*	154739589	156463203
Total :-	202231778	162558633

* Other Payables include statutory dues, credit balance of Bank Current A/c, creditors for capital goods and advance from customers.

9. SHORT TERM PROVISIONS

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Provision for Gratuity	849364	644199
Provision for Expenses	3362053	2405465
Provision for Taxation	8672333	22441509
Total :-	12883750	25491173

10. FIXED ASSETS

(Amount in ₹)

Name of the Assets	Gross Block			Depreciation				Net Block		
	As on 1-4-2015	Addition/ Adjustment	Deduction/ Adjustment	As on 31-3-2016	As on 1-4-2015	Deduction / Adjustment	For the Year	Up to 31-3-2016	As on 31-3-2016	As on 31-3-2015
TANGIBLE ASSETS :										
Factory Land	10366262	0	0	10366262	0	0	0	0	10366262	10366262
Building - Factory	106148744	7178301	0	113327045	26003922	0	8114134	34118056	79208989	80144822
Building - Office	6922336	68867	0	6991203	696574	0	306046	1002620	5988583	6225762
Furniture	5222221	60014	0	5282235	2349015	0	797408	3146423	2135812	2873206
Office Equipments	2105730	10049	0	2115779	1165834	0	475140	1640974	474805	939896
Plant & Machinery	694574400	55565484	0	750139884	247829528	0	89246964	337076492	413063392	446744872
Vehicles	40694969	0	0	40694969	19839068	0	6801146	26640214	14054755	20855901
Computers	441640	49500	0	491140	380941	0	51335	432276	58864	60699
Sub-Total	866476302	62932215	0	929408517	298264883	0	105792173	404057056	525351462	568211420
INTANGIBLE ASSETS :	0	0	0	0	0	0	0	0	0	0
Sub-Total	0	0	0	0	0	0	0	0	0	0
Total	866476302	62932215	0	929408517	298264883	0	105792173	404057056	525351462	568211420
Previous Year	508618846	367034144	9176687	866476303	247623639	5125743	55766987	298264883	568211420	260995207
CAPITAL WORK IN PROGRESS *									0	0
INTANGIBLE ASSETS UNDER DEVELOPMENT									0	0

* Income from investment in mutual fund made from the proceed of IPO of ₹ 19121150/- is deducted from the total figure of WIP as the same is treated as project pre-completion income and the same is adjusted against the cost of the project.

10.1 CAPITAL WORK-IN-PROGRESS CAPITALISED DURING THE YEAR

(Amount in ₹)

	2015-16	2014-15
Opening Balance of Capital Work-in-Progress	0	151879600
Add: Addition during the Year	0	191477373
	0	343356973
Less : Project Pre-Completion Income	0	19121150
	0	324235823
Add : Capital Work-in-Progress transferred to respective assets	0	324235823
Closing Balance of Capital Work-in-Progress	0	0

10.2 From the last year, pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted in the opening balance of Profit and Loss Account amounting to ₹ 740793.

**11. NON-CURRENT INVESTMENTS**

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Other Investments		
In Equity Shares of Subsidiary Company		
Unquoted, Partly Paid up		
918000 Shares of Thai Indo Steel Co. Ltd. of Thai Bhat 100 each (25% Paid up)	56673715	56673715
Other Investments (Unquoted)	209030	209030
Total :->	56882745	56882745

Such Non-Current Investments are valued at Cost

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

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Capital Advance	70015646	188552907
Security Deposit	11430403	11235902
Total :->	81446049	199788809

13. INVENTORIES

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Raw Materials	332042309	347238876
Finished Goods	131286468	121442518
Total :->	463328777	468681394

14. TRADE RECEIVABLES

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Outstanding for a period exceeding six months from the date they are due for payment		
Doubtful*	18127314	18127314
Unsecured and Considered Good	326666394	60639496
Other Trade Receivables		
Unsecured and Considered Good	744738923	902697768
Total :->	1089532631	981464578

* 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.

**15. CASH AND BANK BALANCES**

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Balance with Banks :		
In Current Accounts	971589	431826
In Fixed Deposits*	25177723	30422785
Cash on Hand	643956	2939991
Total :->	26793267	33794602

* Fixed Deposit with banks includes deposits of ₹ 25177723/- (Previous Year ₹27518121/-) 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.

16. SHORT-TERM LOANS AND ADVANCES

(Amount in ₹)

Unsecured and Considered Good

	As at 31st March, 2016	As at 31st March, 2015
Other Loans and Advances		
Balance With Statutory / Government Authorities	97098151	75232604
Prepaid Expenses	289351	111644
Advances To Creditors, Suppliers & Contractors and Others	6459632	5530386
Staff Advances	1248645	1915797
Total :->	105095779	82790431

17. OTHER CURRENT ASSETS

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Interest Accrued on Fixed Deposits, UGVCL & Torrent Power Deposit	637952	5644927
Total :->	637952	5644927



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

18. REVENUE FROM OPERATIONS

(Amount in ₹)

	2015-16	2014-15
Sale of Products	1827547389	1971551389
Income From Other Operations	11016695	5650163
	1838564084	1977201552
Less : Excise Duty	196826816	161998255
Less : VAT & CST	48470241	51558419
	245297057	213556674
Total :->	1593267027	1763644878

18.1 PARTICULARS OF SALE OF PRODUCTS

(Amount in ₹)

	2015-16	2014-15
S.S. & M.S. Structure Products	1827547389	1971551389
Total :->	1827547389	1971551389

19. OTHER INCOME

(Amount in ₹)

	2015-16	2015-16	2014-15	2014-15
Interest				
From Current Investments	1907828		3957034	
From Others	918623	2826451	783337	4740371
Net Gain on Foreign Currency		41899814		9780684
Transaction & Translation (Other than considered as Finance Cost)				
Other Non Operating Income		1042930		935629
Total :->		45769196		15456685

20. COST OF MATERIAL CONSUMED

	2015-16		2014-15	
	(Amount in ₹)	% of Consumption	(Amount in ₹)	% of Consumption
Imported	15489169	1.12	6479981	0.65
Indigenous	1372491007	98.88	996904137	99.35
Total :->	1387980176	100.00	1003384118	100.00

**20.1 PARTICULARS OF MATERIALS CONSUMED**

(Amount in ₹)

Particulars	2015-16	2014-15
S. S. Structures	1338436603	957309758
Furnace Oil & Coal	13994649	15439672
Others	35548924	30634688
Total :->	1387980176	1003384118

21. CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS & STOCK-IN-TRADE

(Amount in ₹)

	2015-16	2014-15
Inventories (at commencement)		
Finished Goods / Stock-in-Trade	121442518	157302416
	121442518	157302416
Inventories (at close)		
Finished Goods / Stock-in-Trade	131286468	121442518
	131286468	121442518
Total :->	(9843950)	35859898

22. EMPLOYEE BENEFIT EXPENSES

(Amount in ₹)

	2015-16	2014-15
Salaries and Wages	15456895	14819168
Contribution to Provident & Other Funds	579147	583145
Staff Welfare Expenses	44641	34551
Total :->	16080683	15436864

22.1 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 ₹)

	2015-16	2014-15
Employer's Contribution to Provident Fund	579147	583145

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	2015-16	2014-15
Present Value of Obligation as at the beginning of the period.	3221752	2390447
Current Service Cost	482289	439133
Interest Cost	258446	185260
Benefits Paid (If Any)	0	0
Actuarial (Gain)/Loss on obligation	(31622)	206912
Present Value of Obligation as at the end of the period	3930865	3221752

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

Particulars	2015-16	2014-15
Present Value of Plan Assets as at the beginning of the period.	0	0
Expected Return on Plan Assets	0	0
Contributions	0	0
Actuarial (Gain)/Loss on Plan Assets	0	0
Fair Value of Plan Assets at the end of the period	0	0

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

Particulars	2015-16	2014-15
Present Value of Obligation as at the end of the period	3930865	3221752
Fair Value of Plan Assets at the end of the period	0	0
Net Assets/(Liability) recognized in Balance Sheet	(3930865)	(3221752)

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

Particulars	2015-16	2014-15
Current Service Cost	482289	439133
Interest Cost	258446	185260
Expected Return on Plan Assets	0	0
Net Actuarial losses (gains) recognized in period	(31622)	206912
Expenses Recognized in the statement of Profit & Loss	709113	831305

E. Actuarial Assumptions

Particulars	2015-16	2014-15
Discount Rate	8.00%	7.75%
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)	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate

23. FINANCE COSTS (Amount in ₹)

	2015-16	2014-15
Interest Expenses	112439352	103056208
Other Borrowing Costs	4377864	2070645
Total :->	116817216	105126853

24. DEPRECIATION AND AMORTISATION EXPENSES (Amount in ₹)

	2015-16	2014-15
Depreciation and Amortisation Expenses (Refere Note No. 10)	105792173	55766987
Total :->	105792173	55766987

**25. OTHER EXPENSES**

(Amount in ₹)

	2015-16	2015-16	2014-15	2014-15
Manufacturing Expenses				
Freight & Transportation Expenses	5732669		4684090	
Insurance	300095		219705	
Jobwork Charges	27558275		1241877	
Labour Charges	30668379		29267739	
Other Manufacturing Expenses	2596404		1169069	
Power & Fuel - Factory	69055544		67497188	
Rent	24000		102500	
Repairs to Building	68305		0	
Repairs to Machinery	626128		361937	
Stores & Spares	4656648		3275983	
* Excise Duty	2227521		(3810299)	
		143513968		104009789
Selling & Distribution Expenses				
Advertisement Expenses	1689762		201778	
Packing, Clearing & Forwarding Charges	11586704		7255278	
Other Selling & Distribution Expenses	308489		0	
		13584955		7457056
Establishment Expenses				
Charity & Donations	54554		110000	
Computer Expenses	62195		112190	
General Expenses	751416		1122500	
Legal & Professional Fees	2571513		2508295	
Power & Fuel - Office	767595		587466	
Other Repairs	155346		107152	
Payment to Auditors	350000		350000	
Rate & Taxes	384185		511611	
Stationery & Postage Expenses	459250		420027	
Telephone Expenses	1099168		1105546	
Travelling Expenses	2853755		2801574	
Vehicle Expenses	422249		618431	
		9931226		10354792
Total :->		167030149		121821637

* 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.



26. VALUE OF STORES & SPARES CONSUMED	(Amount in ₹)	
	2015-16	2014-15
Imported	0	0
Indigenous	4656648	3275983
Total :->	4656648	3275983

27. VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF	(Amount in ₹)	
	2015-16	2014-15
Raw Materials and Stock-in-Trade	13319071	4928745
Total :->	13319071	4928745

28. PAYMENT TO AUDITORS AS :	(Amount in ₹)	
	2015-16	2014-15
Statutory Audit Fees	250000	250000
Tax Audit Fees	50000	50000
Certification and Consultation Fees	50000	50000
Total :->	350000	350000

29. EXPENDITURE IN FOREIGN CURRENCY :	(Amount in ₹)	
	2015-16	2014-15
Raw Material Purchase	13319071	4928745
Capital Assets Purchase	821875	0
Sales Promotion Expenses	452706	0
Stores & Consumable Purchase	122670	0
Total :->	14716322	4928745

30. EARNING PER SHARE	(Amount in ₹)	
	2015-16	2014-15
Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders	(132516411)	2029960
Weighted Average number of Equity shares used as denominator for calculating EPS	15827556	15827556
Basic and Diluted Earning per Share (in ₹)	(8.37)	0.13
Face Value per Equity Share (in ₹)	10	10

31. EARNING IN FOREIGN EXCHANGE	(Amount in ₹)	
	2015-16	2014-15
FOB Value of Exports	589914848	285118054
Total :->	589914848	285118054


32. RELATED PARTY DISCLOSURE :

(Amount in ₹)

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

Sr. No.	Name of the Related Party and Relationship	Related Party Transaction			
		Loan Taken during the Year	Loan Repaid During The Year	Year End Balance of Loan	Director Salary Paid
1	Giraben Solanki Key Managerial Personnel	0 0 Employee Benefit Expenses Paid 320000 0	0 11040	2107960 2107960	60354 340824
2	Manish M. Shah Key Managerial Personnel	0 0	8594895 3449	0 8594895	0 188320
3	Viral M. Shah Key Managerial Personnel	706224 1853112	2116186 1231797	837606 2247568	850020 755568
4	Zankarsinh K. Solanki Key Managerial Personnel	706224 353112	748641 2077310	30843293 30885710	508464 451968
5	Mona Shah Key Managerial Personnel	Employee Benefit Expenses Paid 258940 232320	Godown Rent Paid 12000 0		
6	Dipali Shah Key Managerial Personnel	Employee Benefit Expenses Paid 172139 154440			
7	Sarojben M. Shah Key Managerial Personnel	Employee Benefit Expenses Paid 269236 241560			
8	Dhara Z. Solanki Key Managerial Personnel	Employee Benefit Expenses Paid 147125 132000	Godown Rent Paid 12000 0		



Sr. No.	Name of the Related Party and Relationship	Related Party Transaction			
		Loan Taken during the Year	Loan Repaid During The Year	Year End Balance of Loan	
9	General Capital & Holdings Pvt. Ltd. Company in which KMP/Relatives of KMP can exercise significant influence	0 125000	0 72297000	0 0	
10	Sampati Securities Ltd. Company in which KMP/Relatives of KMP can exercise significant influence	121841832 104648351	178000000 52645000	21961013 68976272	Interest Paid @ 7.5% 5968236 4190552
11	Torque Automotive Pvt. Ltd. Company in which KMP/Relatives of KMP can exercise significant influence	14317811 19059944	14975520 31703378	20577812 21235521	Car Purchased 0 5150124
12	Long View Financial Services Pvt. Ltd. Company in which KMP/Relatives of KMP can exercise significant influence	0 133465	0 958465	0 0	
13	Viral M. Shah - HUF Key Managerial Personnel is Karta of HUF	0 400000	0 400000	0 0	

33. 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 ₹589914848/- out of total turnover of ₹1582250332/- but due to nature of the business, the assets / liabilities and expenses for these activities can not be bifurcated separately.

34. CONTINGENT LIABILITIES :

	2015-16	2014-15
* Claims against the Company not acknowledged as debt (Amount in ₹)	395705537	402846192

(Net of amount paid to statutory authorities and provided in to accounts)

* Claims against the Company not acknowledgement as debt includes demand from the Gujarat VAT Authority for payment of VAT and CST of ₹390090807/- and from the Indian Income Tax Authority for payment of tax of ₹5614730/- The Company has filed appeal with higher authorities and the Company has been legally advised that the additional demands raised are likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.



35. 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	2015-16	2015-16	2014-15	2014-15
Amount Received from IPO		5467.00		5467.00
Promotor Contribution		1000.00		1000.00
Income from Investment of IPO Proceeds		191.21		191.21
		6658.21		6658.21
	Projected	Actual	Projected	Actual
Land Cost*	765.38	204.95	765.38	633.70
Civil Cost	600.00	645.43	600.00	573.66
Plant & Machinery*	4405.11	4092.90	4405.11	4291.90
Long Term Working Capital	500.00	1194.24	500.00	609.22
General Corporate Purpose	25.00	10.00	25.00	10.00
IPO Expenses	482.36	510.69	482.36	510.69
	6777.85	6658.21	6777.85	6629.17
Fixed Deposits with Bank		0.00		29.04
Total :->		6658.21		6658.21

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

Plant & Machinerries for Phase -I of new IPO project has been installed and Phase-II of the same is still under process.

36. 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.
37. Outstanding Balance of unsecured loans, trade receivalbes, trade payables, loans and advances and any other outstanding balances including all squared up accounts are subject to confirmation and reconciliation.
38. The figures for the corresponding previous period have been restated /regrouped wherever necessary, to make them comparable.

As per our Report of even date

For, B. K. Patel & Co.

Chartered Accountants

D. B. Patel

Partner

Ahmedabad

May 30, 2016

For & on behalf of the Board of Directors

Viral Shah

Chairman & Managing Director

Zankarsinh Solanki

Wholetime Director

Kalpesh Patel

Chief Financial Officer

Priti Kakkar

Company Secretary

**INDEPENDENT AUDITORS' REPORT**

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

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Gyscoal Alloys Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements / financial information of one subsidiary, whose financial statements / financial information reflect total assets of ₹97959144 as at 31st March, 2016, total revenues of ₹0 and net cash flows



(negative) amounting to ₹17522 for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management (read with Note No. 36).

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the management representation from the subsidiary company none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:-
 - i. There were no pending litigations which would impact the consolidated financial position of the Group. The Company has disclosed the impact of pending litigations on its consolidated financial position in its financial statements as referred to in **Note 34** to the financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary.

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

D. B. Patel
Partner

Membership No. 117477

Ahmedabad
May 30, 2016

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph (f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of Gyscoal Alloys Limited ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over



financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

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

D. B. Patel
Partner
Membership No. 117477

Ahmedabad
May 30, 2016



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in ₹)

	Note	AS AT 31st March, 2016	AS AT 31st March, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	158275560	158275560
Reserves and Surplus	2	635336670	768543073
		793612230	926818633
		22489605	22500013
Minority interest			
Non-Current Liabilities			
Long-Term Borrowings	3	238238762	201766103
Deferred Tax Liabilities (Net)	4	42866505	51497031
Long-Term Provisions	5	3081501	2577553
		284186768	255840687
Current Liabilities			
Short-Term Borrowings	6	714491710	648973252
Trade Payables	7	385039030	422407623
Other Current Liabilities	8	211349925	171831292
Short-Term Provisions	9	12883750	25612304
		1323764416	1268824471
		2424053020	2473983803
Total Equity and Liabilities :->			
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	10	528931323	571793757
Goodwill on Consolidation	11	33698379	33698379
Non-Current Investments	12	209030	209030
Long-Term Loans And Advances	13	109859936	228806449
Other Non-Current Assets	14	929450	945200
		673628117	835452814
Current assets			
Inventories	15	463328777	468681394
Trade Receivables	16	1089532631	981464578
Cash and Bank Balances	17	26799422	33817345
Short-Term Loans And Advances	18	167756024	146512485
Other Current Assets	19	3008050	8055187
		1750424903	1638530989
		2424053020	2473983803
Total Assets :->			

Significant Accounting Policies and Notes on Consolidated Financial Statements

1 To 44

As per our Report of even date

For & on behalf of the Board of Directors

For, B. K. Patel & Co.

Chartered Accountants

D. B. Patel

Partner

Ahmedabad
May 30, 2016**Viral Shah**

Chairman & Managing Director

Zankarsinh Solanki

Wholetime Director

Kalpesh Patel

Chief Financial Officer

Priti Kakkar

Company Secretary



CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in ₹)

	Note	2015-16	2014-15
INCOME			
Revenue from Operations	20	1593267027	1763644878
Other Income	21	45769196	17851761
Total Revenue :->		1639036223	1781496639
EXPENDITURE			
Cost of Material Consumed	22	1387980176	1003384118
Purchase of Stock-in-Trade		7017026	431723847
Change in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	23	(9843950)	35859898
Employee Benefits Expenses	24	16080683	16673475
Finance Costs	25	116817216	105126853
Depreciation and Amortisation Expenses	26	105795200	55770011
Other Expenses	27	167727521	125101637
Total Expenses :->		1791573872	1773639840
Profit Before Tax		(152537649)	7856798
Tax Expenses			
- Prior Period Tax		(10690313)	0
- Current Tax		0	2078863
- Deferred Tax Liability (Asset)		(8630526)	5872535
Profit for the Period from Continuing Operations		(133216810)	(94600)
Add/(Less): Share of (Profit) / Loss attributable to Minority		10407	1075986
Profit for the Year		(133206403)	981387
Earning per Equity Share of Face Value of ₹ 10 each	32		
Basic & Diluted (₹)		(8.42)	0.06
Significant Accounting Policies and Notes on Consolidated Financial Statements	1 to 44		
As per our Report of even date		For & on behalf of the Board of Directors	
For, B. K. Patel & Co. Chartered Accountants		Viral Shah <i>Chairman & Managing Director</i>	Zankarsinh Solanki <i>Wholetime Director</i>
D. B. Patel <i>Partner</i> Ahmedabad May 30, 2016		Kalpesh Patel <i>Chief Financial Officer</i>	Priti Kakkar <i>Company Secretary</i>



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in ₹)

	2015-16	2014-15
(A) Cash Flow from Operating Activities :		
Net Profit Before Tax	(152537649)	7856798
Non-Cash Adjustment to reconcile Profit Before Tax to Net Cash Flows		
Depreciation/Amortisation of current year	105795200	55770011
Loss / (Profit) on Sales of Fixed Assets	0	210150
Share of (Profit) / Loss attributable to Minority	10407	1075986
Interest Received	(2826451)	(7135447)
Interest Paid	116817216	105126853
Operating Profit Before Working Capital Changes	67258723	162904352
Movement in Working Capital :		
Increase/(Decrease) in Trade Payables	(37368593)	(213575384)
Increase/(Decrease) in Long Term Provisions	503948	715022
Increase/(Decrease) in Other Current Liabilities	39518633	7712181
Increase/(Decrease) in Short Term Provisions	1040622	1513801
Decrease/(Increase) in Trade Receivables	(108068053)	(157230531)
Decrease/(Increase) in Inventories	5352617	123766361
Decrease/(Increase) in Other Current Assets	5062888	(258078)
Cash Generated from/(used in) Operating Activities	(26699215)	(74452276)
Direct Taxes Paid (net)	3078864	0
Net Cash from Operating Activities (A)	(29778079)	(74452276)
(B) Cash Flow from Investing Activity :		
Purchase of Fixed Assets	(62932764)	(214944395)
Sales of Fixed Assets	0	3100000
Change in Minority interest	(10407)	(1075986)
Profit / (Loss) on Sale of Fixed Assets	0	(210150)
Movement in Loans & Advances	97702975	257439823
Interest Received	2826451	7135447
Net Cash from Investing Activities (B)	37586254	51444740
(C) Cash Flow from Financial Activities :		
Proceeds from Long Term Borrowings (Net)	36472660	(32595225)
Proceeds from Short Term Borrowings (Net)	65518458	104473383
Interest Paid	(116817216)	(105126853)
Net Cash Flow from/(used in) Financing Activities (C)	(14826098)	(33248696)
Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)	(7017923)	(56256232)
Add : Opening Cash & Bank Balances	33817345	90073577
Closing Cash & Bank Balances	26799422	33817344

As per our Report of even date

For & on behalf of the Board of Directors

For, B. K. Patel & Co.

Chartered Accountants

D. B. Patel

Partner

Ahmedabad

May 30, 2016

Viral Shah

Chairman & Managing Director

Zankarsinh Solanki

Wholetime Director

Kalpesh Patel

Chief Financial Officer

Priti Kakkar

Company Secretary

**Significant Accounting Policies****A BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS**

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

B PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements relate to Gyscoal Alloys Limited ('the Company') and its Subsidiary Company. The Consolidated Financial Statements have been prepared on the following basis :

- a) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements"
 - b) Intra-group balances and intra-group transactions and resulting unrealized profits have been eliminated.
 - c) The excess of the Company's portion of equity of the subsidiary as at the date of its investment over the cost of its investment is treated as Capital Reserve. The excess of cost of investment over the Company's portion of equity as at the date of investment is treated as Goodwill and the same is tested for impairment on an annual basis.
 - d) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognised in the consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.
 - e) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
 - f) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
 - g) The consolidated financial statements are prepared using uniform accounting policies for like transactions and events in similar circumstances and necessary adjustments required for deviations, if any to the extent possible, are made in the consolidated financial statements and are presented in the same manner as the Company's standalone financial statements.
 - h) Where losses attributable to minority in the consolidated financial statements exceed the minority interest, then excess of loss of minority interest over its interest in equity shall be attributed to the company's net worth except in cases where minority is accountable to bear such additional loss through a binding contractual obligation. Subsequently when the subsidiary reports profits, all such profits shall be allocated to the company until the minority's share of losses previously absorbed by the company have been recovered.
- C** The financial statements of the subsidiary used in the consolidation are normally drawn up to the same reporting date as of the company except in case where the same are not available. They shall then be consolidated based on latest available financial statement. In any case the difference in reporting dates shall not exceed six months.
- D** Figures pertaining to the Subsidiary Companies have been recast/reclassified wherever necessary to bring them in line with the parent Company's financial statements.
- E** The notes and significant accounting policies to the Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the companies. In this respect the Company has disclosed such notes and policies which fairly present the needed disclosures. And such other notes and statutory information disclosed in the financial statements of the parent and subsidiary companies which are not having any effect on the true and fair view of the Consolidated Financial Statements are excluded.
- F** The Company has prepared consolidated financial statement as on 31st March, 2016, as per revised Schedule VI notified under the Act. The Company has also reclassified the previous year figures where required.
- G** Investments other than in subsidiary, if any have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

H OTHER SIGNIFICANT ACCOUNTING POLICIES

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

1. SHARE CAPITAL

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Authorised Share Capital :		
27000000 Equity Shares of ₹ 10 each (27000000 Equity Shares of ₹ 10 each in Previous Year)	270000000	270000000
	270000000	270000000
Issued, Subscribed and Paid up :		
15827556 Equity shares of ₹ 10 each (15827556 Equity shares of ₹ 10 each in Previous Year)	158275560	158275560
Total :->	158275560	158275560

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

Name of the Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	% held	No. of Shares	% held
Viral Shah	5176396	32.70	5176396	32.70
General Capital and Holding Company Pvt. Ltd.	1538460	9.72	1538460	9.72
Giraben Kishorsinh Solanki	1415735	8.94	1415735	8.94
Sampati Securities Limited	1178349	7.44	1077494	6.81

1.2 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, 2016		As at 31st March, 2015	
	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	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

1.3 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.

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



2. RESERVES AND SURPLUS

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
General Reserve		
As per last Balance Sheet	744800	744800
Add : Addition during the year	0	0
Less : Utilisation during the year	0	0
	744800	744800
Securities Premium Reserve		
As per last Balance Sheet	526014386	526014386
Add : Proceeds from IPO	0	0
Less : Amount utilised towards IPO Expenses	0	0
	526014386	526014386
Profit and Loss Account		
As per last Balance Sheet	241783887	241543294
Add : Profit for the year	(133206403)	981387
Less : Appropriations during the year	0	740793
	108577484	241783887
Total :->	635336670	768543073

3. LONG TERM BORROWINGS

(Amount in ₹)

	As at 31st March, 2016		As at 31st March, 2015	
	Non-Current	Current	Non-Current	Current
Secured				
Term Loans				
- From Banks	4944210	2840718	7784928	4565624
- From Others	7666699	1705384	9372083	1529806
	12610910	4546102	17157012	6095430
Unsecured				
Deposits	104185000	0	910000	0
Loans and Advance from Related Parties	121442853	0	183699091	0
	225627853	0	184609091	0
Total :->	238238762	4546102	201766103	6095430

3.1 Details of Term Loans are as under :

Auto Loans from HDFC Bank carries interest @ 10.13% p.a. The loan is repayable in 60 equated monthly installments total amounting to ₹294820/- including interest.

Auto Loans from Tata Capital Financial Services Ltd. carries interest @ 11.52% p.a. The loan is repayable in 60 equated monthly installments total amounting to ₹100100/- including interest.

Auto Loans from Volkswagen Finance Private Limited carries interest @ 10.16% p.a. The loan is repayable in 60 equated monthly installments total amounting to ₹117704/- including interest.

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

Term Loans from State Bank of Patiyala of ₹Nil/- (Previous Year ₹1961251/-) was 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 HDFC Bank of ₹7784928/- (Previous Year ₹10389301/-) are secured by way of hypothecation of respective vehicles.

Auto Loans from Tata Capital Financial Services Ltd. of ₹3108997/- (Previous Year ₹3903762/-) are secured by way of hypothecation of respective vehicles.

Auto Loans from Volkswagen Finance Private Limited of ₹6263086/- (Previous Year ₹6998128/-) 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, 2016	As at 31st March, 2015
Deferred Tax Liability related to Fixed Assets		
Opening Balance	51497031	45624496
Add : Addition during the year / (Reverted during the year)	(8630526)	5872535
Closing Balance	42866505	51497031

5. LONG-TERM PROVISIONS

(Amount in ₹)

	As at 31st March, 2016		As at 31st March, 2015	
	Non-Current	Current	Non-Current	Current
Provision for Gratuity (Refer Note No. 24)	3081501	849364	2577553	644199
Total :->	3081501	849364	2577553	644199

6. SHORT-TERM BORROWINGS

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Secured		
Working Capital Loan repayable on demand from Banks		
Cash Credit	714491710	630077229
	714491710	630077229
Unsecured		
Working Capital Loan repayable on demand from Banks		
Foreign Outward Bill Discount	0	18896023
	0	18896023
Total :->	714491710	648973252

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.

During the year, the company has made default in repayment of working capital loan repayable on demand from the banks, details of which are as under :

Sr. No.	Name of the Bank	Default made since	Defaulted principal amount outstanding as on Balance Sheet Date Amount in ₹	Defaulted interest amount outstanding as on Balance Sheet Date Amount in ₹	Remarks
1.	State Bank of Bikaner & Jaipur Satellite Road Branch, Ahmedabad Cash Credit A/c No. 61137449344	December -15	98895276	3939298	
2.	State Bank of Patiala Mid Corporate Branch, Navrangpura, Ahmedabad Cash Credit A/c No. 65084267769	July-15	271859199	39306789	

Note : As both the above Accounts classified by bank as NPA, interest on the same is not charged by the bank in the said accounts. So, the company has made provision of interest payable on such accounts at the interest rates sanctioned by the banks and shown under the Other Current Liabilities in Balance Sheet.

7. TRADE PAYABLES

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Trade Payables	385039030	422407623
Total :->	385039030	422407623


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, 2016	As at 31st March, 2015
Current Maturities of Long Term Debt	4546102	6095430
Interest Accrued and Due on Borrowings	42946087	0
Other Payables*	163857736	165735862
Total :-	211349925	171831292

* Other Payables include statutory dues, credit balance of Bank Current A/c, creditors for capital goods and advance from customers.

9. SHORT TERM PROVISIONS

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Provision for Gratuity	849364	644199
Provision for Expenses	3362053	2526596
Provision for Taxation	8672333	22441509
Total :-	12883750	25612304

10. FIXED ASSETS

(Amount in ₹)

Name of Assets	Gross Block			Depreciation					Net Block	
	As on 1-4-2015	Addition	Deduction	As on 31-3-2016	As on 1-4-2015	Deduction on account of Sale / Adjustment	For the Year	Up to 31-3-2016	As on 31-3-2016	As on 31-3-2015
TANGIBLE ASSETS :										
Factory Land	13944776	0	0	13944776	0	0	0	0	13944776	13944776
Building - Factory	106148744	7178301	0	113327045	26003922	0	8114134	34118056	79208989	80144823
Building - Office	6922336	68867	0	6991203	696574	0	306046	1002620	5988583	6225762
Furniture	5222221	60014	0	5282235	2349015	0	797408	3146423	2135812	2873206
Office Equipments	2118102	10049	0	2128151	1174383	0	477616	1651999	476152	943719
Plant & Machinery	694574400	55565484	0	750139884	247829528	0	89246964	337076492	413063392	446744872
Vehicles	40694969	0	0	40694969	19839068	0	6801146	26640214	14054755	20855901
Computers	441640	49500	0	491140	380941	0	51335	432276	58864	60699
Sub-Total	870067189	62932215	0	932999404	298273431	0	105794649	404068081	528931323	571793757
INTANGIBLE ASSETS :	0	0	0	0	0	0	0	0	0	0
Sub-Total	0	0	0	0	0	0	0	0	0	0
Total	870067189	62932215	0	932999404	298273431	0	105794649	404068081	528931323	571793757
Previous Year	512209732	367034144	9176687	870067189	247629163	5125743	55770011	298273431	571793757	278792112
CAPITAL WORK IN PROGRESS *									0	0
INTANGIBLE ASSETS UNDER DEVELOPMENT									0	0

* Income from investment in mutual fund made from the proceed of IPO of ₹ 19121150/- is deducted from the total figure of WIP as the same is treated as project pre-completion income and the same is adjusted against the cost of the project.

**10.1 CAPITAL WORK-IN-PROGRESS CAPITALISED DURING THE LAST YEAR**

(Amount in ₹)

	2015-16	2014-15
Opening Balance of Capital Work-in-Progress	0	151879600
Add: Addition during the Year	0	191477373
	0	343356973
Less : Project Pre-Completion Income	0	19121150
	0	324235823
Add : Capital Work-in-Progress transferred to respective assets	0	324235823
Closing Balance of Capital Work-in-Progress	0	0

10.2 From the last year, pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted in the opening balance of Profit and Loss Account amounting to ₹ 740793.

11. GOODWILL ON CONSOLIDATION COMPRISES OF :

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Goodwill on Consolidation	33698379	33698379
Less : Capital Reserve on Consolidation	0	0
Net Goodwill on Consolidation	33698379	33698379

12. NON-CURRENT INVESTMENTS

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Other Investments		
Other Investments (Unquoted)	209030	209030
Total :->	209030	209030

Such Non-Current Investments are valued at Cost

13. LONG-TERM LOANS AND ADVANCES (Unsecured and Considered Good)

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Capital Advance	70015646	188552907
Security Deposit	11430403	11235902
Loans and Advances to Related Parties	28413887	29017640
Total :->	109859936	228806449

14. OTHER NON-CURRENT ASSETS

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Deposit for Land Leases	929450	945200
Total :->	929450	945200

**15. INVENTORIES**

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Raw Materials	332042309	347238876
Finished Goods	131286468	121442518
Total :->	463328777	468681394

16. TRADE RECEIVABLES

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Outstanding for a period exceeding six months from the date they are due for payment		
Doubtful*	18127314	18127314
Unsecured and Considered Good	326666394	60639496
Other Trade Receivables		
Unsecured and Considered Good	744738923	902697768
Total :->	1089532631	981464578

* 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.

17. CASH AND BANK BALANCES

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Balance with Banks :		
In Current Accounts	973077	432773
In Fixed Deposits*	25177723	30422785
Cash on Hand	648622	2961787
Total :->	26799422	33817345

* Fixed Deposit with banks includes deposits of ₹ 25177723/- (Previous Year ₹ 27518121/-) 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.

18. SHORT-TERM LOANS AND ADVANCES

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Unsecured and Considered Good		
Other Loans and Advances		
Balance With Statutory / Government Authorities	97098151	75232604
Prepaid Expenses	289351	111644
Advances To Creditors, Suppliers & Contractors and Others	69119877	69252440
Staff Advances	1248645	1915797
Total :->	167756024	146512485

19. OTHER CURRENT ASSETS

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Interest Accrued on Fixed Deposits, UGVCL & Torrent Power Deposit	3008050	8055187
Total :->	3008050	8055187



CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

20. REVENUE FROM OPERATIONS (Amount in ₹)

	2015-16	2014-15
Sale of Products	1827547389	1974246231
Income From Other Operations	11016695	5650163
	1838564084	1979896394
Less : Excise Duty	196826816	164693097
Less : VAT & CST	48470241	51558419
	245297057	216251516
Total :->	1593267027	1763644878

20.1 PARTICULARS OF SALE OF PRODUCTS (Amount in ₹)

	2015-16	2014-15
S.S. & M.S. Structure Products	1827547389	1974246231
Total :->	1827547389	1974246231

21. OTHER INCOME (Amount in ₹)

	2015-16	2015-16	2014-15	2014-15
Interest				
From Current Investments	1907828		3957034	
From Others	918623	2826451	3178413	7135447
Net Gain on Foreign Currency Transaction & Translation (Other than considered as Finance Cost)		41899814		9780684
Other Non Operating Income		1042930		935629
Total :->		45769196		17851761

22. COST OF MATERIAL CONSUMED

	2015-16		2014-15	
	(Amount in ₹)	% of Consumption	(Amount in ₹)	% of Consumption
Imported	15489169	1.12	6479981	0.65
Indigenous	1372491007	98.88	996904137	99.35
Total :->	1387980176	100.00	1003384118	100.00

22.1 PARTICULARS OF MATERIALS CONSUMED

Particulars	2015-16	2014-15
S. S. Structures	1338436603	957309758
Furnace Oil & Coal	13994649	15439672
Others	35548924	30634688
Total :->	1387980176	1003384118

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

	2015-16	2014-15
Inventories (at commencement)		
Finished Goods / Stock-in-Trade	121442518	157302416
	121442518	157302416
Inventories (at close)		
Finished Goods / Stock-in-Trade	131286468	121442518
	131286468	121442518
Total :->	(9843950)	35859898

24. EMPLOYEE BENEFIT EXPENSES (Amount in ₹)

	2015-16	2014-15
Salaries and Wages	15456895	16055779
Contribution to Provident & Other Funds	579147	583145
Staff Welfare Expenses	44641	34551
Total :->	16080683	16673475

24.1 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 ₹)

	2015-16	2014-15
Employer's Contribution to Provident Fund	579147	583145

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	2015-16	2014-15
Present Value of Obligation as at the beginning of the period.	3221752	2390447
Current Service Cost	482289	439133
Interest Cost	258446	185260
Benefits Paid (If Any)	0	0
Actuarial (Gain)/Loss on obligation	(31622)	206912
Present Value of Obligation as at the end of the period	3930865	3221752

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

Particulars	2015-16	2014-15
Present Value of Plan Assets as at the beginning of the period.	0	0
Expected Return on Plan Assets	0	0
Contributions	0	0
Actuarial (Gain)/Loss on Plan Assets	0	0
Fair Value of Plan Assets at the end of the period	0	0

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

Particulars	2015-16	2014-15
Present Value of Obligation as at the end of the period	3930865	3221752
Fair Value of Plan Assets at the end of the period	0	0
Net Assets/(Liability) recognized in Balance Sheet	(3930865)	(3221752)

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

Particulars	2015-16	2014-15
Current Service Cost	482289	439133
Interest Cost	258446	185260
Expected Return on Plan Assets	0	0
Net Actuarial losses (gains) recognized in period	(31622)	206912
Expenses Recognized in the statement of Profit & Loss	709113	831305

E. Actuarial Assumptions

Particulars	2015-16	2014-15
Discount Rate	8.00%	7.75%
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)	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate

25. FINANCE COSTS (Amount in ₹)

	2015-16	2014-15
Interest Expenses	112439352	103056208
Other Borrowing Costs	4377864	2070645
Total :->	116817216	105126853

26. DEPRECIATION AND AMORTISATION EXPENSES (Amount in ₹)

	2015-16	2014-15
Depreciation and Amortisation Expenses (Refer Note No. 10)	105795200	55770011
Total :->	105795200	55770011

27. OTHER EXPENSES (Amount in ₹)

	2015-16	2015-16	2014-15	2014-15
Manufacturing Expenses				
Freight & Transportation Expenses	5732669		4684090	
Insurance	300095		219705	
Jobwork Charges	27558275		1241877	
Labour Charges	30668379		29267739	
Other Manufacturing Expenses	2620404		1169069	



Power & Fuel - Factory	69055544	67497188
Rent	0	170126
Repairs to Building	68305	0
Repairs to Machinery	626128	361937
Stores & Spares	4656648	3275983
* Excise Duty	2227521	(3810299)
	143513968	104077415

Selling & Distribution Expenses

Advertisement Expenses	1689762	201778
Packing, Clearing & Forwarding Charges	11586704	7255278
Other Selling & Distribution Expenses	308489	0
	13584955	7457056

Establishment Expenses

Charity & Donations	54554	110000
Computer Expenses	62195	112190
General Expenses	759538	1150095
Legal & Professional Fees	2580913	2862785
Power & Fuel - Office	767595	587466
Other Repairs	155346	107152
Payment to Auditors	350000	350000
Rate & Taxes	384185	511611
Stationery & Postage Expenses	459250	420027
Telephone Expenses	1099168	1105546
Loss on Foreign Currency Translation	679849	1645168
Travelling Expenses	2853755	3986696
Vehicle Expenses	422249	618431
	10628598	13567167

Total :- **167727521** **125101637**

* 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.

28. VALUE OF STORES & SPARES CONSUMED

(Amount in ₹)

	2015-16	2014-15
Imported	0	0
Indigenous	4656648	3275983
Total :-	4656648	3275983

29. VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

(Amount in ₹)

	2015-16	2014-15
Raw Materials and Stock-in-Trade	13319071	4928745
Total :-	13319071	4928745


30. PAYMENT TO AUDITORS AS :

(Amount in ₹)

	2015-16	2014-15
Statutory Audit Fees	250000	250000
Tax Audit Fees	50000	50000
Certification and Consultation Fees	50000	50000
Total :->	350000	350000

31. EXPENDITURE IN FOREIGN CURRENCY :

(Amount in ₹)

	2015-16	2014-15
Raw Material Purchase	13319071	4928745
Capital Assets Purchase	821875	0
Sales Promotion Expenses	452706	0
Stores & Consumable Purchase	122670	0
Total :->	14716322	4928745

32. EARNING PER SHARE

(Amount in ₹)

	2015-16	2014-15
Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders	(133206403)	981387
Weighted Average number of Equity shares used as denominator for calculating EPS	15827556	15827556
Basic and Diluted Earning per Share (in R)	(8.42)	0.06
Face Value per Equity Share (in R)	10	10

33. EARNING IN FOREIGN EXCHANGE

(Amount in ₹)

	2015-16	2014-15
FOB Value of Exports	589914848	285118054
Total :->	589914848	285118054

34. RELATED PARTY DISCLOSURE :

(Amount in ₹)

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

Sr. No.	Name of the Related Party and Relationship	Related Party Transaction			
		Loan Taken during the Year	Loan Repaid During The Year	Year End Balance of Loan	Director Salary Paid
1	Giraben Solanki Key Managerial Personnel	0 0 Employee Benefit Expenses Paid 320000 0	0 11040	2107960 2107960	60354 340824
2	Manish M. Shah Key Managerial Personnel	0 0	8594895 3449	0 8594895	0 188320
3	Viral M. Shah Key Managerial Personnel	706224 1853112	2116186 1231797	837606 2247568	850020 755568



Sr. No.	Name of the Related Party and Relationship	Related Party Transaction			
4	Zankarsinh K. Solanki Key Managerial Personnel	Loan Taken during the Year 706224 353112	Loan Repaid During The Year 748641 2077310	Year End Balance of Loan 30843293 30885710	Director Salary Paid 508464 451968
5	Mona Shah Key Managerial Personnel	Employee Benefit Expenses Paid 258940 232320	Godown Rent Paid 12000 0		
6	Dipali Shah Key Managerial Personnel	Employee Benefit Expenses Paid 172139 154440			
7	Sarojben M. Shah Key Managerial Personnel	Employee Benefit Expenses Paid 269236 241560			
8	Dhara Z. Solanki Key Managerial Personnel	Employee Benefit Expenses Paid 147125 132000	Godown Rent Paid 12000 0		
9	General Capital & Holdings Pvt. Ltd. Company in which KMP/Relatives of KMP can exercise significant influence	Loan Taken during the Year 0 125000	Loan Repaid During The Year 0 72297000	Year End Balance of Loan 0 0	
10	Sampati Securities Ltd. Company in which KMP/Relatives of KMP can exercise significant influence	Loan Taken during the Year 121841832 104648351	Loan Repaid During The Year 178000000 52645000	Year End Balance of Loan 21961013 68976272	Interest Paid @ 7.50% 5968236 4190552
11	Torque Automotive Pvt. Ltd. Company in which KMP/Relatives of KMP can exercise significant influence	Loan Taken during the Year 14317811 19059944	Loan Repaid During The Year 14975520 31703378	Year End Balance of Loan 20577812 21235521	Car Purchased 0 5150124
12	Long View Financial Services Pvt. Ltd. Company in which KMP/Relatives of KMP can exercise significant influence	Loan Taken during the Year 0 133465	Loan Repaid During The Year 0 958465	Year End Balance of Loan 0 0	
13	Viral M. Shah - HUF Key Managerial Personnel is Karta of HUF	Loan Taken during the Year 0 400000	Loan Repaid During The Year 0 400000	Year End Balance of Loan 0 0	


35. The Subsidiary companies considered in the consolidated financial statements are :

List of Subsidiaries and the Company's effective holdings therein are as under:

Name of the Subsidiary	Country of the Incorporation	Date on which it became Subsidiary	Effective Ownership in subsidiaries as at	
			2015-16	2014-15
Thai Indo Steel Co. Ltd.	Thailand	11/12/2013	91.98%	91.98%

36. A) Reasons for consolidation based on Management Accounts :

The Company has a holding of 91.98% in its subsidiary Company namely Thai Indo Steel Limited. In the absence of availability of the Audited financials for the purposes of this consolidated financial statement, Consolidated Financial Statement for the year 2015-16 was prepared with considering the Management Accounts of this subsidiaries.

B) Pursuant to the Securities Exchange Board of India circular no. CIR/CFD/DIL/7/2011 dated October 5, 2011, all listed companies are required to submit their Standalone and Consolidated annual audited results within 60 days from the end of the financial year. In respect of one of the subsidiary namely Thai indo steel Limited it was not practicable to draw up the financial statements upto March 31, 2016 within the stipulated period. Accordingly, the management has considered unaudited financial statements of that subsidiary for the year ended November 30, 2015. Further, no material transactions and other events were found between December 1, 2015 and March 31, 2016 which required financial adjustments as per the requirements of AS 21.

37. Necessary adjustments are normally made in the CFS to align the accounting policy of all the group concerns with that of the company. However in respect of the following components of the consolidated financial statements, the accounting policies followed by the subsidiary is different from that of the company:-

Components of Consolidated Financial Statements	Particulars	Amount as at March 31, 2015 (in ₹)	Proportion of the component %
Depreciation (Post Acquisition)	The Subsidiary has provided Depreciation	2,476	0.00%
Accumulated Depreciation	on Straight Line Method as against Written Down Value followed by the Company.	11,025	0.00%

38. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint Ventures.

Name of the entity minus total liabilities	Net Assets, i.e. total assets profit or loss		Share in	
	As % of consolidated net assets	Amount ₹	As % of consolidated profit or loss	Amount ₹
Parent				
Gyscoal Alloys Limited	94.49%	749886402	99.48%	(132516411)
Subsidiaries				
Foreign				
Thai Indo Steel Limited	5.51%	43725828	0.52%	(689992)
Minority Interests in all subsidiaries	2.83%	22489605		

Note: 1. Minority Interest has been considered as part of Liabilities at the time of calculation of Net Assets.
2. Goodwill on Consolidation has been considered as part of Assets at the time of calculation of Net Assets.

39. 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 ₹589914848/- out of total turnover of ₹1582250332/- but due to nature of the business, the assets / liabilities and expenses for these activities can not be bifurcated separately.



40. CONTINGENT LIABILITIES :

	2015-16	2014-15
* Claims against the Company not acknowledged as debt (Amount in ₹)	395705537	402846192

(Net of amount paid to statutory authorities and provided in to accounts)

* Claims against the Company not acknowledgement as debt includes demand from the Gujarat VAT Authority for payment of VAT and CST of ₹390090807/- and from the Indian Income Tax Authority for payment of tax of ₹5614730/- The Company has filed appeal with higher authorities and the Company has been legally advised that the additional demands raised are likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

41. 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	2015-16	2015-16	2014-15	2014-15
Amount Received from IPO		5467.00		5467.00
Promotor Contribution		1000.00		1000.00
Income from Investment of IPO Proceeds		191.21		191.21
		6658.21		6658.21
	Projected	Actual	Projected	Actual
Land Cost*	765.38	204.95	765.38	633.70
Civil Cost	600.00	645.43	600.00	573.66
Plant & Machinery*	4405.11	4092.90	4405.11	4291.90
Long Term Working Capital	500.00	1194.24	500.00	609.22
General Corporate Purpose	25.00	10.00	25.00	10.00
IPO Expenses	482.36	510.69	482.36	510.69
	6777.85	6658.21	6777.85	6629.17
Fixed Deposits with Bank		0.00		29.04
Total :-		6658.21		6658.21

* It includes advances given to various parties for Land and Plant & Machinery for New Project. Plant & Machineries for Phase -I of new IPO project has been installed and Phase-II of the same is still under process.

42. 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.

43. Outstanding Balance of unsecured loans, trade receivalbes, trade payables, loans and advances and any other outstanding balances including all squared up accounts are subject to confirmation and reconciliation.

44. The figures for the corresponding previous period have been restated /regrouped wherever necessary, to make them comparable.

As per our Report of even date

For & on behalf of the Board of Directors

For, B. K. Patel & Co.

Chartered Accountants

D. B. Patel

Partner

Ahmedabad

May 30, 2016

Viral Shah

Chairman & Managing Director

Zankarsinh Solanki

Wholetime Director

Kalpesh Patel

Chief Financial Officer

Priti Kakkar

Company Secretary

ANNEXURE - A - SUBSIDIARIES

SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARY/ASSOCIATES/JOINT VENTURES AS PER COMPAINES ACT, 2013

Pursuant to first proviso of Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies Account Rules, 2014)

Sr. No.	Name of Subsidiary Company	Currency	% Share holding	Capital	Reserves	Total Assets	Total Liabilities	Investments Income	Turnover/ Total Taxation	Profit Before Taxation	Provision for Taxation	Profit After	Proposed Dividend	Country
1	Thai Indo Steel Company Ltd.	INR	91.98%	59,797,376	(16,071,548)	97,959,144	54,233,316	0	0	(20,549)	0	(20,549)	0	Thailand
		BHAT		24,950,000	(1,289,893)	52,835,058	29,174,951	0	0	(10,930)	0	(10,930)	0	

Note :-

- 1 Investments exclude investment in subsidiary.
- 2 Proposed dividend from the subsidiary is Nil
- 3 The subsidiary "Thai Indo Steel Company Ltd" is yet to commence operations.
- 4 The whole of profit / (loss) of the subsidiary as above has been considered for consolidation.
- 5 The subsidiary maintains its accounts in Bhat currency. The closing Exchange rate used for conversion of monetary items is 1.8589 Rs / Bhat.
- 6 The annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the holding and subsidiary companies. The same shall also be made available for inspection. If any of the shareholders desire hard copy of the financial statements of the subsidiary company, the same shall be provided on demand.



**GYSKOAL ALLOYS LIMITED**

Regd Office : Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana 382830
Tele. : +91 2763 252384 Fax : +91 2763 252540

Corporate Office : 2nd Floor, Mrudul Tower, B/h. Times of India, Ashram Road, Ahmedabad-380 009, Gujarat, INDIA.
Te.: +91 79 66614508 Fax : +91 79 26579387 Email : info@gyscoal.com website: www.gyscoal.com

CIN : L27209GJ1999PLC036656

ATTENDANCE SLIP

Full name of the member attending _____

Full name of the joint-holder _____
(To be filled in if first named Joint – holder does not attend meeting)

Name of Proxy _____
(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 17th Annual General Meeting of Gyscoal Alloys Limited held Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana 382830 at 11:00 a.m. on Thursday, 29th day of September, 2016.

Registered Folio No. _____

DP Id.* _____

No of Share Held _____

Client Id.* _____

Member's / Proxy's name
In Block Letters

Member's / Proxy's Signature

*Applicable for investors holding shares in electronic form

**GYSCOAL ALLOYS LIMITED**

Regd Office : Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana 382830
Tele. : +91 2763 252384 Fax : +91 2763 252540

Corporate Office : 2nd Floor, Mrudul Tower, B/h. Times of India, Ashram Road, Ahmedabad-380 009, Gujarat, INDIA.
Te.: +91 79 66614508 Fax : +91 79 26579387 Email : info@gyscoal.com website: www.gyscoal.com

CIN : L27209GJ1999PLC036656

Form No. MGT- 11**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

Email Id : _____

Folio No / Client Id : _____

DP Id : _____

I / we, being the member(s) of Equity Shares of the above named company, hereby appoint

1. Name : _____

Address : _____

Email id : _____ Signature : _____ or failing him ;

2. Name : _____

Address : _____

Email id : _____ Signature : _____ or failing him ;

3. Name : _____

Address : _____

Email id : _____ Signature : _____

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the members of the company to be held on Thursday, 29th day of September, 2016 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS
	Ordinary Business
1	Adoption of Annual Accounts of the Company as on 31 st March, 2016 (Ordinary Resolution).
2	Re-appointment of Mr. Zankarsinh Solanki who retires by rotation (Ordinary Resolution).
3	Appointment of M/s Saurabh R Shah Chartered Accountants having registration number 127176W as Auditors of the Company in place of M/s B K Patel & Co., Chartered Accountants, having registration No. 112647W.
	SPECIAL BUSINESS
4	Re-appointment of Whole time Director for period of five years (Ordinary Resolution)
5	Approval of remuneration of Cost Auditor for the year 2016 – 2017. (Ordinary Resolution)
6	Sub-division of 1(one) equity share of face value of ₹ 10/- each into 10(ten) equity of ₹ 1/- each (Ordinary Resolution)
7	To alter the capital clause of the Memorandum of Association. (Ordinary Resolution)
8	Service of documents u/s 20 of the Companies Act 2013 for delivery of documents in a particular mode. (Ordinary Resolution)

Signed this _____ day of _____ 2016

Signature of Shareholder _____

Signature of Proxy Holde _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

If undelivered, Please return to:

Gyscoal Alloys Limited
Corporate Office : 2nd Floor, Mrudul Tower,
B/h Times of India, Ashram Road,
Ahmedabad 380009, Gujarat
CIN - L27209GJ1999PLC036656