



# Gyscoal Alloys Ltd.

AN ISO 9001 Certified Company  
Government Recognized Export House



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

**Branch Office :**  
17th Floor, Atlanta Building,  
# 171/172, Nariman Point,  
Mumbai - 400021.  
Ph. : + 91-022-40082600  
Fax : + 91-022-40082626

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

**CIN : L27209GJ1999PLC036656**

Ref. No./GAL/AHMD/2014-15

Date: 15<sup>th</sup> September, 2014

CORPORATE RELATION DEPARTMENT

**BOMBAY STOCK EXCHANGE LTD**  
FLOOR 1, NEW TRADING RING,  
ROTUNDA BUILDING, P J TOWERS  
DALAL STREET  
MUMBAI - 400 001

SCRIP CODE: 533275

SCRIP ID: GAL

Dear Sirs,

## CORPORATE INFORMATION

**Sub: Re-submission of Annual Report as required under clause 31 for the year ended 31/03/2014**

Please find attached Annual Report pursuant to clause 31 of listing agreement.

The resubmission is due to erroneous selection of wrong copy of Annual Report while uploading which was not final copy of the same. Please find attached final Annual Report and upload the same in place of our earlier submission dated 05/09/2014.

Also we are attaching herewith list of changes in Annual Report.

Hope you will find the above in order.

Thanking you,

Yours faithfully,

**For GYSKOAL ALLOYS LTD**

**Company Secretary & Compliance Officer**

Encl: as above



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**CIN : L27209GJ1999PLC036656**

## Annexure

Following are the changes

1. At page no. 27 in point no d) following is added "read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013". And point f) is removed.
2. At page No 31 in balance sheet following are deleted
  - a) Money received against share Warrants
  - b) Other Long term Liabilities
  - c) Intangible Assets
3. At page No 32. Stock in process and Stock in trade is (21011628).
4. At page No 38 under reserve and Surplus -Read General Reserve as per last balance sheet.
5. At page No 39 & 60 under Short Term Borrowing Cash Credit as at March 2014 is Rs. 17000000 and As at March 2013 is Rs.0. Also Deposit as at 31<sup>st</sup> March 2014 is Rs.0 and as at 2013 is Rs. 60525054.
6. At page no.44 under point no E-Actuarial Assumption: Mortality Table(LIC) under 2012-13 is LIC1994-96
7. At page No 54 under Current Liabilities – amount of other current liabilities is as at March 2014 is Rs. 164119111 and thus total of balance sheet is Rs.2598624021.
8. At page No 56 –increase /(Decrease) in other current liabilities for 2013-14 is Rs. 13960227
  - Cash generated from operating activities for 2013-14 is Rs. 243409890.
  - Net Cash from operating activities for 2013-14 is Rs. 231390374
  - Net Increase/Decrease in cash and bank balance is Rs. 33739734.
  - Closing Cash & Bank Balance for FY 2013-14 is Rs.90073577.
9. At page no 31,32,33,50,54,55,56&71 Designation of Viral Shah is Chairman & Managing Director.
10. At page No 61, under Other Current liabilities other payables as at 31<sup>st</sup> March 2014 is Rs 148214806 and thus Total is Rs. 164119111.
11. Subsidiary Company Details information is at page no 71 instead of page No. 53 and therefore index page numbers are changed accordingly.
12. At places (amount in Rs.) is added.

**ANNUAL REPORT  
2013-2014**



**GYSCOAL ALLOYS LIMITED**



**COMPANY INFORMATION**

1

**BOARD OF DIRECTORS:**

Mr. Viral M. Shah	Chairman & Managing Director
Mr. Manish M. Shah	Whole-time Director
Mrs. Giraben K. Solanki	Executive Director
Mr. Zankarsinh K. Solanki	Whole-time Director
Mr. Kuren Amin	Independent Director (Resigned on 08/08/2014)
Mr. Sunil Talati	Independent Director
Mr. Surendra Patel	Independent Director
Mr. Prem Malik	Independent Director (Resigned on 18/04/2014)

**CORPORATE OFFICE:**

2<sup>nd</sup> 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.

**BRANCH OFFICE:**

17th Floor, Atlanta Building,  
171/172, Nariman Point, Mumbai - 400021.

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

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

**BANKERS:**

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

**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

**FORWARD-LOOKING STATEMENTS :-**

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

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## NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of the Company will be held on Tuesday, 30th September, 2014 at Registered Office of the Company at Plot No.2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana -382830 at 10.00 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 2014 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 appoint Auditor M/s B.K Patel & Co, Chartered Accountants as Auditor of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS :

4. Appointment of Mr. Sunil Talati as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, and the revised Clause 49 of the Listing Agreement effective from 1st October, 2014, Mr. Sunil Talati (DIN 00621947), already an Independent Director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the period of five years from September 30, 2014, and shall not be liable to retire by rotation”

5. Appointment of Mr. Surendra Patel as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, and the revised Clause 49 of the Listing Agreement effective from 1st October, 2014, Mr. Surendra Patel (DIN 05171249), already an Independent Director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the period of five years from September 30, 2014, and shall not be liable to retire by rotation

6. Keeping Registers, returns etc., at a place other than the Registered Office

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

**“RESOLVED THAT** pursuant to provisions of Section 94(1) of the Companies Act and all other applicable provisions and relevant Rules applicable, if any, consent of the Company be and is hereby accorded to keep the Register of Members and other registers to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act and other records/documents at the Corporate Office: 2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009 (place other than Registered Office where the Registers, returns and other documents are supposed to be kept) and such registers shall remain open for inspection by members during business hours on all working days.



## **GYSCOAL ALLOYS LIMITED**

“RESOLVED FURTHER THAT Mr. Viral Shah, Chairman & Managing Director and Mr. Manish Shah, Whole Time Director be and are hereby severally authorized to notify the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution

**Registered Office :**  
**Plot No.2/3 GIDC Ubkhal, Kukarwada,**  
**Tal. Vijapur, Dist.: Mehsana - 382830.**  
**CIN : L27209GJ1999PLC036656**

**By Order of the Board of Directors**

**Date : 14/08/2014**  
**Place : Ahmedabad**

**Dileep Panchal**  
**(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 VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. 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 SHAREHOLDER.
2. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. As per clause 49 of the listing agreement(s), information regarding appointment/re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted are annexed hereto.
4. The Register of members and share transfer books of the Company will remain closed from Tuesday, 23rd Sept, 2014 to Tuesday, 30th Sept, 2014 (both days inclusive) for the purpose of Annual General Meeting.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
6. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
7. Members are requested to bring their copy of Annual Report at the meeting.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. 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 the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (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.



The instructions for members for voting electronically are as under :-

**SECTION A - E-VOTING PROCESS :**

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Company Name "**GYSCOAL ALLOYS LIMITED**" from the drop down menu and click on "SUBMIT"
- (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](http://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 :

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 Company Name "GYSCOAL ALLOYS LIMITED" 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.

**SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS :**

The e-Voting period commences on 24th September, 2014 (10.00 a.m.) and ends 26th September, 2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date (record date) of 29th August, 2014 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- i. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- ii. CS Ashish Shah, Practising Company Secretary (Membership No.: ACS ; CP No: 10642, Address- 303, Shreeji Sadan Apartment, Bhadvatnagar, Maninagar, Ahmedabad-380008 Gujarat) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iii. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- iv. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gyscoal.com](http://www.gyscoal.com) and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- v. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vi. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- vii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- viii. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future.





The same may be used in case the Member forgets the password and the same needs to be reset.

- ix. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**CONTACT DETAILS :**

**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](mailto:cs@gyscoal.com), [info@gyscoal.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com)

**Scrutinizer :**

**CS Ashish Shah**

Practising Company Secretary  
E-mail ID : [agshah12@gmail.com](mailto:agshah12@gmail.com)

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

<b>Name in Full</b>	<b>Mr. Zankarsinh Solanki</b>	<b>Mr. Sunil Talati</b>	<b>Mr. Surendra Patel</b>
DIN	00014226	00621947	05171249
Date of Birth	31st August, 1977	23rd July, 1951	9th February, 1940
Date of Appointment	26/06/2004	18/02/2008	29/09/2012
Educational Qualification	B.E (Electrical)	FCA	Civil Engineer (D.C.E)
Directorship held in other Companies :	1. Gyscoal Enterprise Pvt. Ltd. 2. Four Seasons Residency Ltd. 3. General Capital & Holding Company Pvt. Ltd 4. Torque Consultancy LLP	1. Seven Leisure Pvt. Ltd. 2. IRB Infrastructure Developers Ltd. 3. Abellon Agriscience Ltd. 4. Four Seasons Residency Ltd.	Four Seasons Residency Ltd.
Memberships/ Chairmanships of Committees across Public Companies	NIL	1. IRB Infrastructure Developers Ltd. (Chairman of Audit Committee) 2. Four Seasons Residency Ltd. (Chairman of Audit Committee /Member of Remuneration Committee)	Four Seasons Residency Ltd. (Member of Audit & Remuneration Committee, Chairman of Shareholder Investor & 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.	He provides guidance to the Company in the matters of audit, finance and taxation.	He is Independent Director of the Company. He is a partner of Vishalla restaurant and has a rich experience of running it successfully since 1978, he is one of the director of Four seasons Residency Limited (group company) & his association is of vital importance to the Company.
Number of Shares held in the Company :	154857	NIL	NIL



## EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM - 4 & 5 :

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Sunil Talati and Mr. Surendra Patel, as Independent Directors at various times, in compliance with the requirements of the said clause.

Pursuant to the provisions of Section 149 of the Act, which came in to effect from 1 April, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation. Pursuant to clause 49 of the Listing Agreement with Stock Exchanges (to come into force w.e.f. 1 October, 2014), an Independent Director cannot hold office for more than two consecutive terms of five years each and any tenure of an Independent Director on the commencement of the Companies Act, 2013 shall not be counted as a term. Hence, the said Independent Directors are proposed to be appointed for a period as mentioned in the respective resolutions from the conclusion of this Annual General Meeting.

The above Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above

Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in General Meeting for their approval. The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.

The brief profile of the Independent Directors to be appointed is given in the annexure to the notice

Other than the above Independent Directors, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Items Nos.4 & 5 of the Notice.

### ITEM - 6 :

The Registered Office of the Company is situated at Plot No.2/3, GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana, Gujarat 382830. However, the Corporate Office of the Company is situated at 2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009 as most of the Corporate Law matters are handled from Corporate office, Board hence recommends to keep the registers maintained under Section 88(1) [i.e. Register of Members etc.] and copies of the annual returns filed under Section 92 of the Act and other documents at the Corporate Office at Ahmedabad.

In terms of the provisions of Sec. 94(1) of the Companies Act 2013, Registers and copies of the returns as aforesaid may also be kept at any other place in India other than at the Registered Office of the company, in which more than one-tenth of the total number of members entered in the Register of Members reside, by passing a Special Resolution at the general meeting of the Company.

Out of the total 5422 number of members as on 08.08.2014, 689 Members [being 12.71%] reside in Ahmedabad. The Board commends the resolution as set out at Item No.6 for approval of Members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution.

**Registered Office :**  
**Plot No.2/3 GIDC Ubkhal, Kukarwada,**  
**Tal. Vijapur, Dist.: Mehsana - 382830.**  
**CIN : L27209GJ1999PLC036656**

**Date : 14/08/2014**  
**Place : Ahmedabad**

**By Order of the Board of Directors**

**Dileep Panchal**  
**(Company Secretary & Compliance Officer)**



**DIRECTOR'S REPORT**

To  
The Members  
Gyscoal Alloys Limited

Dear Shareholders,  
Your Directors have pleasure in presenting the Fifteenth Annual Report and the Audited Statement of Accounts for the financial year ended 31st March, 2014.

**1. FINANCIAL HIGHLIGHTS :**

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

*Rs. In lacs*

PARTICULARS	CONSOLIDATED CURRENT YEAR	STANDALONE	
		CURRENT YEAR	PREVIOUS YEAR
Income from Operations	27707.15	<b>27707.15</b>	28729.96
Other Income	445.73	<b>445.73</b>	163.72
Total Income	28152.87	<b>28152.87</b>	28893.68
Operating & Administrative Expenses	26993.65	<b>26993.65</b>	27598.54
Operating Profit before Interest and Tax	1159.22	<b>1159.22</b>	1295.15
Financial Charges	1072.19	<b>1072.19</b>	1039.60
Profit Before Tax	87.03	<b>87.03</b>	255.55
Exceptional Item	0.00	<b>0.00</b>	0.00
Profit after exceptional item	87.03	<b>87.03</b>	255.55
Provision for tax (including deferred tax)	31.96	<b>31.96</b>	97.86
Profit / (Loss) After tax	55.07	<b>55.07</b>	157.69

**2. DIVIDEND :**

With a view to conserve the liquid resources and to strengthen the financial position of the Company, Your Directors have not recommended any dividend for the financial year ended 31st March, 2014

**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, 2014 is as follows:

Particulars		(Amount in lacs)
<b>Utilisation of funds upto 31st March, 2014</b>		
<b>Amount Received from IPO</b>		<b>5467.00</b>
<b>Promotor Contribution</b>		<b>1000.00</b>
<b>Income from Investment of IPO Proceeds</b>		<b>191.21</b>
		<b>6658.21</b>
	<b>Projected</b>	<b>Actual</b>
Land Cost	765.38	603.80
Civil Cost	600.00	0.53
Plant & Machinery *	4405.11	4365.81
Long Term Working Capital	500.00	1138.34
General Corporate Purpose	25.00	10.00
IPO Expenses	482.36	510.69
	<b>6777.85</b>	<b>6629.17</b>
Fixed Deposits with Bank #		<b>29.04</b>
<b>Total</b>		<b>6658.21</b>



**4. PUBLIC DEPOSITS :**

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

**5. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT :**

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

**6. DIRECTORS :**

• **Resignation of Director**

Mr. Prem Malik has resigned from the directorship of the company w.e.f 18th April, 2014 due to his directorship exceeding the requisite limits under new companies act, 2013. The board records its appreciation for the contribution rendered by Mr. Prem Malik during his tenure.

• **Retirement by rotation**

As per provisions section 152 of Companies Act, 2013, Mr. Zankarsinh Solanki is liable to retire by rotation and being eligible offer himself for re-appointment

• **Independent Director**

The Company has, pursuant to the provisions of Clause 49 of the Listing Agreements entered into with Stock Exchanges, appointed Mr. Sunil Talati, Mr. Kuren Amin & Mr. Surendra Patel as Independent Directors of the Company. The Company has received declarations from the said Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. These Directors are proposed to be appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the ensuing AGM of the Company

The Board recommends appointment/re-appointment of aforesaid Directors.

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

**7. DIRECTORS RESPONSIBILITY STATEMENT :**

The Directors confirm:

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



**8. ADDITIONAL INFORMATION TO SHAREHOLDERS :**

Your company provides all the latest information on the matters of interest to the investors in the investors section on the website. [www.gyscoal.com](http://www.gyscoal.com).

**9. INSURANCE :**

All the fixed assets of the company are adequately insured.

**10. AUDITORS & AUDITORS REPORT :**

Your Company's Auditors M/s. B.K. Patel, Chartered Accountants, Ahmedabad, hold office until the conclusion of ensuing Annual General Meeting. They have shown their willingness to accept the office as Statutory Auditors for the year 2014-2015, if appointed and further confirmed their eligibility under provisions of Companies Act, 2013.

You are requested to appoint them and fix their remuneration.

The notes to the accounts referred to in the Auditors Report are self - explanatory and therefore do not call for any further comments. The Management is in the process of taking necessary steps for payment of pending statutory dues as mentioned in the Auditor's Report point. (ix) And taking measures to pay them before due dates.

**11. UNPAID AND UNCLAIMED SHARE APPLICATION AMOUNT :**

Amount of Rs.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.

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

**12. APPOINTMENT OF COST AUDITOR:**

Shri V. H. SHAH, Cost Accountant, having been appointed by the Central Government has conducted the audit of the cost accounting records maintained by the Company for "Steel Plant" for the for the financial year 2012-13 and submitted their report to the Central Government on 27<sup>th</sup> September, 2013. The Central Government has also approved the appointment of Shri V. H. SHAH., Practicing Cost Accountant, Ahmedabad as Cost Auditor for conducting audit of cost accounting records maintained by the Company for "Steel Plant" for the financial year 2013-14

**13. PARTICULARS OF EMPLOYEES :**

The information regarding Particulars of Employees as required under Provision Of section 217(2A) of Companies Act 1956 read with Companies (Particulars Of Employee Rules)1975 as amended are not attached with this report since there are none of the employee who are in receipt of remuneration exceeding the limits specified in the section.

**14. SUBSIDIARY COMPANIES & CONSOLIDATED FINANCIAL STATEMENT :**

In accordance with the General Circular No.2/2011 dated 8th February, 2011 issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Accounts and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. However, the financial information of the subsidiary companies is attached along with the consolidated financial statement in compliance with the said circular. The Company will provide the annual accounts of its subsidiary companies and the related detailed information on the specific request made by any Shareholders and the said annual accounts are open for the



inspection at the registered office of the Company during office hours on all working days, except Sundays and holidays, between 2.00 p.m. and 4.00 p.m.

As required under Clause 32 of Listing Agreement with the stock exchange(s) and in accordance with the requirements of Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, 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.(51% holding) as per the requirements of Accounting Standard 27 (AS-27) and Accounting Standard 23 (AS-23) respectively.

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

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are appended herewith as Annexure I and forms part of this Annual Report.

**16. INDUSTRIAL RELATIONS :**

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

**17. ACKNOWLEDGEMENT :**

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

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

**Date : 21/05/2014**  
**Place : Ahmedabad**

**For and on behalf of Board Of Directors**

**Viral Shah**  
**(Chairman & Managing Director)**



**ANNEXURE I TO THE DIRECTOR'S REPORT**

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

**1. CONSERVATION OF ENERGY :**

**A. POWER AND FUEL CONSUMPTION :**

	<u>Current Year</u>	<u>Previous Year</u>
<b>1. Electricity</b>		
(a) Purchased		
Unit	7229556	9644296
Total Amount (Rs.)	52802664	65874408
Rate/Unit	7.30	6.83
(b) Own Generation	NA	NA
<b>2. Coal (specify quality and where used)</b>		
Quantity (Metric Tonnes)	1393.625	1093.650
Total Cost(Rs.)	7980924	6926456
Average Rate/MT	5726.73	6333.34
<b>3. Furnace oil</b>		
Quantity (k. ltrs.)	191.620	413.640
Total Amount	8248368	17969886
Average Rate	43045.44	43443.30
<b>4. Others/internal generation</b>		
Quantity	NA	NA
Total Cost		
Average Rate		

**B. CONSUMPTION PER UNIT OF PRODUCTION :**

Particulars	Current Year	Previous Year
Products (with details)	<b>S.S Products</b>	S.S Products
Electricity(Unit/MT)	499.80	520.37
Coal	0.10	0.06
Furnance Oil	0.02	0.02
Others (Others)	NA	NA

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

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





• **TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :**

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

**3. FOREIGN EXCHANGE EARNINGS AND OUT GO :**

Foreign Exchange Earnings	4512.14 Lacs
Foreign Exchange Outgo	89.42 Lacs

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

**(A) SCENARIO OF INDIAN STEEL INDUSTRY :**

India has become the second best in terms of growth amongst the top ten steel producing countries in the world and a net exporter of steel during 2013-14. Steel production in India recorded a growth rate of 4.8 per cent in February 2014 over February 2013. The cumulative growth during April-February, 2013-14 stood at 4.2 per cent over the corresponding period of the previous year.

Steel contributes to nearly two per cent of the gross domestic product (GDP) and employs over 500,000 people. The total market value of the Indian steel sector stood at US\$ 57.8 billion in 2011 and is expected to touch US\$ 95.3 billion by 2016. The infrastructure sector is India's largest steel consumer, thereby attracting investments from several global players. Owing to this connection with core infrastructure segments of the economy, the steel industry is of high priority right now. Also, steel demand is derived from other sectors like automobiles, consumer durables and infrastructure; therefore, its fortune is dependent on the growth of these user industries.

The liberalisation of the industrial policy and other government initiatives have given a definite impetus for entry, participation and growth of the private sector in the steel industry. Allowing foreign direct investment (FDI) has been a positive step since India is heavily dependent on foreign technologies. These foreign technologies generally add life to the plant and production units, which ultimately lead to the country's economic growth

India became net steel exporter in 2013-14 and is likely to maintain the momentum in 2014-15 as producers are looking to dock more overseas shipment to tide over subdued domestic consumption. Total steel exports by India during 2013-14 stood at 5.59 MT, as against imports of 5.44 MT

India's real consumption of total finished steel grew by 0.6 per cent year-on-year in April-March 2013-14 to 73.93 million tonnes (MT), according to Joint Plant Committee (JPC), Ministry of Steel. Construction sector accounts for around 60 per cent of the country's total steel demand while the automobile industry consumes 15 per cent.

The Government of India has allowed 100 per cent FDI through the automatic route in the Indian steel sector. It has significantly reduced the duty payable on finished steel products and has streamlined the associated approval process.



In order to provide thrust on research and development (R&D), the Ministry of Steel is encouraging R&D activities both in public and private steel sectors, by providing financial assistance from Steel Development Fund (SDF) and Plan Scheme of the Central Government.

The future of the Indian steel industry is bright. The government plans to increase infrastructure spending from the current 5 per cent GDP to 10 per cent by 2017, and the country is committed to investing US\$ 1 trillion in infrastructure during the 12th Five-Year plan

**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 Rs. 5467 lacs. The details of Utilization of IPO proceeds forms part of Director's Report of the Company.

**(B) FINANCIAL PERFORMANCE OF THE COMPANY :**

- During FY14, the company recorded a total income of Rs 28152.87lacs , of which income from the operations was Rs. 27707.14 lacs and other income was Rs. 445.73lacs.
- For the year FY14, Earnings Before Interest, Depreciation, Tax and Amortization (EBIDTA) was Rs. 1571.61 lacs
- For the year FY13, Depreciation was Rs. 412.39 lacs, Interest and Finance charges were Rs. 1072.19 lacs and Profit before Tax (PBT) was Rs. 87.03 lacs. And Profit After tax (PAT) was Rs. 55.07 lacs
- Basic & diluted Earnings Per Share (EPS) was Rs. 0.35
- As on 31 March, 2014 the Net worth of the company was Rs. 9265.78 lacs

**(C) COMPETITION :**

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

**(D) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

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

**(E) CAUTIONARY STATEMENT :**

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



**REPORT ON CORPORATE GOVERNANCE**  
(Annexure to and forming integral part of Director's Report of the Company)

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

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :**

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

**2. BOARD OF DIRECTORS :**

**2.1 Composition of the Board :**

- As on 31st March, 2014 Company's Board comprises of eight directors four of whom are executive directors (including Managing Director & Whole Time Directors) and remaining are non-executive directors who are also independent directors.
- None of the Directors on the Board is a Member of More than 10 Committee or Chairman of more than 5 committee across all the companies in which he is a Director. Necessary disclosure regarding their Directorship/Membership in other companies has been made by each and every Director.
- Chairmanship /Membership reflects only Audit and Shareholders & Investors Grievances' Committee of other Public companies.
- The Names and categories of the Directors on the Board, their attendance in the Board Meeting and in last Annual General Meeting, Number of other Directorship & Chairmanship/ Membership held by them in other companies during the year 2013-14 is given below.

Name of Directors	Category of Directors	Number of Board Meetings held & Attended during 2013 - 2014		Attendance at the last AGM Held on 30th September, 2013	No. of other Directorships	No of other Committee Membership/ Chairmanship held*	
		Held	Attended			Public & Private	Chairman-ships
Mr. Viral M. Shah	Chairman & Mg. Director	8	8	YES	5	NIL	2
Mr. Manish M. Shah	Whole-time Director	8	8	YES	2	NIL	NIL
Mr. Zankarsinh K. Solanki	Whole-time Director	8	8	YES	7	1	1
Mrs. Giraben K. Solanki	Executive Director	8	8	YES	2	NIL	NIL
Mr. Kuren Amin	Independent Director	8	4	NO	6	NIL	NIL
Mr. Sunil Talati	Independent Director	8	4	YES	4	2	1
Mr. Surendra Patel	Independent Director	8	0	NO	1	1	2

# Mr. Prem Malik has resigned from the board w.e.f 18th April, 2014. He has not attained any board meeting or Annual General Meeting during the year.

**2.2 Relationships between the directors interse :**

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

**2.3 Board meetings :**

- During the year 2013-14 the Board meet 8 times on 05/04/2013, 24/04/2013, 13/05/2013, 30/05/2013, 13/08/2013, 14/11/2013, 14/02/2014 and 20/03/2014
- As per the requirement of Clause 49 of the Listing Agreement the Company has held one Board meeting in every quarter and the maximum time gap between any two meetings was not more than four months.

**3. DIRECTORS' SHAREHOLDING :**

Shareholding of the Directors in the company as on 31st March, 2014

<b>Names of Directors</b>	<b>No. of shares held</b>	<b>Percentage of share-holding</b>
Mr. Viral M. Shah	4934676	31.18
Mr. Manish M. Shah	240471	1.52
Mr. Zankarsinh K. Solanki	154857	0.98
Mrs. Giraben K. Solanki	1415735	8.94

The remaining directors namely Mr.Kuren Amin, Mr. Surendra Patel, Mr. Sunil Talati and Mr. Prem Malik do not hold any shares in the Company.

**4. CODE OF CONDUCT :**

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

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

"In accordance with sub-clause I (D) of Clause 49 of the Listing Agreement with the Stock Exchanges. I hereby confirm that, all the Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Business Conduct and Ethics applicable to them for the year 2013-2014.

**Date : 21/05/2014**  
**Place : Ahmedabad**

**Viral M. Shah**  
**Managing Director**

**5. AUDIT COMMITTEE :****5.1 Composition :**

The Board of Directors of the Company has constituted an Audit Committee and has been reconstituted from time to time. Presently, the Audit Committee comprises qualified and independent members of the Board, who have expertise knowledge and experience in the field of accounting and financial management and have held or hold senior positions in other reputed organizations. The constitution, composition and functioning of the Audit Committee also meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement entered into with the Stock Exchanges. The present composition of the Audit committee and Meetings attended by them during the financial year 2013-14 ended on 31st March, 2014, is as follow:



Name of the Members	Designation	Nature of Directorship during F.Y 2013-14	Number of Meetings	
			Held	Attended
Mr. Sunil H. Talati	Chairman	Independent & Non Executive Director	4	4
Mr. Kuren Amin	Member	Independent & Non Executive Director	4	4
Mr. Manish M. Shah	Member	Executive Director	4	4

### 5.2 Meetings of Audit Committee :

Four[4] Audit Committee Meetings were held during the year 2013-14. The dates on which the Audit Committee Meetings were held are 15/05/2013, 13/08/2013, 14/11/2013 & 14/02/2014. The maximum time gap between two meetings was not more than 4 months.

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

Mr. Sunil Talati as, being a Chairman of the Audit Committee, attended the last Annual General Meeting held on 30th September, 2013

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

The scope of Audit Committee shall include, but shall not be restricted, to the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the Company's reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
7. Reviewing with management the annual financial statements before submissions to the board, focusing primarily on:
  - Any changes in accounting policies and practices.
  - Major accountings entries based on exercise based on judgment by management.
  - Qualification in draft audit report.
  - Significant adjustments arising out of audit.
  - The going concern assumption.
  - Compliance with accounting standards.
  - Compliance with stock exchanges and legal requirements concerning financial statements.
  - Any related party transaction i.e transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives, etc, that may have potential conflict with the interest of the Company at large.
8. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
9. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, right issue, preferential issue etc.), the statement of funds utilized



for the purposes other than those stated in the offer document/prospectus/notice and making appropriate recommendation to the Board to take up steps in the matter.

10. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
12. Discussion with external auditors before the audit commences nature and scope of audit as well as to have post- audit discussion to ascertain any area of concern.
13. Reviewing the Company's financial and risk management policies.

#### **6. REMUNERATION COMMITTEE :**

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

##### **6.1 Composition :**

The present composition of the Remuneration committee and Meetings attended by them during the financial year 2013-14 ended on 31st March, 2014, is as follow:

Name of the Members	Designation	Nature of Directorship during F.Y 2013-14	Number of Meetings	
			Held	Attended
Mr. Sunil Talati	Chairman	Independent & Non Executive Director	1	1
Mr. Kuren Amin	Member	Independent & Non Executive Director	1	1
Mr. Prem Malik	Member	Independent & Non-Executive Director	1	0

##### **6.2 Meetings of Remuneration Committee :**

One Remuneration Committee Meeting was held during the year 2013-14 on 15th May, 2013

##### **6.3 Details of remuneration to Managing Director / Whole Time Directors :**

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

- Mr. Viral M. Shah is appointed as Managing Director for period of 5 years w.e.f with effect from 3rd December, 2012. He draws remuneration in the scale of 45,000-80,000 p.m. in addition to the perquisites & allowances as per agreement and he will be entitled to the PF, ESI and Gratuity as per the rules of the company. The above remuneration falls within the limits prescribed in schedule XIII of the Companies Act, 1956.
- Mr. Manish M. Shah is appointed as Whole Time Director for period of 5 years w.e.f 30th November 2012. He draws remuneration in the scale of 25,000-40,000 p.m. in addition to the perquisites & allowances as per agreement and he will be entitled to the PF, ESI and Gratuity as per the rules of the company. The above remuneration falls within the limits prescribed in schedule XIII of the Companies Act, 1956.
- Mrs. Giraben Solanki is appointed as Executive Director for the period of 5 years w.e.f. 2nd January, 2013. She draws remuneration in the scale of minimum remuneration of Rs. Rs.15000 p.m. and maximum remuneration of Rs.30000 p.m. during the course of her tenure in addition to the perquisites & allowances as per resolution and she



will be entitled to the PF, ESI and Gratuity as per the rules of the company. The above remuneration falls within the limits prescribed in schedule XIII of the Companies Act, 1956

- Mr. Zankarsinh Solanki is appointed as a Whole Time Director of GYSCOAL ALLOYS LIMITED, for a period of five years commencing from 1st April, 2011 and ending on 31st March, 2016, with payment of remuneration maximum up to Rs. 60,000 (Sixty thousand) per month during the course of his tenure inclusive of all perks but he will be entitled to the PF, ESI and Gratuity as per the rules of the company. The above remuneration falls within the limits prescribed in schedule XIII of the Companies Act, 1956

ii) **Remuneration Paid during the year 2013-14 :**

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

**7. SHAREHOLDERS AND INVESTORS GRIEVANCE COMMITTEE :**

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

**7.1 Composition :**

The present composition of the Shareholder Investor & Grievance committee and Meetings attended by them during the financial year 2013-14 ended on 31st March, 2014, is as follow:

Name of the Members	Designation	Nature of Directorship during F.Y 2013-14	Number of Meetings	
			Held	Attended
Mr. Sunil H. Talati	Chairman	Independent & Non Executive Director	NIL	NIL
Mr. Kuren Amin	Member	Independent & Non Executive Director	NIL	NIL
Mr. Manish Shah	Member	Whole Time Director	NIL	NIL

**7.2 Meetings of Shareholder Investor & Grievance committee :**

No Shareholder Investor & Grievance committee Meeting was held during the year 2013-14.

**7.3 Investor Grievance Redressal :**

**Details of complaints received and redressed during the year:**

Number of complaints received and resolved during the year under review of the Company and its breakup for the year 2013-14 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
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**8. GENERALBODY MEETINGS :**

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

For the year ended	Location	Date	Time	No. of Special Resolutions passed
31/03/2013	Plot No.2/3 GIDC Ubkhal, Kukarwada, Tal Vijapur, Dist. Mehsana.	30/09/2013	9.30 a.m	1
31/03/2012	Hotel Park Plaza, Opposite Gujarat College, Ellisbridge Ahmedabad 380006	29/09/2012	11.30 a.m.	3
31/03/2011	Hotel Park Plaza, Opposite Gujarat College, Ellisbridge Ahmedabad 380006	30/09/2011	11.30 a.m.	1

**b) Resolution passed through postal ballot :**

During the year ended 31st March, 2014 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.

**9. DISCLOSURES :**

- a) There were no materially significant related party transactions that may have potential conflict with the interest of the Company at large in F.Y 2013-14. The details of related party transactions are disclosed in financial section of this Annual Report. The Company's major related party transactions are generally with its Associates. All related party transactions are negotiated on arms length basis and are intended to further the interests of the Company.
- b) In the preparation of the financial statements, the Company has followed the Accounting Policies and Practices as prescribed in the Accounting Standards and has been consistently applied except for the changes mentioned in Notes forming part of Account.
- c) The details of utilization of the proceeds of Initial Public Offer (IPO) are disclosed to the Audit Committee and the Board. The details of the utilization of Proceeds of IPO are mentioned in the Directors' Report.
- d) The Company has complied with all the mandatory requirements of the Clause 49 of the Listing Agreement. So, far as non-mandatory requirements are concerned, at present Company has not adopted the same, however, the Company has constituted a Remuneration Committee, details of which are described at herein above.
- e) There has been no instance of non-compliance by the Company on any matter related to capital markets during the year and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.
- f) The Chief Executive Officer and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on 31st March, 2014 in compliance with Clause 49 of Listing Agreement.
- g) A Practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Secretarial audit report confirms that the total issued/paid-up capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**10. MEANS OF COMMUNICATIONS :**

- a) **Financial Results** : The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as 'Financial Express' in English & Gujarati and are displayed on the website of the Company [www.gyscoal.com](http://www.gyscoal.com).





- b) **News Releases, Presentation etc.:** There were no News releases, press releases etc. made to the Institutional Investors or to analyst. The same are not displayed on the Company's website.
- c) **Website :** The Company's website www.gyscoal.com contains a separate dedicated section "Investor Relations" where shareholders information is available. The Annual Report of the Company is also available on the website in a downloadable form

#### 11. GENERAL SHAREHOLDERS' INFORMATION :

- a) **Date, Day, Time and Venue for holding 15th Annual General Meeting :**  
30th September, 2014, 9.30 a.m. at Plot No. 2/3, GIDC, Ubkhal, Kukarwada, Ta Vijapur, Dist: Mehsana, Gujarat, 382830
- b) **Registered Office of the Company :**  
Plot No. 2/3, GIDC, Ubkhal, Kukarwada, Ta Vijapur, Dist: Mehsana, Gujarat, 382830
- c) **Corporate Office :**  
2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009
- d) **Listing Date :** 27th October, 2010
- e) **Financial Year :**  
Financial Year is 1st April to 31st March and Financial Results shall be declared As per the following tentative schedule:

Quarter Ending	Release of Results
June 2014	Second Week of August, 2014
September, 2014	Second Week of November, 2014
December, 2014	Second Week of February, 2015
March, 2015	End of May, 2015

Annual General Meeting for the year ending 31st March, 2015      End of September, 2015

- f) **Book closure date :**  
The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 23rd September, 2014 to Tuesday, 30th September, 2014 (both days inclusive) for the purpose of 15th Annual General Meeting.
- g) **Listing on Stock Exchanges :**  
The Company's shares are listed on the following Stock Exchanges:

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

- Annual Listing Fees for the year 2014-15 has been paid by the Company to BSE and NSE
- The Company has also paid Annual Custodial Fees for financial year 2014-2015 to National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL)
- ISIN of Equity Shares NSDL/CDSL is INE482J01013



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

Month	BSE				
	Company			S & P Sensex	
	High (in Rs.)	Low (in Rs.)	Volume (in Rs.)	High (in Rs.)	Low (in Rs.)
April 2013	25.85	19.10	124757	19622.68	18144.22
May 2013	24.70	20.90	90966	20443.62	19451.26
June 2013	30.55	21.35	180986	19860.19	18467.16
July 2013	30.90	24.50	210867	20351.06	19126.82
August 2013	28.60	25.05	223761	19569.2	17448.71
September,2013	28.00	25.75	350340	20739.69	18166.17
October, 2013	29.00	25.00	307778	21205.44	19264.72
November, 2013	26.85	22.00	209726	21321.53	20137.67
December, 2013	28.90	26.25	308053	21483.74	20568.7
January, 2014	28.00	22.00	684369	21409.66	20343.78
February, 2014	26.90	20.65	413761	21140.51	19963.12
March 2014	49.20	21.95	695816	22467.21	20920.98

Month	NSE				
	Company			Nifty	
	High (in Rs.)	Low (in Rs.)	Volume (in Rs.)	High (in Rs.)	Low (in Rs.)
April 2013	25.80	19.75	88849	5962.30	5477.20
May 2013	25.35	20.00	77382	6229.45	5910.95
June 2013	31.50	21.30	192960	6011.00	5566.25
July 2013	32.00	24.10	184712	6093.35	5675.75
August 2013	28.50	25.05	225198	5808.50	5118.85
September,2013	27.10	24.05	348240	6142.50	5318.90
October, 2013	32.00	23.15	264842	6309.05	5700.95
November, 2013	26.85	26.00	203671	6342.95	5972.45
December, 2013	28.70	26.00	270825	6415.25	6129.95
January, 2014	27.65	22.00	694866	6358.30	6027.25
February, 2014	26.85	23.00	430636	6282.70	5933.30
March 2014	50.00	25.00	802717	6730.05	6212.25

**i) Shareholding As On 31st March, 2014 :**

**(i) Shareholding Pattern Category wise as on 31st March, 2014 :**

Category	No. of shares held	% of holding
Promoters & Promoter Group	9377685	59.25
FI	112307	0.71
Other Corporate Bodies	1242158	7.85
Indian Public	4852663	30.66
Clearing Member	191684	1.21
Foreign Nationals	51059	0.32
<b>GRAND TOTAL</b>	<b>15827556</b>	<b>100.00</b>



## (ii) Distribution of Shareholding as on 31st March, 2014

Range of shares	SHAREHOLDERS		SHARES	
	No. of Shareholders	Percentage of Total	No. of shares	Percentage of Total
01 to 500	5298	84.59	741476	4.68
501 to 1000	418	6.68	342577	2.17
1001 to 2000	216	3.45	334569	2.11
2001 to 3000	82	1.31	205581	1.30
3001 to 4000	49	0.78	174682	1.10
4001 to 5000	50	0.80	238828	1.51
5001 to 10000	54	0.86	391098	2.47
10001 & above	96	1.53	13398745	84.66
<b>TOTAL</b>	<b>6263</b>	<b>100.00</b>	<b>15827556</b>	<b>100.00</b>

## j) Dematerialization of Equity Shares and Liquidity :

The Company's shares are compulsorily traded in dematerialized form. The dematerialization facility is available from both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 99.99% of the share capital are dematerialized as on 31st March, 2014. The Company's shares are regularly traded on the 'Bombay Stock Exchange Limited' and 'National Stock Exchange of India Limited' in dematerialized form.

## k) Registrar &amp; 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

## l) Share Transfer Procedure :

As on 31st March, 2014, 99.99% of the equity shares of the Company are in electronic form. Transfer of these shares is done through the depositories without intervention of the Company. For transfer of physical shares, the transfer document can be lodged with Link Intime India Private Limited at the address mentioned in this Annual Report. The transfer of shares in physical form is processed within 15 days from the date of receipt, if the documents are complete in all respects. Shareholders / Investors Grievance & Share Transfer Committee is empowered to approve transfer. All the transactions related to share transfer, change of address, dividend, share certificate etc., should be addressed to R&T Agent of the Company at the address mentioned in this Annual Report. Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, the Company obtained a certificate from a Practicing Company Secretary on half yearly basis, for compliance of share transfer formalities. The Company files copy of these certificates with the stock exchange as required.

## m) Address of Correspondence :

## (i) Ms. Neha Choksi

Company Secretary & Compliance Officer  
Gyscoal Alloys Ltd. Corp. Office:  
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

- n) Site Location: Gyscoal Alloys Ltd. Village: Ubkhal, Kukarwada, Tal: Vijapur, District Mehsana, Gujarat
- o) 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, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

**Date : 21/05/2014**  
**Place : Ahmedabad**

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



**CEO/CFO CERTIFICATION**

To,  
The Board of Directors  
Gyscoal Alloys Limited

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

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

- a. we have reviewed financial statements and the cash flow statement for the year ending 31st March, 2014 and that to the best of their knowledge and belief :
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Date : 21/05/2014**  
**Place : Ahmedabad**

**Viral Shah**  
**(Managing Director/CEO)**

**Manish Shah**  
**(Whole-Time Director/CFO)**



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**INDEPENDENT AUDITORS' REPORT**

TO,  
THE MEMBERS,  
GYSCOAL ALLOYS LTD.

**Report on the Financial Statements :**

We have audited the accompanying financial statements of GYSCOAL ALLOYS LIMITED, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements :**

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

**Auditor's Responsibility :**

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

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

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

**Opinion :**

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements :**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227 (4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.



2. As required by section 227(3) of the Act, we report that :
- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
  - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

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

**Ahmedabad**  
**May 21, 2014**

**D. B. Patel**  
**Partner**  
**Membership No. 117477**



**ANNEXURE TO INDEPENDENT AUDITORS' REPORT**

**(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)**

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) As explained to us, all the fixed assets have been physically verified by the Management in accordance with a programme of verification which in our opinion provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us no material discrepancies were noticed on such verification.
  - (c) In our opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
- (ii) In respect of its inventories :
  - (a) As explained to us, the inventories of finished and semi-finished goods and raw materials at Factory were physically verified during the period by the Management. In our opinion, having regard to the nature and location of stocks, the frequency of verification is reasonable.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) In respect of loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in register maintained u/s. 301 of Companies Act, 1956 :
  - (a) The Company has not granted any loan to any party listed in the register maintained u/s. 301 of the Companies Act, 1956 under same management. The Company has taken interest free loans from 9 parties listed in the register maintained u/s. 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 314232247/- and the year end balance of loans taken from such parties was Rs. 168802381/-
  - (b) In our opinion and according to information and explanation given to us, we are of the opinion that the rate of interest and terms and conditions of the loans taken by the company are not prima facie prejudicial to the interest of the company.
  - (c) There is no overdue amount of loan taken from or granted to companies, firm or other parties listed in the register maintained u/s. 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services and we have not observed any continuing failure to correct major weaknesses in such internal control system.
- (v) In respect of contracts or arrangements entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
  - (a) The particulars of contracts or arrangements referred to in Section 301 that need to be entered into the register maintained under the said section have been so entered.





- (b) In our opinion and having regard to our comments in paragraph (iv) above, the transactions exceeding the value of rupees five lakhs in respect of any party during the period have been made at prices which are prima facie, reasonable, having regard to prevailing market prices at the relevant time where such prices are available.
- (vi) As informed to us, the Company has not accepted any deposit from public.
- (vii) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (ix) In respect of Statutory Dues :
- (a) According to the information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including provident fund, sales tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it with the appropriate authorities during the period. However, in some cases such statutory dues are paid after its due dates along with interest during the year.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of sales tax, customs duty, excise duty, cess and other material statutory dues applicable to it, were in arrears, as at 31st March, 2014 for a period of more than six months from the date they became payable except TCS payable of Rs. 2101505/-, which is in arrears, as at 31st March, 2014 for a period of more than six months from the date it became payable.
- (c) According to the information and explanations given to us, the disputed statutory dues aggregating Rs. 149071107/- that have not been deposited on account of disputed matter pending before appropriate authorities are as under :

No.	Name of the Statute	Nature of the Dues	Amount in Rs.	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
	<b>Total</b>		<b>149071107</b>		



**GYSCOAL ALLOYS LIMITED**

- (x) The Company does not have any accumulated losses and has not incurred cash losses during the financial period covered by our audit and the immediately preceding financial period.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (xii) In our opinion and according to the information and explanations given to us, no loans and advances granted by the Company on the basis of security by way of pledge of shares, debentures, and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, clause 4(xiii) of the Order is not applicable to the company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investment. Accordingly, clause 4(xiv) of the Order is not applicable to the company.
- (xv) As informed to us, the Company has not given any guarantee for loans taken by others from bank of financial institutions.
- (xvi) To the best of our knowledge and belief and according to the information and explanation given to us, in our opinion, term loans availed by the Company were, prima facie, applied by the Company during the period for the purpose for which the loans were obtained.
- (xvii) According to the information and explanation given to us, the funds raised on short – term basis have not been used for long term investment.
- (xviii) According to information and explanation given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956,
- (xix) According to information and explanation given to us, the Company has not issued any debentures.
- (xx) The Company has issued 7700000/- Equity Shares of Face value of 10/- each at a premium of Rs. 61/- per share during the Financial Year 2010-11. The end use of proceeds of the fund raised by public issue has been disclosed by the management in the notes to the accounts which is duly verified by us.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company was noticed or reported during the period.

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

**D. B. Patel**  
**Partner**  
**Membership No. 117477**

**Ahmedabad**  
**May 21, 2014**



## BALANCE SHEET AS AT MARCH 31, 2014

(Amount in Rs.)

	Note	As at 31 March, 2014	As at 31 March, 2013
<b>EQUITY AND LIABILITIES :</b>			
<b>Shareholders' Funds :</b>			
Share Capital	1	158275560	158275560
Reserves and Surplus	2	768302480	762795656
		<b>926578040</b>	<b>921071216</b>
<b>Non-Current Liabilities :</b>			
Long-Term Borrowings	3	187186445	287651727
Deferred Tax Liabilities (Net)	4	45624496	46997643
Long-Term Provisions	5	1862531	1998675
		<b>234673472</b>	<b>336648045</b>
<b>Current Liabilities :</b>			
Short-Term Borrowings	6	544499869	485089660
Trade Payables	7	635983008	330024741
Other Current Liabilities	8	154455784	24516840
Short-Term Provisions	9	22019640	29237583
		<b>1356958301</b>	<b>868868824</b>
<b>Total Equity and Liabilities :-&gt;</b>		<b>2518209813</b>	<b>2126588085</b>
<b>ASSETS :</b>			
<b>Non-Current Assets :</b>			
Fixed Assets			
Tangible Assets	10	260995207	278792112
Capital Work-in-Progress	10	151879600	124590741
Non-Current Investments	11	56882745	209030
Deferred Tax Assets			
Long-Term Loans And Advances	12	501775605	494516623
		<b>971533157</b>	<b>898108506</b>
<b>Current assets :</b>			
Current Investments	13	0	70500000
Inventories	14	592447755	595066782
Trade Receivables	15	824234046	402165706
Cash and Bank Balances	16	90050146	56333843
Short-Term Loans And Advances	17	34626168	99006259
Other Current Assets	18	5318541	5406989
		<b>1546676656</b>	<b>1228479579</b>
<b>Total Assets :-&gt;</b>		<b>2518209813</b>	<b>2126588085</b>

**Significant Accounting Policies and  
Notes on Financial Statements**

1 to 39

As per our Report of even date

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

**D. B. Patel**  
Partner

**Ahmedabad**  
**21 May, 2014**
**For & on behalf of the Board of Directors**
**Viral Shah**  
Chairman & Managing Director

**Manish Shah**  
Whole Time Director

**Neha Choksi**  
Company Secretary

**GYSCOAL ALLOYS LIMITED****STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014***(Amount in Rs.)*

	Note	2013-14	2012-13
<b>INCOME :</b>			
Revenue from Operations	19	2770714882	2872996008
Other Income	20	44572658	16372428
<b>Total Revenue :-&gt;</b>		<b><u>2815287540</u></b>	<b><u>2889368436</u></b>
<b>EXPENDITURE :</b>			
Cost of Material Consumed	21	1872450070	1883088492
Purchase of Stock-in-Trade		673245434	640902732
Change in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	22	(21011628)	62282249
Employee Benefits Expenses	23	13822836	15663474
Finance Costs	24	107219088	103959771
Depreciation and Amortisation Expenses	25	41238862	36768415
Other Expenses	26	119619942	121148358
<b>Total Expenses :-&gt;</b>		<b><u>2806584604</u></b>	<b><u>2863813491</u></b>
<b>Profit Before Exceptional and Extraordinary Items and Tax</b>		<b>8702936</b>	<b>25554945</b>
Exceptional Items		0	0
<b>Profit Before Extraordinary Items and Tax</b>		<b>8702936</b>	<b>25554945</b>
Extraordinary Items		0	0
<b>Profit Before Tax</b>		<b>8702936</b>	<b>25554945</b>
Tax Expenses			
- Prior Period Tax		175986	0
- Current Tax		4393273	6964964
- Deferred Tax Liability (Asset)		(1373147)	2821351
<b>Profit for the Year</b>		<b><u>5506824</u></b>	<b><u>15768630</u></b>
<b>Earning per Equity Share of Face Value of Rs. 10 each</b>	27		
<b>Basic &amp; Diluted (Rs)</b>		<b>0.35</b>	<b>1.00</b>
<b>Significant Accounting Policies and Notes on Financial Statements</b>	1 to 39		

As per our Report of even date

**For, B. K. Patel & Co.**  
Chartered Accountants**D. B. Patel**  
Partner**Ahmedabad**  
**21 May, 2014****For & on behalf of the Board of Directors****Viral Shah**  
Chairman & Managing Director  
**Manish Shah**  
Whole Time Director  
**Neha Choksi**  
Company Secretary



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in Rs.)

	2013-14	2012-13
<b>(A) Cash Flow from Operating Activities :</b>		
Net Profit Before Tax	8702936	25554945
<b>Non-Cash Adjustment to reconcile Profit Before Tax to Net Cash Flows</b>		
Depreciation/Amortisation of current year	41238862	36768415
Profit on Sales of Fixed Assets	(85716)	0
Interest Received	(7037350)	(5768025)
Interest Paid	107219088	103959771
<b>Operating Profit Before Working Capital Changes</b>	<b>150037820</b>	<b>160515106</b>
<b>Movement in Working Capital :</b>		
Increase/(Decrease) in Trade Payables	305958267	(179829274)
Increase/(Decrease) in Long Term Provisions	(136144)	469072
Increase/(Decrease) in Other Current Liabilities	129938944	(26068601)
Increase/(Decrease) in Short Term Provisions	232309	201121
Decrease/(Increase) in Current Investments	70500000	(9300000)
Decrease/(Increase) in Trade Receivables	(422068340)	164445412
Decrease/(Increase) in Inventories	2619027	(23127657)
Decrease/(Increase) in Other Current Assets	88448	(77391)
<b>Cash Generated from/(used in) Operating Activities</b>	<b>237170331</b>	<b>87227788</b>
Direct Taxes Paid (net)	12019511	2500000
<b>Net Cash from Operating Activities (A)</b>	<b>225150820</b>	<b>84727788</b>
<b>(B) Cash Flow from Investing Activity :</b>		
Purchase of Fixed Assets	(50910816)	(56539875)
Sales of Fixed Assets	180000	0
Purchase of Non-Current Investments	(56673715)	0
Profit on Sale of Fixed Assets	85716	0
Movement in Loans & Advances	57121109	(19538683)
Interest Received	7037350	5768025
<b>Net Cash form Investing Activities (B)</b>	<b>(43160356)</b>	<b>(70310533)</b>
<b>(C) Cash Flow from Financial Activities :</b>		
Proceeds from Long Term Borrowings (Net)	(100465282)	35327614
Proceeds from Short Term Borrowings (Net)	59410209	56092833
Interest Paid	(107219088)	(103959771)
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>(148274161)</b>	<b>(12539324)</b>
<b>Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)</b>	<b>33716303</b>	<b>1877931</b>
Add : Opening Cash & Bank Balances	56333843	54455912
<b>Closing Cash &amp; Bank Balances</b>	<b>90050146</b>	<b>56333843</b>

As per our Report of even date

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

**D. B. Patel**  
Partner

**Ahmedabad**  
**21 May, 2014**

**For & on behalf of the Board of Directors**

**Viral Shah** Chairman & Managing Director  
**Manish Shah** Whole Time Director

**Neha Choksi**  
Company Secretary



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**SIGNIFICANT ACCOUNTING POLICIES :****1. Basis of Preparation of Financial Statement :****(a) Basis of Accounting & preparation :**

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

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

**(b) Use of Estimates :**

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

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

**2. Valuation of Inventory :**

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

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

**3. Cash Flow Statement :**

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

Figures in bracket represent outflow in cash.

**4. Prior Period Items :**

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

**5. Tangible Assets :**

Fixed assets are stated at their original cost of acquisition less accumulated depreciation and



impairment losses. Cost comprises of all costs incurred to bring the assets to their location and working condition and includes all expenses incurred up to the date of commercial utilisation.

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

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

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

**6. Depreciation :**

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

**7. Revenue Recognition :**

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

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

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

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

**8. Foreign Currency Transactions :**

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

**9. Investments :**

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

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

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

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

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

**10. Employee Benefit :**

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

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

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

Gratuity liability is defined benefit obligation and is provided for on the basis of actuarial valuation. Liability of Leave encashment is accounted for on actual payment basis.

**11. Borrowing Cost :**

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

**12. Earning Per Share :**

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

**13. Taxes on Income :**

Current Tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred Tax Assets or Deferred Tax Liability is recognized on timing difference being the difference between taxable income and accounting income. Deferred Tax Assets or 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.

**14. Impairment of Assets :**

An assets is considered as impaired in accordance with Accounting Standard (AS) – 28 “Impairment of Assets” when at balance sheet date there are indications of impairment and the carrying amount of the assets, or wherever applicable, the cash generating unit to which the asset belongs, exceeds 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.

**15. Provisions and Contingent Liabilities :**

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





## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in Rs.)

	As at 31 March, 2014	As at 31 March, 2013
<b>1. SHARE CAPITAL:</b>		
<b>Authorised Share Capital :</b>		
27000000 Equity Shares of Rs. 10 each (17000000 Equity Shares of Rs. 10 each in Previous Year)	270000000	170000000
	<u>270000000</u>	<u>170000000</u>
<b>Issued, Subscribed and Paid up :</b>		
15827556 Equity shares of Rs. 10 each (15827556 Equity shares of Rs. 10 each in Previous Year)	158275560	158275560
<b>Total :-&gt;</b>	<u>158275560</u>	<u>158275560</u>

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

Name of the Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	% held	No. of Shares	% held
Viral Shah	4934676	31.18	4896502	30.94
General Capital and Holding Company Pvt. Ltd.	1538460	9.72	1538460	9.72
Giraben Kishorsinh Solanki	1415735	8.94	1224153	7.73
Sampati Securities Limited	1035872	6.54		

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

Name of the Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	% in Rs.	No. of Shares	% in Rs.
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	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
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 R 10/- per share. Each equity shareholder is entitled to one vote per share.


**GYSCOAL ALLOYS LIMITED**
*(Amount in Rs.)*

	As at 31 March, 2014	As at 31 March, 2013
<b>2. RESERVES AND SURPLUS :</b>		
<b>General Reserve :</b>		
As per last Balance Sheet	744800	744800
Add : Addition during the year	0	0
Less : Utilisation during the year	0	0
	<b>744800</b>	<b>744800</b>
<b>Securities Premium Reserve :</b>		
As per last Balance Sheet	526014386	526014386
Add : Proceeds from IPO	0	0
Less : Amount utilised towards IPO Expenses	0	0
	<b>526014386</b>	<b>526014386</b>
<b>Profit and Loss Account :</b>		
As per last Balance Sheet	236036470	220267840
Add : Profit for the year	5506824	15768630
Less : Appropriations during the year	0	0
	<b>241543294</b>	<b>236036470</b>
<b>Total :-&gt;</b>	<b>768302480</b>	<b>762795656</b>

Name of the Shareholder	<i>(Amount in Rs.)</i>			
	As at 31st March, 2014		As at 31st March, 2013	
	Non-Current	Current	Non-Current	Current
<b>Secured :</b>				
Term Loans				
- From Banks	18384064	15904305	18504480	16861345
	<b>18384064</b>	<b>15904305</b>	<b>18504480</b>	<b>16861345</b>
<b>Unsecured :</b>				
Loans and Advance from Related Parties				
	168802381	0	269147247	0
	<b>168802381</b>	<b>0</b>	<b>269147247</b>	<b>0</b>
<b>Total :-&gt;</b>	<b>187186445</b>	<b>15904305</b>	<b>287651727</b>	<b>16861345</b>

**3.1 Details of Term Loans are as under :**

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

Auto Loans from ICICI Bank carries interest @ 10.12% p.a. The loan is repayable in 60 equated monthly installments total amounting to Rs. 87610/- along with interest.

Auto Loans from HDFC Bank carries interest @ 10.13% p.a. The loan is repayable in 60 equated monthly installments total amounting to Rs. 294280/- along with interest.

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

Term Loans from State Bank of Patiyala and UCO Banks of Rs. 18227229/- (Previous Year Rs. 31370629/-) are secured by way of Pari Pasu Charge over the Land & Building, Plant & Machinery and other immovable & movable Fixed assets of the company both present and future and personal guarantee of some of the Directors of the Company as well as corporate guarantee of other group companies

Auto Loans from ICICI Bank of Rs. 3317302/- (Previous Year Rs. 3995196/-) are secured by way of hypothecation of respective vehicles.

Auto Loans from HDFC Bank of Rs. 12743838/- (Previous Year Rs. Nil) are secured by way of hypothecation of respective vehicles.

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**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 Rs.)

	As at 31 March, 2014	As at 31 March, 2013
Deferred Tax Liability related to Fixed Assets :		
Opening Balance	46997643	44176292
Add : Addition during the year / (Reverted during the year)	<u>(1373147)</u>	<u>2821351</u>
<b>Closing Balance</b>	<b><u>45624496</u></b>	<b><u>46997643</u></b>

**5. LONG-TERM PROVISIONS :**

(Amount in Rs.)

	As at 31st March, 2014		As at 31st March, 2013	
	Non-Current	Current	Non-Current	Current
Provision for Gratuity (Refere Note No. 23)	1862531	527916	1998675	344618
<b>Total :-&gt;</b>	<b><u>1862531</u></b>	<b><u>527916</u></b>	<b><u>1998675</u></b>	<b><u>344618</u></b>

(Amount in Rs.)

	As at 31 March, 2014	As at 31 March, 2013
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**6. SHORT-TERM BORROWINGS :**

**Secured :**

**Working Capital Loan repayable on demand from Banks**

Cash Credit	<u>527499869</u>	<u>424564606</u>
	<b><u>527499869</u></b>	<b><u>424564606</u></b>

**Unsecured :**

**Working Capital Loan repayable on demand from Banks**

Cash Credit	17000000	0
Deposit	<u>0</u>	<u>60525054</u>
<b>Total :-&gt;</b>	<b><u>544499869</u></b>	<b><u>485089660</u></b>

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.

(Amount in Rs.)

	As at 31 March, 2014	As at 31 March, 2013
--	-------------------------	-------------------------

**7. TRADE PAYABLES :**

Trade Payables	<u>635983008</u>	<u>330024741</u>
<b>Total :-&gt;</b>	<b><u>635983008</u></b>	<b><u>330024741</u></b>

**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.



**GYSCOAL ALLOYS LIMITED**

(Amount in Rs.)

	As at 31 March, 2014	As at 31 March, 2013
<b>8. OTHER CURRENT LIABILITIES :</b>		
Current Maturities of Long Term Debt	15904305	16861345
Other Payables*	138551479	7655495
<b>Total :-</b>	<b>154455784</b>	<b>24516840</b>

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

(Amount in Rs.)

	As at 31 March, 2014	As at 31 March, 2013
<b>9. SHORT TERM PROVISIONS :</b>		
Provision for Gratuity	527916	344618
Provision for Expenses	1129078	1080067
Provision for Taxation	20362646	27812898
<b>Total :-</b>	<b>22019640</b>	<b>29237583</b>

**10. FIXED ASSETS :** (Amount in Rs.)

Name of Assets	Rate of Depreciation	Gross Block				Depreciation				Net Block	
		Ason 14-2013	Addition	Deduction	Ason 31-3-2014	Ason 14-2013	Deduction on account of sale/ Adjustment	For the year	Up to 31-3-2014	Ason 31-3-2014	Ason 31-3-2013
TANGIBLE ASSETS :											
Factory Land	0.00%	2831125			2831125	0			0	2831125	2831125
Building	5.00%	1426544	114192	0	1540736	438610	0	53344	491954	1048782	987934
Building	10.00%	51686248	110000	0	51796248	19991980	0	3176027	23168007	28628241	31694269
Plant & Machinery	13.91%	406397175	7207305	180000	413424480	174648611	104716	32765879	207309774	206114706	231748564
Furniture	18.10%	3029909	0	0	3029909	1198814	0	331428	1530242	1499667	1831095
Vehicles	25.89%	17723955	16011711	0	33735666	8534875	0	4701021	13235896	20499770	9189080
Computers	40.00%	2186648	74034	0	2260682	1676603	0	211163	1887766	372916	510045
Sub-Total		485281604	23517242	180000	508618846	206489493	104716	41238862	247623639	260995207	278792112
INTANGIBLE ASSETS :		0	0	0	0	0	0	0	0	0	0
Sub-Total		0	0	0	0	0	0	0	0	0	0
<b>Total</b>		<b>485281604</b>	<b>23517242</b>	<b>180000</b>	<b>508618846</b>	<b>206489493</b>	<b>104716</b>	<b>41238862</b>	<b>247623639</b>	<b>260995207</b>	<b>278792112</b>
Previous Year		432216150	53065454	0	485281604	169721077	0	36768415	206489492	278792112	262495073
CAPITAL WORK IN PROGRESS*										151879600	124590741
INTANGIBLE ASSETS UNDER DEVELOPMENT										0	0

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

(Amount in Rs.)

	As at 31 March, 2014	As at 31 March, 2013
<b>11. NON-CURRENT INVESTMENTS :</b>		
<b>Other Investments :</b>		
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	0
Other Investments (Unquoted)	209030	209030
<b>Total :-</b>	<b>56882745</b>	<b>209030</b>
Such Non-Current Investments are valued at Cost		

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	(Amount in Rs.)	
	As at	As at
	31 March, 2014	31 March, 2013

<b>12. LONG-TERM LOANS AND ADVANCES :</b>		
(Unsecured and Considered Good)		
Capital Advance	490488853	483235871
Security Deposit	11286752	11280752
<b>Total :-&gt;</b>	<b>501775605</b>	<b>494516623</b>

	(Amount in Rs.)	
	As at	As at
	31 March, 2014	31 March, 2013

<b>13. CURRENT INVESTMENTS :</b>		
Investment in Mutual Fund out of IPO Fund	0	70500000
<b>Total :-&gt;</b>	<b>0</b>	<b>70500000</b>

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

	(Amount in Rs.)	
	As at	As at
	31 March, 2014	31 March, 2013

<b>14. INVENTORIES :</b>		
Raw Materials	435145339	458775994
Finished Goods	157302416	136290788
<b>Total :-&gt;</b>	<b>592447755</b>	<b>595066782</b>

	(Amount in Rs.)	
	As at	As at
	31 March, 2014	31 March, 2013

<b>15. TRADE RECEIVABLES :</b>		
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>		
Doubtful*	18127314	18127314
Unsecured and Considered Good	181676972	19427511
<b>Other Trade Receivables</b>		
Unsecured and Considered Good	624429760	364610881
<b>Total :-&gt;</b>	<b>824234046</b>	<b>402165706</b>

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

	(Amount in Rs.)	
	As at	As at
	31 March, 2014	31 March, 2013

<b>16. CASH AND BANK BALANCES :</b>		
<b>Balance with Banks :</b>		
In Current Accounts	30670317	3629678
In Fixed Deposits*	55236295	51357612
<b>Cash on Hand</b>	4143534	1346553
<b>Total :-&gt;</b>	<b>90050146</b>	<b>56333843</b>

\* Fixed Deposit with banks includes deposits of Rs. 52331631/- (Previous Year Rs. 48805612/-) 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.

	(Amount in Rs.)	
	As at	As at
	31 March, 2014	31 March, 2013

<b>17. SHORT-TERM LOANS AND ADVANCES :</b>		
Unsecured and Considered Good		
<b>Other Loans and Advances</b>		
Balance With Statutory / Government Authorities	30866302	37744296
Prepaid Expenses	103550	285466
Advances To Creditors, Suppliers & Contractors and Others	2812083	59974719
Staff Advances	844233	1001778
<b>Total :-&gt;</b>	<b>34626168</b>	<b>99006259</b>


**GYSCOAL ALLOYS LIMITED**

		(Amount in Rs.)	
		As at	As at
		31 March, 2014	31 March, 2013
<b>18. OTHER CURRENT ASSETS :</b>			
Interest Accrued on Fixed Deposits		5318541	5406989
<b>Total :-&gt;</b>		<b>5318541</b>	<b>5406989</b>
		(Amount in Rs.)	
		<b>2013-14</b>	2012-13
<b>19. REVENUE FROM OPERATIONS :</b>			
Sale of Products		3082601662	3250134212
Income From Other Operations		16177602	8595192
		<b>3098779264</b>	<b>3258729404</b>
Less : Excise Duty		255069895	271036493
Less : VAT & CST		72994487	114696903
		328064382	385733396
<b>Total :-&gt;</b>		<b>2770714882</b>	<b>2872996008</b>
		(Amount in Rs.)	
		<b>2013-14</b>	2012-13
<b>19.1 PARTICULARS OF SALE OF PRODUCTS :</b>			
S.S. & M.S. Structure Products		3082601662	3250134212
<b>Total :-&gt;</b>		<b>3082601662</b>	<b>3250134212</b>
		(Amount in Rs.)	
		<b>2013-14</b>	2012-13
<b>20. OTHER INCOME :</b>			
<b>Interest :</b>			
From Current Investments		5873275	5203572
From Others		1164075	564453
		7037350	5768025
<b>Dividend :</b>			
From Current Investments		0	9681139
Less : Adjusted against Capital Work in Progress		0	9681139
		0	0
<b>Net Gain on Foreign Currency Transaction &amp; Translation (Other than considered as Finance Cost)</b>		35077818	1971355
<b>Other Non Operating Income</b>		2457490	8633048
<b>Total :-&gt;</b>		<b>44572658</b>	<b>16372428</b>
<b>21. COST OF MATERIAL CONSUMED :</b>		(Amount in Rs.)	
		<b>2013-14</b>	2012-13
		Amt. (Rs.) % of Consumption	Amt. (Rs.) % of Consumption
Imported		10485269 0.56	45591608 2.42
Indigenous		1861964801 99.44	1837496884 97.58
<b>Total :-&gt;</b>		<b>1872450070 100.00</b>	<b>1883088492 100.00</b>
		(Amount in Rs.)	
		<b>2013-14</b>	2012-13
<b>21.1 PARTICULARS OF MATERIALS CONSUMED</b>			
S. S. Structures		1815661956	1827521053
Furnace Oil		8248368	17969886
Others		48539746	37597553
<b>Total :-&gt;</b>		<b>1872450070</b>	<b>1883088492</b>



	(Amount in Rs.)	
	2013-14	2012-13
<b>22. CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS &amp; STOCK-IN-TRADE :</b>		
<b>Inventories (at commencement) :</b>		
Finished Goods / Stock-in-Trade	136290788	198573037
	<u>136290788</u>	<u>198573037</u>
<b>Inventories (at close) :</b>		
Finished Goods / Stock-in-Trade	157302416	136290788
	<u>157302416</u>	<u>136290788</u>
<b>Total :-&gt;</b>	<b><u>(21011628)</u></b>	<b><u>62282249</u></b>

	(Amount in Rs.)	
	2013-14	2012-13
<b>23. EMPLOYEE BENEFIT EXPENSES :</b>		
Salaries and Wages	13182660	14388001
Contribution to Provident & Other Funds	594672	614180
Staff Welfare Expenses	45504	661293
	<u>13822836</u>	<u>15663474</u>
<b>Total :-&gt;</b>	<b><u>13822836</u></b>	<b><u>15663474</u></b>

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

**Defined Contribution Plans :**

Contribution to Defined ontribution Plans, recognised as expense for the year is as under:

	(Amount in Rs.)	
Particulars	2013-14	2012-13
Employer's Contribution to Provident Fund	594672	614180

**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 Rs.)	
Particulars	2013-14	2012-13
Present Value of Obligation as at the beginning of the period.	2343293	1789642
Current Service Cost	351529	427708
Interest Cost	210896	147241
Benefits Paid (If Any)	(15000)	0
Actuarial (Gain)/Loss on obligation	(500271)	(21298)
Present Value of Obligation as at the end of the period	<u>2390447</u>	<u>2343293</u>

**B. Reconciliation of opening and closing balances of Fair Value of Plan Assets :**

	(Amount in Rs.)	
Particulars	2013-14	2012-13
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	<u>0</u>	<u>0</u>



**23. (CONTD.....) :**

<b>C. Reconciliation of Fair Value of Assets and Obligations :</b> <span style="float: right;">(Amount in Rs.)</span>		
<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Present Value of Obligation as at the end of the period	2390447	2343293
Fair Value of Plan Assets at the end of the period	0	0
Net Assets/(Liability)recognized in Balance Sheet	(2390447)	(2343293)
<b>D. Expense recognized during the period :</b> <span style="float: right;">(Amount in Rs.)</span>		
<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Current Service Cost	351529	427708
Interest Cost	210896	147241
Expected Return on Plan Assets	0	0
Net Actuarial losses (gains) recognized in period	(500271)	(21298)
Expenses Recognized in the statement of Profit & Loss	62154	553651
<b>E. Actuarial Assumptions :</b> <span style="float: right;">(Amount in Rs.)</span>		
<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Discount Rate	9.00%	8.25%
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	LIC1994-96 Ultimate
	(Amount in Rs.)	
	<b>2013-14</b>	<b>2012-13</b>
<b>24. FINANCE COSTS :</b>		
Interest Expenses	104092422	97538822
Other Borrowing Costs	3126666	6420949
<b>Total :-&gt;</b>	<b><u>107219088</u></b>	<b><u>103959771</u></b>
	(Amount in Rs.)	
	<b>2013-14</b>	<b>2012-13</b>
<b>25. DEPRECIATION AND AMORTISATION EXPENSES :</b>		
Depreciation and Amortisation Expenses (Refere Note No. 10)	41238862	36768415
<b>Total :-&gt;</b>	<b><u>41238862</u></b>	<b><u>36768415</u></b>
	(Amount in Rs.)	
	<b>2013-14</b>	<b>2012-13</b>
<b>26. OTHER EXPENSES :</b>		
<b>Manufacturing Expenses :</b>		
Freight & Transportation Expenses	4344989	5905234
Insurance	442409	504788
Jobwork Charges	457768	234683
Labour Charges	27944509	27529413
Other Manufacturing Expenses	1080874	2171658
Power & Fuel - Factory	52802663	66297089
Rent	283764	1465960
Repairs to Building	286737	263580
Repairs to Machinery	412947	584560
Stores & Spares	3459661	2965496
*Excise Duty	7110462	(6608708)
	<b><u>98626783</u></b>	<b><u>101313753</u></b>





(Amount in Rs.)

	2013-14	2012-13
<b>26. OTHER EXPENSES : (CONTD.....)</b>		
<b>Selling &amp; Distribution Expenses :</b>		
Advertisement Expenses	1013093	109006
Packing, Clearing & Forwarding Charges	8142522	8026809
Other Selling & Distribution Expenses	208691	61822
	<b>9364306</b>	<b>8197637</b>
<b>Establishment Expenses :</b>		
Charity & Donations	100350	132202
Computer Expenses	104883	202353
General Expenses	1099881	1380038
Legal & Professional Fees	2182384	2255685
Power & Fuel - Office	415255	470869
Other Repairs	121929	618474
Payment to Auditors	350000	308990
Rate & Taxes	431862	117210
Stationery & Postage Expenses	510643	598645
Telephonphone Expenses	1091209	1360141
Travelling Expenses	4331497	3378792
Vehicle Expenses	888960	813569
	<b>11628853</b>	<b>11636968</b>
<b>Total :-&gt;</b>	<b>119619942</b>	<b>121148358</b>

\* 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.

(Amount in Rs.)

	2013-14	2012-13
<b>27. VALUE OF STORES &amp; SPARES CONSUMED :</b>		
Imported	0	0
Indigenous	3459661	2965496
<b>Total :-&gt;</b>	<b>3459661</b>	<b>2965496</b>

(Amount in Rs.)

	2013-14	2012-13
<b>28. VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF :</b>		
Raw Materials and Stock-in-Trade	8512890	36062856
<b>Total :-&gt;</b>	<b>8512890</b>	<b>36062856</b>

(Amount in Rs.)

	2013-14	2012-13
<b>29. PAYMENT TO AUDITORS AS :</b>		
Statutory Audit Fees	250000	196630
Tax Audit Fees	50000	56180
Certification and Consultation Fees	50000	56180
<b>Total :-&gt;</b>	<b>350000</b>	<b>308990</b>

(Amount in Rs.)

	2013-14	2012-13
<b>30. EXPENDITURE IN FOREIGN CURRENCY :</b>		
Raw Material Purchase	8512890	36062856
Interest on LC - Import	31681	536591
Sales Promotion Expenses	397500	0
Commission Paid	0	56822
<b>Total :-&gt;</b>	<b>8942071</b>	<b>36656269</b>



**GYSCOAL ALLOYS LIMITED**

(Amount in Rs.)

	2013-14	2012-13
<b>31. EARNING PER SHARE :</b>		
Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders	5506824	15768630
Weighted Average number of Equity shares used as denominator for calculating EPS	15827556	15827556
Basic and Diluted Earning per Share (in Rs.)	0.35	1.00
Face Value per Equity Share (in Rs.)	10	10

(Amount in Rs.)

	2013-14	2012-13
<b>32. EARNING IN FOREIGN EXCHANGE :</b>		
FOB Value of Exports	451214205	302555673
<b>Total :-&gt;</b>	<b>451214205</b>	<b>302555673</b>

**33. RELATED PARTY DISCLOSURE :**

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

No.	Name of the Related Party	Relationship	Related Party Transaction
1.	Giraben Solanki	Key Managerial Personnel	1. Payment to Key Managerial Personnel of Rs. 309840/- (Last Year Rs. 309840/-) 2. Unsecured Loan taken of Rs.0/- (Last Year Rs. 2150000/-) 3. Unsecured Loan Repaid of Rs.0/- (Last Year Rs. 31000/-) 4. Year end balance of Loan Taken of Rs. 2119000/- (Last Year Rs. 2119000/-)
2.	Manish M. Shah	Key Managerial Personnel	1. Payment to Key Managerial Personnel of Rs. 410880/- (Last Year Rs. 410880/-) 2. Unsecured Loan taken of Rs. 0/- (Last Year Rs. 3500000/-) 3. Unsecured Loan Repaid of Rs.0/-(Last Year Rs.100000/-) 4. Year end balance of Loan Taken of Rs. 8598344/- (Last Year Rs. 8598344/-)
3.	Viral M. Shah	Key Managerial Personnel	1. Payment to Key Managerial Personnel of Rs.686880/- (Last Year Rs. 686880/-) 2. Unsecured Loan taken of Rs.0/- (Last Year Rs.845000/-) 3. Unsecured Loan Repaid of Rs. 13444820/- (Last Year Rs. 6605027/-)

**33. RELATED PARTY DISCLOSURE : (CONTD.....)**

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

No.	Name of the Related Party	Relationship	Related Party Transaction
			4. Year end balance of Loan taken of Rs. 1626253/- (Last Year Rs. 15071073/-)
4.	Zankarsinh K. Solanki	Key Managerial Personnel	1. Payment to Key Managerial Personnel of Rs. 410880/- (Last Year Rs. 410880/-) 2. Unsecured Loan taken of Rs.0/- (Last Year Rs.25000000/-) 3. Unsecured Loan Repaid of Rs. 5400000/- (Last Year Rs. 800000/-) 4. Year end balance of Loan taken of Rs. 32609908/- (Last Year Rs. 38009908/-)
5.	Mona Shah	Key Managerial Personnel	1. Employee Benefit Expenses of Rs. 211200/- (Last Year Rs.211200/-) 2. Unsecured Loan Repaid of Rs.0/- (Last Year Rs. 7395000/-) 3. Year end balance of Loan Taken of Rs.0/- (Last Year Rs. 0/-)
6.	Sarojben M. Shah	Key Managerial Personnel	1. Employee Benefit Expenses of Rs. 219600/- (Last Year Rs. 219600/-)
7	Dhara Z. Solanki	Key Managerial Personnel	1. Employee Benefit Expenses of Rs. 0/- (Last Year Rs. 105960/-)
8.	Dipali Shah	Key Managerial Personnel	1. Employee Benefit Expenses of Rs. 140400/- (Last Year Rs.140400/-) 2. Unsecured Loan Repaid of Rs.0/- (Last Year Rs. 2700000/-) 3. Year end balance of Loan Taken of Rs. 0/- (Last Year Rs. 0/-)
9.	General Capital & Holdings Pvt. Ltd.	Company in which KMP/ Relatives of KMP can exercise significant influence	1. Unsecured Loan taken of Rs. 250000/- (Last Year Rs.2700000/-) 2. Unsecured Loan Repaid of Rs. 385000/- (Last Year Rs. 16395000/-) 3. Year end balance of Loan Taken of Rs.72172000/- (Last Year Rs. 72307000/-)

**33. RELATED PARTY DISCLOSURE : (CONTD.....)**

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

No.	Name of the Related Party	Relationship	Related Party Transaction
10.	Sampati Securities Limited	Company in which KMP/ Relatives of KMP can exercise significant influence	1. Unsecured Loan taken of Rs. 68380023/- (Last Year Rs.248370500/-) 2. Unsecured Loan Repaid of Rs. 179135000/- (Last Year Rs. 211062602/-) 3. Year end balance of Loan Taken of Rs. 16972921/- (Last Year Rs.127727898/-)
11.	Four Seasons Residency Limited	Company in which KMP/ Relatives of KMP can exercise significant influence	1. Unsecured Loan taken of Rs.0/- (Last Year Rs. 900000/-) 2. Unsecured Loan Repaid of Rs.0/- (Last Year Rs. 900000/-) 3. Year end balance of Loan Taken of Rs. 0/- (Last Year Rs. 0/-)
12.	Torque Automotive Pvt. Ltd.	Company in which KMP/ Relatives of KMP can exercise significant influence	1. Advance received back of Rs.0/- (Last Year Rs. 2495920/-) 2. Unsecured Loan Taken of Rs. 59000000/- (Last Year of Rs.5314024/-) 3. Unsecured Loan Repaid of Rs. 30435069/- (Last Year of Rs. 0/-) 4. Year end balance of Loan Taken of Rs.33878955/- (Last Year Rs. 5314024/-)
13.	Long View Financial Services Pvt. Ltd.	Company in which KMP/ Relatives of KMP can exercise significant influence	1. Unsecured Loan taken of Rs. 13525000/- (Last YearRs. 0/-) 2. Unsecured Loan Repaid of Rs. 12700000/- (Last Year Rs. 0/-) 3. Year end balance of Loan Taken of Rs. 825000/- (Last Year Rs. 0/-)
14.	Viral M. Shah (HUF)	Key Managerial Personnel is Karta	1. Unsecured Loan taken of Rs.900000/- (Last Year Rs. 0/-) 2. Unsecured Loan Repaid of Rs. 900000/- (Last Year Rs.0/-) 3. Year end balance of Loan Taken of Rs. 0/- (Last Year Rs.0/-)

**33. RELATED PARTY DISCLOSURE : (CONTD.....)**

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

No.	Name of the Related Party	Relationship	Related Party Transaction
15.	Gyscoal Enterprise Pvt.Ltd.	Company in which KMP/ Relatives of KMP can exercise significant influence	1. Sales made of Rs. 0/- (Last Year Rs. 56712253/-) 2. Year end balance of Rs. 0/- (Last Year Rs. 0/-)
16.	Torque Holding LLP	Company in which Independent Director can exercise significant influence	1. Licence Fees paid of Rs.183540/- (Last Year Rs. 1345960/-) 2. Year end balance of Rs. 220248/- (Last Year Rs. 55062/-)

**34. SEGMENT REPORTING :**

The Company is mainly engaged in the business of manufacturing of S.S. Products. Considering the nature of business and financial reporting of company, the company has only one segment, viz. S.S. Products as reportable segment. The company operates in local/export segment geographically of which the export has amounted to Rs. 451214205/- out of total turnover of Rs. 2754537280/- but due to nature of the business, the assets / liabilities and expenses for these activities can not be bifurcated separately.

**35. CONTINGENT LIABILITIES :**

	2013-14	2012-13
<b>Claims against the Company not acknowledged as debt</b> (Amount in Rs.)	0	0
<b>Buyer's Credit Outstanding</b> (Amount in US\$)	0	169463

36. During the financial year 2010-11, the Company has completed its Initial Public Offer (IPO) comprising of 77,00,000 equity shares at a price of Rs. 71 per share aggregating to Rs. 5467.00 lacs. The share premium of Rs. 61 per share amounting to Rs. 4697.00 lacs has been credited to Share Premium Account. The share issue expenses amounting to Rs. 510.69 lacs have been adjusted to Share Premium Account.

**UTILIZATION OF PROCEEDS OF IPO :***Rs. in Lacs*

Particulars	2013-14	2013-14	2012-13	2012-13
Amount Received from IPO		5467.00		5467.00
Promotor Contribution		1000.00		1000.00
Income from Investment of IPO Proceeds		191.21		195.01
		<b>6658.21</b>		<b>6662.01</b>
	<b>Projected</b>	<b>Actual</b>	<b>Projected</b>	<b>Actual</b>
Land Cost*	765.38	603.80	765.38	603.80
Civil Cost	600.00	0.53	600.00	0.53
Plant & Machinery*	4405.11	4365.81	4405.11	4292.71
Long Term Working Capital	500.00	1138.34	500.00	513.76
General Corporate Purpose	25.00	10.00	25.00	10.00
IPO Expenses	482.36	510.69	482.36	510.69
	<b>6777.85</b>	<b>6629.17</b>	<b>6777.85</b>	<b>5931.49</b>
Fixed Deposits with Bank#		29.04		25.52
Investment in Mutual Funds#		0.00		705.00
<b>Total :-&gt;</b>		<b>6658.21</b>		<b>6662.01</b>



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

# As on 31st March, 2014 unutilized funds have been temporarily invested in interest bearing liquid instruments including deposits with banks.

The Company has shifted the IPO project to the new land located at Kukarwada as approved by the shareholders in the Annual General Meeting of the Company held on 30th September, 2013. The process of land acquisition is completed, procedure of Land Development is started. The order of plants & machineries have been placed for which advances are given to various parties.

37. In the opinion of Board of Directors, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business. The provision for all liabilities is adequate and not in excess of the amounts considered reasonably necessary.
38. Outstanding Balance of unsecured loans, sundry debtors, sundry creditors, loans and advances and any other outstanding balances including all squared up accounts are subject to confirmation and reconciliation.
39. Expenditure related to and incurred during implementation of capital projects is included under "Capital Work in Progress" which will be allocated to the respective fixed assets on completion of construction / erection of the capital project / fixed assets. Dividend income from Mutual fund (Net of Redemption Loss) of Rs. 19121150/- received out of the investment of IPO proceed is deducted from "Capital Work in Progress".

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As per our Report of even date

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

**D. B. Patel**  
Partner

**Ahmedabad**  
**21 May, 2014**

**For & on behalf of the Board of Directors**

**Viral Shah**  
Chairman & Managing Director

**Manish Shah**  
Whole Time Director

**Neha Choksi**  
Company Secretary



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**INDEPENDENT AUDITORS' REPORT**

TO,  
THE BOARD OF DIRECTORS OF  
GYSCOAL ALLOYS LIMITED

**Report on the Consolidated Financial Statements :**

We have audited the accompanying consolidated financial statements of Gyscoal Alloys Limited (the Company) and its subsidiary as described in Note No. 36, (collectively referred to as "the Group") which comprise the Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto ("Consolidated Financial Statements") and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Consolidated Financial Statements :**

The Company's Management is responsible for the preparation of these consolidated financial statements 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 Standards referred to in section 211 (3C) of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility :**

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

**Opinion :**

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of au-audited financial statements of the subsidiary as noted below, the 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 :

- a) In the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;



- b) In the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
- c) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

**Report on Other Legal and Regulatory Requirements :**

We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956, more specifically Accounting Standards (AS) 21, Consolidated Financial Statements, Accounting Standards (AS) 23, Accounting for Investments in Associates in Consolidated Financial Statements and Accounting Standard (AS) 27, Financial Reporting of Interests in Joint Ventures notified pursuant to the Companies (Accounting Standards) Rules, 2006.

**Other matter :**

We have not audited the financial statements of the one subsidiary having total assets of s.1033.90 lacs as on March 31, 2014 and total revenues (post acquisition) of s. NIL and net cash outflow (post acquisition) of s. NIL for the year ended on 31st March, 2014. The figures used for the consolidation are based on the un-audited provisional financial statements certified by their directors and are not audited by their auditors. Our opinion so far as it relates to the amounts included in respect of this subsidiary is based solely on such management certified financial statements (read with Note No. 37).

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

**D. B. Patel**  
**Partner**  
**Membership No. 117477**

**Ahmedabad**  
**May 21, 2014**





## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2014

(Amount in Rs.)

	Note	As at 31 March, 2014	As at 31 March, 2013
<b>EQUITY AND LIABILITIES :</b>			
<b>Shareholders' Funds :</b>			
Share Capital	1	158275560	158275560
Reserves and Surplus	2	768302480	762795656
		<b>926578040</b>	<b>921071216</b>
<b>Minority interest</b>		23575999	0
<b>Non-Current Liabilities :</b>			
Long-Term Borrowings	3	234361328	287651727
Deferred Tax Liabilities (Net)	4	45624496	46997643
Long-Term Provisions	5	1862531	1998675
		<b>281848355</b>	<b>336648045</b>
<b>Current Liabilities :</b>			
Short-Term Borrowings	6	544499869	485089660
Trade Payables	7	635983008	330024741
Other Current Liabilities	8	164119111	24516840
Short-Term Provisions	9	22019640	29237583
		<b>1366621628</b>	<b>868868824</b>
<b>Total Equity and Liabilities :-&gt;</b>		<b>2598624021</b>	<b>2126588085</b>
<b>ASSETS :</b>			
<b>Non-Current Assets :</b>			
Fixed Assets			
Tangible Assets	10	264580569	278792112
Capital Work-in-Progress	10	151879600	124590741
Goodwill on Consolidation	33	33698379	0
Non-Current Investments	11	209030	209030
Long-Term Loans And Advances	12	530948280	494516623
Other Non-Current Assets	13	950250	0
		<b>982266107</b>	<b>898108506</b>
<b>Current assets :</b>			
Current Investments	14	0	70500000
Inventories	15	592447755	595066782
Trade Receivables	16	824234046	402165706
Cash and Bank Balances	17	90073577	56333843
Short-Term Loans And Advances	18	101810477	99006259
Other Current Assets	19	7792059	5406989
		<b>1616357914</b>	<b>1228479579</b>
<b>Total Assets :-&gt;</b>		<b>2598624021</b>	<b>2126588085</b>

**Significant Accounting Policies and Notes on Consolidated Financial Statements**

1 to 44

As per our Report of even date

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

**D. B. Patel**  
Partner

**Ahmedabad**  
21 May, 2014

**For & on behalf of the Board of Directors**

**Viral Shah**  
Chairman & Managing Director

**Ahmedabad**  
21 May, 2014

**Manish Shah**  
Whole Time Director

**Neha Choksi**  
Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT & LOSS  
FOR THE YEAR ENDED 31ST MARCH, 2014**

(Amount in Rs.)

	Note	2013-14	2012-13
<b>INCOME :</b>			
Revenue from Operations	20	2770714882	2872996008
Other Income	21	44572658	16372428
<b>Total Revenue :-&gt;</b>		<b><u>2815287540</u></b>	<b><u>2889368436</u></b>
<b>EXPENDITURE :</b>			
Cost of Material Consumed	22	1872450070	1883088492
Purchase of Stock-in-Trade		673245434	640902732
Change in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	23	(21011628)	62282249
Employee Benefits Expenses	24	13822836	15663474
Finance Costs	25	107219088	103959771
Depreciation and Amortisation Expenses	26	41238862	36768415
Other Expenses	27	119619942	121148358
<b>Total Expenses :-&gt;</b>		<b><u>2806584604</u></b>	<b><u>2863813491</u></b>
<b>Profit Before Exceptional and Extraordinary Items and Tax</b>		<b>8702936</b>	<b>25554945</b>
Exceptional Items		0	0
<b>Profit Before Extraordinary Items and Tax</b>		<b>8702936</b>	<b>25554945</b>
Extraordinary Items		0	0
<b>Profit Before Tax</b>		<b>8702936</b>	<b>25554945</b>
Tax Expenses			
- Prior Period Tax		175986	0
- Current Tax		4393273	6964964
- Deferred Tax Liability (Asset)		(1373147)	2821351
- Minority Interest		0	0
<b>Net Profit/Loss After Minority Interest</b>		<b><u>5506824</u></b>	<b><u>15768630</u></b>
<b>Earning per Equity Share of Face Value of Rs. 10 each</b>	32		
<b>Basic &amp; Diluted (Rs)</b>		<b>0.35</b>	<b>1.00</b>
<b>Significant Accounting Policies and Notes on Consolidated Financial Statements</b>	<b>1 to 44</b>		

As per our Report of even date

**For, B. K. Patel & Co.**  
Chartered Accountants**D. B. Patel**  
Partner**Ahmedabad**  
**21 May, 2014****For & on behalf of the Board of Directors****Viral Shah**  
Chairman & Managing Director**Ahmedabad**  
**21 May, 2014****Manish Shah**  
Whole Time Director**Neha Choksi**  
Company Secretary



**CONSOLIDATED CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31ST MARCH, 2014**

(Amount in Rs.)

	2013-14	2012-13
<b>(A) Cash Flow from Operating Activities :</b>		
Net Profit Before Tax	8702936	25554945
<b>Non-Cash Adjustment to reconcile Profit Before Tax to Net Cash Flows</b>		
Depreciation/Amortisation of current year	41238862	36768415
Profit on Sales of Fixed Assets	(85716)	0
Interest Received	(7037350)	(5768025)
Interest Paid	107219088	103959771
<b>Operating Profit Before Working Capital Changes</b>	<b>150037820</b>	<b>160515106</b>
<b>Movement in Working Capital :</b>		
Increase/(Decrease) in Trade Payables	305958267	(179829274)
Increase/(Decrease) in Long Term Provisions	(136144)	469072
Increase/(Decrease) in Other Current Liabilities	139602271	(26068601)
Increase/(Decrease) in Short Term Provisions	232309	201121
Decrease/(Increase) in Current Investments	7050000	(9300000)
Decrease/(Increase) in Trade Receivables	(422068340)	164445412
Decrease/(Increase) in Inventories	2619027	(23127657)
Decrease/(Increase) in Other Current Assets	(3335320)	(77391)
<b>Cash Generated from/(used in) Operating Activities</b>	<b>243409890</b>	<b>87227788</b>
Direct Taxes Paid (net)	12019511	2500000
<b>Net Cash from Operating Activities (A)</b>	<b>231390379</b>	<b>84727788</b>
<b>(B) Cash Flow from Investing Activity :</b>		
Purchase of Fixed Assets (including Goodwill on Consolidation)	(88194556)	(56539875)
Sales of Fixed Assets	180000	0
Change in Minority interest	23575999	0
Profit on Sale of Fixed Assets	85716	0
Movement in Loans & Advances	(39235875)	(19538683)
Interest Received	7037350	5768025
<b>Net Cash form Investing Activities (B)</b>	<b>(96551367)</b>	<b>(70310533)</b>
<b>(C) Cash Flow from Financial Activities :</b>		
Proceeds from Long Term Borrowings (Net)	(53290399)	35327614
Proceeds from Short Term Borrowings (Net)	59410209	56092833
Interest Paid	(107219088)	(103959771)
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>(101099278)</b>	<b>(12539324)</b>
<b>Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)</b>	<b>33739734</b>	<b>1877931</b>
Add : Opening Cash & Bank Balances	56333843	54455912
<b>Closing Cash &amp; Bank Balances</b>	<b>90073577</b>	<b>56333843</b>

As per our Report of even date

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

**D. B. Patel**  
Partner  
**Ahmedabad**  
**21 May, 2014**

For &amp; on behalf of the Board of Directors

**Viral Shah**  
Chairman & Managing Director  
**Ahmedabad**  
**21 May, 2014**

**Manish Shah**  
Whole Time Director  
**Neha Choksi**  
Company Secretary



**SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS :**

**1 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 difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.
- 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.

**2** 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.

**3** Figures pertaining to the Subsidiary Companies have been recast/reclassified wherever necessary to bring them in line with the parent Company's financial statements.

**4** 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.

**5** The Company has prepared consolidated financial statement as on 31st March, 2014, as per revised Schedule VI notified under the Act. The Company has also reclassified the previous year figures where required.

**6** Investments other than in subsidiary, if any have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

**7 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, 2014

(Amount in Rs.)

	As at 31 March, 2014	As at 31 March, 2013
<b>1. SHARE CAPITAL:</b>		
<b>Authorised Share Capital :</b>		
27000000 Equity Shares of Rs. 10 each	270000000	170000000
(17000000 Equity Shares of Rs. 10 each in Previous Year)		
	<u>270000000</u>	<u>170000000</u>
<b>Issued, Subscribed and Paid up :</b>		
15827556 Equity shares of Rs. 10 each	158275560	158275560
(15827556 Equity shares of Rs. 10 each in Previous Year)		
<b>Total :-&gt;</b>	<u>158275560</u>	<u>158275560</u>

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

Name of the Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	% held	No. of Shares	% held
Viral Shah	4934676	31.18	4896502	30.94
General Capital and Holding Company Pvt. Ltd.	1538460	9.72	1538460	9.72
Giraben Kishorsinh Solanki	1415735	8.94	1224153	7.73
Sampati Securities Limited	1035872	6.54		

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

Name of the Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	Amt. in Rs.	No. of Shares	Amt. in Rs.
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	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Equity Shares at the end of the year	<u>15827556</u>	<u>158275560</u>	15827556	158275560

## 1.3 Terms / Rights attached to Equity Shares :

The Company has only one class of equity shares having a face value of R 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

**GYSCOAL ALLOYS LIMITED***(Amount in Rs.)*

	<b>As at 31 March, 2014</b>	As at 31 March, 2013
<b>2. RESERVES AND SURPLUS :</b>		
As per last Balance Sheet	744800	744800
Add : Addition during the year	0	0
Less : Utilisation during the year	<u>0</u>	<u>0</u>
	<b>744800</b>	<b>744800</b>
<b>Securities Premium Reserve :</b>		
As per last Balance Sheet	526014386	526014386
Add : Proceeds from IPO	0	0
Less : Amount utilised towards IPO Expenses	<u>0</u>	<u>0</u>
	<b>526014386</b>	<b>526014386</b>
<b>Profit and Loss Account :</b>		
As per last Balance Sheet	236036470	220267840
Add : Profit for the year	5506824	15768630
Less : Appropriations during the year	<u>0</u>	<u>0</u>
	<b>241543294</b>	<b>236036470</b>
<b>Total :-&gt;</b>	<b>768302480</b>	<b>762795656</b>

		<i>(Amount in Rs.)</i>			
<b>3. LONG TERM BORROWINGS :</b> <b>Name of the Shareholder</b>	<b>As at 31st March, 2014</b>		As at 31st March, 2013		
	Non-Current	Current	Non-Current	Current	
<b>Secured :</b>					
Term Loans					
- From Banks	18384064	15904305	18504480	16861345	
	<b>18384064</b>	<b>15904305</b>	<b>18504480</b>	<b>16861345</b>	
<b>Unsecured :</b>					
Loans and Advance from Related Parties	215977264	0	269147247	0	
	<b>215977264</b>	<b>0</b>	<b>269147247</b>	<b>0</b>	
<b>Total :-&gt;</b>	<b>234361328</b>	<b>15904305</b>	<b>287651727</b>	<b>16861345</b>	

**3.1 Details of Term Loans are as under :**

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

Auto Loans from ICICI Bank carries interest @ 10.12% p.a. The loan is repayable in 60 equated monthly installments total amounting to Rs. 87610/- along with interest.

Auto Loans from HDFC Bank carries interest @ 10.13% p.a. The loan is repayable in 60 equated monthly installments total amounting to Rs. 294280/- along with interest.

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

Term Loans from State Bank of Patiyala and UCO Banks of Rs. 18227229/- (Previous Year Rs. 31370629/-) are secured by way of Pari Pasu Charge over the Land & Building, Plant & Machinery and other immovable & movable Fixed assets of the company both present and future and personal guarantee of some of the Directors of the Company as well as corporate guarantee of other group companies.

Auto Loans from ICICI Bank of Rs. 3317302/- (Previous Year Rs. 3995196/-) are secured by way of hypothecation of respective vehicles.

Auto Loans from HDFC Bank of Rs. 12743838/- (Previous Year Rs. Nil) are secured by way of hypothecation of respective vehicles.

**ANNUAL REPORT 2013-2014****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 Rs.)*

	<b>As at 31 March, 2014</b>	As at 31 March, 2013
Deferred Tax Liability related to Fixed Assets :		
Opening Balance	46997643	44176292
Add : Addition during the year / (Reverted during the year)	<u>(1373147)</u>	<u>2821351</u>
<b>Closing Balance</b>	<b><u>45624496</u></b>	<b><u>46997643</u></b>

**5. LONG-TERM PROVISIONS :***(Amount in Rs.)*

	<b>As at 31st March, 2014</b>		As at 31st March, 2013	
	Non-Current	Current	Non-Current	Current
Provision for Gratuity (Refer Note No. 23)	1862531	527916	1998675	344618
<b>Total :-&gt;</b>	<b><u>1862531</u></b>	<b><u>527916</u></b>	<b><u>1998675</u></b>	<b><u>344618</u></b>

**6. SHORT-TERM BORROWINGS :***(Amount in Rs.)***Secured :****Working Capital Loan repayable on demand from Banks**

Cash Credit	527499869	424564606
	<b><u>527499869</u></b>	<b><u>424564606</u></b>

**Unsecured :****Working Capital Loan repayable on demand from Banks**

Cash Credit	17000000	0
Deposit	<u>0</u>	<u>60525054</u>
<b>Total :-&gt;</b>	<b><u>544499869</u></b>	<b><u>485089660</u></b>

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.

*(Amount in Rs.)***7. TRADE PAYABLES :**

Trade Payables	<u>635983008</u>	<u>330024741</u>
<b>Total :-&gt;</b>	<b><u>635983008</u></b>	<b><u>330024741</u></b>

**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.



**GYSCOAL ALLOYS LIMITED**

(Amount in Rs.)

**As at**                      **As at**  
**31 March, 2014**    **31 March, 2013**

**8. OTHER CURRENT LIABILITIES :**

Current Maturities of Long Term Debt	15904305	16861345
Other Payables*	148214806	7655495
<b>Total :-&gt;</b>	<b>164119111</b>	<b>24516840</b>

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

(Amount in Rs.)

**As at**                      **As at**  
**31 March, 2014**    **31 March, 2013**

**9. SHORT TERM PROVISIONS :**

Provision for Gratuity	527916	344618
Provision for Expenses	1129078	1080067
Provision for Taxation	20362646	27812898
<b>Total :-&gt;</b>	<b>22019640</b>	<b>29237583</b>

**10. FIXED ASSETS :**

Name of Assets	Rate of Depreciation	Gross Block				Depreciation						Net Block	
		As on 1-4-2013	Addition	Addition for new Subsidiaries	Deduction	As on 31-3-2014	As on 1-4-2013 of sale/Adjustment	Deduction on account	Addition for new Subsidiaries	For the year	Up to 31-3-2014	As on 31-3-2014	As on 31-3-2013
<b>TANGIBLEASSETS:</b>													
Factory/Land	0.00%	2831125		3578514		6409639	0				0	6409639	2831125
Building	5.00%	1426544	114192		0	1540736	438610	0		53344	491954	1048782	987934
Building	10.00%	51686248	110000		0	51796248	19991980	0		3176027	23168007	28628241	31694269
Plant&Machinery	13.91%	406397175	7207305		180000	413424480	174648611	104716		32765879	207309774	206114706	231748564
Furniture	18.10%	3029909	0	12372	0	3042281	1198814	0	5524	331428	1535766	1506515	1831095
Vehicles	25.89%	17723955	16011711		0	33735666	8534875	0		4701021	13235896	20499770	9189080
Computers	40.00%	2186648	74034		0	2260682	1676603	0		211163	1887766	372916	510045
Sub-Total		485281604	23517242	3590886	180000	512209733	206489493	104716	5524	41238862	247629164	264580569	278792112
<b>INTANGIBLEASSETS:</b>													
Sub-Total		0	0		0	0	0	0		0	0	0	0
<b>Total</b>		485281604	23517242	3590886	180000	512209733	206489493	104716	5524	41238862	247629164	264580569	278792112
Previous Year		432216150	53065454		0	485281604	169721077	0		36768415	206489492	278792112	262495073
<b>CAPITAL WORK IN PROGRESS *</b>												151879600	124590741
<b>INTANGIBLE ASSETS UNDER DEVELOPMENT</b>												0	0

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

(Amount in Rs.)

**As at**                      **As at**  
**31 March, 2014**    **31 March, 2013**

**11. NON-CURRENT INVESTMENTS :**

**Other Investments :**

Other Investments (Unquoted)	209030	209030
<b>Total :-&gt;</b>	<b>209030</b>	<b>209030</b>

Such Non-Current Investments are valued at Cost.



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<i>(Amount in Rs.)</i>		
	<b>As at</b>	<b>As at</b>
	<b>31 March, 2014</b>	<b>31 March, 2013</b>
<b>12. LONG-TERM LOANS AND ADVANCES :</b>		
<i>(Unsecured and Considered Good)</i>		
Capital Advance	490488853	483235871
Security Deposit	11286752	11280752
Loans and Advances to Related Parties	29172675	0
<b>Total :-&gt;</b>	<b><u>530948280</u></b>	<b><u>494516623</u></b>
<i>(Amount in Rs.)</i>		
	<b>As at</b>	<b>As at</b>
	<b>31 March, 2014</b>	<b>31 March, 2013</b>
<b>13. OTHER NON-CURRENT ASSETS :</b>		
Deposit for Land Leases	950250	0
<b>Total :-&gt;</b>	<b><u>950250</u></b>	<b><u>0</u></b>
<i>(Amount in Rs.)</i>		
	<b>As at</b>	<b>As at</b>
	<b>31 March, 2014</b>	<b>31 March, 2013</b>
<b>14. CURRENT INVESTMENTS :</b>		
Investment in Mutual Fund out of IPO Fund	0	70500000
<b>Total :-&gt;</b>	<b><u>0</u></b>	<b><u>70500000</u></b>
Such Current investments are valued at lower of cost and fair market value.		
<i>(Amount in Rs.)</i>		
	<b>As at</b>	<b>As at</b>
	<b>31 March, 2014</b>	<b>31 March, 2013</b>
<b>15. INVENTORIES :</b>		
Raw Materials	435145339	458775994
Finished Goods	157302416	136290788
<b>Total :-&gt;</b>	<b><u>592447755</u></b>	<b><u>595066782</u></b>
<i>(Amount in Rs.)</i>		
	<b>As at</b>	<b>As at</b>
	<b>31 March, 2014</b>	<b>31 March, 2013</b>
<b>16. TRADE RECEIVABLES :</b>		
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>		
Doubtful*	18127314	18127314
Unsecured and Considered Good	181676972	19427511
<b>Other Trade Receivables</b>		
Unsecured and Considered Good	624429760	364610881
<b>Total :-&gt;</b>	<b><u>824234046</u></b>	<b><u>402165706</u></b>
*Legal case filed against Salvo Steel Pvt. Ltd. u/s 138 of the Negotiable Instrument Act, 1881, however no provision is made against this amount.		
<i>(Amount in Rs.)</i>		
	<b>As at</b>	<b>As at</b>
	<b>31 March, 2014</b>	<b>31 March, 2013</b>
<b>17. CASH AND BANK BALANCES :</b>		
<b>Balance with Banks :</b>		
In Current Accounts	30670389	3629678
In Fixed Deposits*	55236295	51357612
<b>Cash on Hand</b>	<u>4166893</u>	<u>1346553</u>
<b>Total :-&gt;</b>	<b><u>90073577</u></b>	<b><u>56333843</u></b>

\* Fixed Deposit with banks includes deposits of Rs. 52331631/- (Previous Year Rs. 48805612/-) given as margin money for Letter of Credit issued by the bank in the favour of the Company. All Fixed Deposits are with maturity of more than 12 months.


**GYSCOAL ALLOYS LIMITED**

				(Amount in Rs.)	
				As at	As at
				31 March, 2014	31 March, 2013
<b>18. SHORT-TERM LOANS AND ADVANCES :</b>					
Unsecured and Considered Good					
<b>Other Loans and Advances</b>					
Balance With Statutory / Government Authorities			30866302	37744296	
Prepaid Expenses			103550	285466	
Advances To Creditors, Suppliers & Contractors and Others			69996392	59974719	
Staff Advances			844233	1001778	
<b>Total :-&gt;</b>			<b>101810477</b>	<b>99006259</b>	
				(Amount in Rs.)	
				As at	As at
				31 March, 2014	31 March, 2013
<b>19. OTHER CURRENT ASSETS :</b>					
Interest Accrued on Fixed Deposits			7792059	5406989	
<b>Total :-&gt;</b>			<b>7792059</b>	<b>5406989</b>	
				(Amount in Rs.)	
				2013-14	2012-13
<b>20. REVENUE FROM OPERATIONS :</b>					
Sale of Products			3082601662	3250134212	
Income From Other Operations			16177602	8595192	
			<b>3098779264</b>	<b>3258729404</b>	
Less : Excise Duty			255069895	271036493	
Less : VAT & CST			72994487	114696903	
			<u>328064382</u>	<u>385733396</u>	
<b>Total :-&gt;</b>			<b>2770714882</b>	<b>2872996008</b>	
				(Amount in Rs.)	
				2013-14	2012-13
<b>20.1 PARTICULARS OF SALE OF PRODUCTS :</b>					
S.S. & M.S. Structure Products			3082601662	3250134212	
<b>Total :-&gt;</b>			<b>3082601662</b>	<b>3250134212</b>	
				(Amount in Rs.)	
				2013-14	2012-13
<b>21. OTHER INCOME :</b>					
<b>Interest :</b>					
From Current Investments			5873275	5203572	
From Others			1164075	564453	
			7037350	5768025	
<b>Dividend :</b>					
From Current Investments			0	9681139	
Less : Adjusted against Capital Work in Progress			0	9681139	
			0	0	
<b>Net Gain on Foreign Currency Transaction &amp; Translation (Other than considered as Finance Cost)</b>					
			35077818	1971355	
<b>Other Non Operating Income</b>			2457490	8633048	
<b>Total :-&gt;</b>			<b>44572658</b>	<b>16372428</b>	
				(Amount in Rs.)	
				2013-14	2012-13
<b>22. COST OF MATERIAL CONSUMED :</b>					
				(Amount in Rs.)	
				2013-14	2012-13
			Amt. (Rs.)	% Consumption	Amt. (Rs.) % Consumption
Imported			10485269	0.56	45591608 2.42
Indigenous			1861964801	99.44	1837496884 97.58
<b>Total :-&gt;</b>			<b>1872450070</b>	<b>100.00</b>	1883088492 100.00



<i>(Amount in Rs.)</i>		
	2013-14	2012-13
<b>22.1 PARTICULARS OF MATERIALS CONSUMED :</b>		
S. S. Structures	1815661956	1827521053
Furnace Oil	8248368	17969886
Others	48539746	37597553
<b>Total :-&gt;</b>	<b><u>1872450070</u></b>	<b><u>1883088492</u></b>
<i>(Amount in Rs.)</i>		
	2013-14	2012-13
<b>23. CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS &amp; STOCK-IN-TRADE :</b>		
<b>Inventories (at commencement) :</b>		
Finished Goods / Stock-in-Trade	136290788	198573037
	<u>136290788</u>	<u>198573037</u>
<b>Inventories (at close) :</b>		
Finished Goods / Stock-in-Trade	157302416	136290788
	<u>157302416</u>	<u>136290788</u>
<b>Total :-&gt;</b>	<b><u>(21011628)</u></b>	<b><u>62282249</u></b>
<i>(Amount in Rs.)</i>		
	2013-14	2012-13
<b>24. EMPLOYEE BENEFIT EXPENSES :</b>		
Salaries and Wages	13182660	14388001
Contribution to Provident & Other Funds	594672	614180
Staff Welfare Expenses	45504	661293
<b>Total :-&gt;</b>	<b><u>13822836</u></b>	<b><u>15663474</u></b>
<b>24.1</b> As per Accounting Standard 15 "Employee Benefits", the disclosures of Employee benefits as defined in the Accounting Standard are given below:		
<b>Defined Contribution Plans :</b>	<i>(Amount in Rs.)</i>	
Contribution to Defined Contribution Plans, recognised as expense for the year is as under:		
<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Employer's Contribution to Provident Fund	594672	614180
<b>Defined Benefit Plans :</b>		
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.		
<b>A. Reconciliation of opening and closing balances of Defined Benefit Obligation :</b>		
<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Present Value of Obligation as at the beginning of the period.	2343293	1789642
Current Service Cost	351529	427708
Interest Cost	210896	147241
Benefits Paid (If Any)	(15000)	0
Actuarial (Gain)/Loss on obligation	(500271)	(21298)
Present Value of Obligation as at the end of the period	2390447	2343293
<b>B. Reconciliation of opening and closing balances of Fair Value of Plan Assets :</b>		
<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
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


**GYSCOAL ALLOYS LIMITED**
**24.1 (CONTD.....)**
*(Amount in Rs.)*
**C. Reconciliation of Fair Value of Assets and Obligations :**

<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Present Value of Obligation as at the end of the period	2390447	2343293
Fair Value of Plan Assets at the end of the period	0	0
Net Assets/(Liability)recognized in Balance Sheet	(2390447)	(2343293)

**D. Expense recognized during the period :**

<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Current Service Cost	351529	427708
Interest Cost	210896	147241
Expected Return on Plan Assets	0	0
Net Actuarial losses (gains) recognized in period	(500271)	(21298)
Expenses Recognized in the statement of Profit & Loss	62154	553651

**E. Actuarial Assumptions :**

<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Discount Rate	9.00%	8.25%
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	LIC1994-96 Ultimate

*(Amount in Rs.)*
**2013-14**      **2012-13**
**25. FINANCE COSTS :**

Interest Expenses	104092422	97538822
Other Borrowing Costs	3126666	6420949
<b>Total :-&gt;</b>	<b>107219088</b>	<b>103959771</b>

*(Amount in Rs.)*
**2013-14**      **2012-13**
**26. DEPRECIATION AND AMORTISATION EXPENSES :**

Depreciation and Amortisation Expenses (Refere Note No. 10)	41238862	36768415
<b>Total :-&gt;</b>	<b>41238862</b>	<b>36768415</b>

*(Amount in Rs.)*
**2013-14**      **2012-13**
**27. OTHER EXPENSES :**
**Manufacturing Expenses :**

Freight & Transportation Expenses	4344989	5905234
Insurance	442409	504788
Jobwork Charges	457768	234683
Labour Charges	27944509	27529413
Other Manufacturing Expenses	1080874	2171658
Power & Fuel - Factory	52802663	66297089
Rent	283764	1465960
Repairs to Building	286737	263580
Repairs to Machinery	412947	584560
Stores & Spares	3459661	2965496
*Excise Duty	7110462	(6608708)
<b>Total :-&gt;</b>	<b>98626783</b>	<b>101313753</b>



(Amount in Rs.)

	2013-14	2012-13
<b>27. OTHER EXPENSES : (CONTD.....)</b>		
<b>Selling &amp; Distribution Expenses :</b>		
Advertisement Expenses	1013093	109006
Packing, Clearing & Forwarding Charges	8142522	8026809
Other Selling & Distribution Expenses	208691	61822
	<b>9364306</b>	<b>8197637</b>
<b>Establishment Expenses :</b>		
Charity & Donations	100350	132202
Computer Expenses	104883	202353
General Expenses	1099881	1380038
Legal & Professional Fees	2182384	2255685
Power & Fuel - Office	415255	470869
Other Repairs	121929	618474
Payment to Auditors	350000	308990
Rate & Taxes	431862	117210
Stationery & Postage Expenses	510643	598645
Telepphone Expenses	1091209	1360141
Travelling Expenses	4331497	3378792
Vehicle Expenses	888960	813569
	<b>11628853</b>	<b>11636968</b>
<b>Total :-&gt;</b>	<b>119619942</b>	<b>121148358</b>

\* 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.

	2013-14	2012-13
<b>28. VALUE OF STORES &amp; SPARES CONSUMED :</b>		
Imported	0	0
Indigenious	3459661	2965496
<b>Total :-&gt;</b>	<b>3459661</b>	<b>2965496</b>

	2013-14	2012-13
<b>29. VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF :</b>		
Raw Materials and Stock-in-Trade	8512890	36062856
<b>Total :-&gt;</b>	<b>8512890</b>	<b>36062856</b>

	2013-14	2012-13
<b>30. PAYMENT TO AUDITORS AS :</b>		
Statutory Audit Fees	250000	196630
Tax Audit Fees	50000	56180
Certification and Consultation Fees	50000	56180
<b>Total :-&gt;</b>	<b>350000</b>	<b>308990</b>

	2013-14	2012-13
<b>31. EXPENDITURE IN FOREIGN CURRENCY :</b>		
Raw Material Purchase	8512890	36062856
Interest on LC - Import	31681	536591
Sales Promotion Expenses	397500	0
Commission Paid	0	56822
<b>Total :-&gt;</b>	<b>8942071</b>	<b>36656269</b>



**GYSCOAL ALLOYS LIMITED**

(Amount in Rs.)

	2013-14	2012-13
<b>32. EARNING PER SHARE :</b>		
Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders	5506824	15768630
Weighted Average number of Equity shares used as denominator for calculating EPS	15827556	15827556
Basic and Diluted Earning per Share (in Rs.)	0.35	1.00
Face Value per Equity Share (in Rs.)	10	10
	(Amount in Rs.)	
	2013-14	2012-13
<b>33. GOODWILL ON CONSOLIDATION COMPRISES OF :</b>		
Goodwill on Consolidation	33698379	0
Less : Capital Reserve on Consolidation	0	0
<b>Net Goodwill on Consolidation</b>	<b>33698379</b>	<b>0</b>
	(Amount in Rs.)	
	2013-14	2012-13
<b>34. EARNING IN FOREIGN EXCHANGE :</b>		
FOB Value of Exports	451214205	302555673
<b>Total :-&gt;</b>	<b>451214205</b>	<b>302555673</b>

**35. RELATED PARTY DISCLOSURE :**

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

No.	Name of the Related Party	Relationship	Related Party Transaction
1.	Giraben Solanki	Key Managerial Personnel	1. Payment to Key Managerial Personnel of Rs.309840/- (Last Year Rs.309840/-) 2. Unsecured Loan taken of Rs.0/- (Last Year Rs. 2150000/-) 3. Unsecured Loan Repaid of Rs.0/- (Last Year Rs. 31000/-) 4. Year end balance of Loan Taken of Rs.2119000/- (Last Year Rs. 2119000/-)
2.	Manish M. Shah	Key Managerial Personnel	1. Payment to Key Managerial Personnel of Rs. 410880/- (Last Year Rs. 410880/-) 2. Unsecured Loan taken of Rs. 0/- (Last Year Rs.3500000/-) 3. Unsecured Loan Repaid of Rs. 0/- (Last Year Rs.100000/-) 4. Year end balance of Loan Taken of Rs. 8598344/- (Last Year Rs. 8598344/-)
3.	Viral M. Shah	Key Managerial Personnel	1. Payment to Key Managerial Personnel of Rs.686880/- (Last Year Rs. 686880/-) 2. Unsecured Loan taken of Rs. 0/- (Last Year Rs. 845000/-)

**35. RELATED PARTY DISCLOSURE : (CONTD.....)**

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

No.	Name of the Related Party	Relationship	Related Party Transaction
			3. Unsecured Loan Repaid of Rs.13444820/- (Last Year Rs.6605027/-) 4. Year end balance of Loan Taken of Rs.1626253/- (Last Year Rs.15071073/-)
4.	Zankarsinh K. Solanki	Key Managerial Personnel	1. Payment to Key Managerial Personnel of Rs.410880/- (Last Year Rs.410880/-) 2. Unsecured Loan taken of Rs.0/- (Last Year Rs.25000000/-) 3. Unsecured Loan Repaid of Rs.5400000/- (Last Year Rs.800000/-) 4. Year end balance of Loan Taken of Rs.32609908/- (Last Year Rs.38009908/-)
5.	Mona Shah	Key Managerial Personnel	1. Employee Benefit Expenses of Rs.211200/- (Last Year Rs.211200/-) 2. Unsecured Loan Repaid of Rs.0/- (Last Year Rs.7395000/-) 3. Year end balance of Loan Taken of Rs.0/- (Last Year Rs.0/-)
6.	Sarojben M. Shah	Key Managerial Personnel	1. Employee Benefit Expenses of Rs.219600/- (Last Year Rs.219600/-)
7.	Dhara Z. Solanki	Key Managerial Personnel	1. Employee Benefit Expenses of Rs.0/- (Last Year Rs.105960/-)
8.	Dipali Shah	Key Managerial Personnel	1. Employee Benefit Expenses of Rs.140400/- (Last Year Rs. 140400/-) 2. Unsecured Loan Repaid of Rs. 0/- (Last Year Rs. 2700000/-) 3. Year end balance of Loan Taken of Rs. 0/- (Last Year Rs. 0/-)
9.	General Capital & Holdings Pvt. Ltd.	Company in which KMP/ Relatives of KMP can exercise significant influence	1. Unsecured Loan taken of Rs.250000/- (Last Year Rs.2700000/-) 2. Unsecured Loan Repaid of Rs.385000/- (Last Year Rs.16395000/-) 3. Year end balance of Loan Taken of Rs.72172000/- (Last Year Rs.72307000/-)
10.	Sampati Securities Limited	Company in which KMP/ Relatives of KMP can exercise significant influence	1. Unsecured Loan taken of Rs.68380023/- (Last Year Rs.248370500/-)



**35. RELATED PARTY DISCLOSURE : (CONTD.....)**

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

No.	Name of the Related Party	Relationship	Related Party Transaction
			2. Unsecured Loan Repaid of Rs.179135000/- (Last Year Rs. 211062602/-) 3. Year end balance of Loan Taken of Rs.16972921/- (Last Year Rs.127727898/-)
11.	Four Seasons Residency Limited	Company in which KMP/ Relatives of KMP can exercise significant influence	1. Unsecured Loan taken of Rs.0/- (Last Year Rs.900000/-) 2. Unsecured Loan Repaid of Rs.0/- (Last Year Rs.900000/-) 3. Year end balance of Loan Taken of Rs.0/- (Last Year Rs.0/-)
12.	Torque Automotive Pvt. Ltd.	Company in which KMP/ Relatives of KMP can exercise significant influence	1. Advance received back of Rs.0/- (Last Year Rs. 2495920/-) 2. Unsecured Loan Taken of Rs.59000000/- (Last Year of Rs.5314024/-) 3. Unsecured Loan Repaid of Rs.30435069/- (Last Year of Rs.0/-) 4. Year end balance of Loan Taken of Rs.33878955/- (Last Year Rs.5314024/-)
13.	Long View Financial Services Pvt. Ltd.	Company in which KMP/ Relatives of KMP can exercise significant influence	1. Unsecured Loan taken of Rs.13525000/- (Last Year Rs.0/-) 2. Unsecured Loan Repaid of Rs.12700000/- (Last Year Rs.0/-) 3. Year end balance of Loan Taken of Rs.825000/- (Last Year Rs.0/-)
14.	Viral M. Shah (HUF)	Key Managerial Personnel is Karta	1. Unsecured Loan taken of Rs.900000/- (Last Year Rs.0/-) 2. Unsecured Loan Repaid of Rs.900000/- (Last Year Rs.0/-) 3. Year end balance of Loan Taken of Rs.0/- (Last Year Rs.0/-)
15.	Gyscoal Enterprise Pvt. Ltd.	Company in which KMP/ Relatives of KMP can exercise significant influence	1. Sales made of Rs.0/- (Last Year Rs.56712253/-) 2.. Year end balance of Rs.0/- (Last Year Rs.0/-)
16.	Torque Holding LLP	Company in which Independent Director can exercise significant influence	1. Licence Fees paid of Rs.183540/- (Last Year Rs.1345960/-) 2. Year end balance of Rs.220248/- (Last Year Rs.55062/-)





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

Name of the Subsidiary	Country of the Incorporation	Date on which it became Subsidiary	Effective Ownership in subsidiaries as at	
			2013-14	2012-13
Thai Indo Steel Co. Ltd.	Thailand	12/11/2013	51.00%	0

**37. Reasons for consolidation based on Management Accounts :**

- a) The Company has a holding of 51% 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 2013-14 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, 2014 within the stipulated period. Accordingly, the management has considered unaudited financial statements of that subsidiary for the year ended November 30, 2013. Further, no material transactions and other events were found between December 1, 2013 and March 31, 2014 which required financial adjustments as per the requirements of AS 21.

- 38.** 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, 2014 (in Rs.)	Proportion of the component %
Depreciation (Post Acquisition)	The Subsidiary has provided Depreciation on Straight Line Method as against Written Down Value followed by the Company.	--	0.00%
Accumulated Depreciation		5524.36	0.00%

**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 R 451214205/- out of total turnover of R 2754537280/- but due to nature of the business, the assets / liabilities and expenses for these activities can not be bifurcated separately.

**40. CONTINGENT LIABILITIES :**

	2013-14	2012-13
<b>Claims against the Company not acknowledged as debt</b> (Amount in Rs.)	0	0
<b>Buyer's Credit Outstanding</b> (Amount in US\$)	0	169463

- 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 Rs. 71 per share aggregating to Rs. 5467.00 lacs. The share premium of Rs. 61 per share amounting to Rs. 4697.00 lacs has been credited to Share Premium Account. The share issue expenses amounting to Rs. 510.69 lacs have been adjusted to Share Premium Account.

**GYSCOAL ALLOYS LIMITED**

<b>UTILIZATION OF PROCEEDS OF IPO :</b>				<i>Rs. in Lacs</i>
<b>Particulars</b>	<b>2013-14</b>	<b>2013-14</b>	<b>2012-13</b>	<b>2012-13</b>
Amount Received from IPO		5467.00		5467.00
Promotor Contribution		1000.00		1000.00
Income from Investment of IPO Proceeds		191.21		195.01
		<b>6658.21</b>		<b>6662.01</b>
	<b>Projected</b>	<b>Actual</b>	<b>Projected</b>	<b>Actual</b>
Land Cost*	765.38	603.80	765.38	603.80
Civil Cost	600.00	0.53	600.00	0.53
Plant & Machinery*	4405.11	4365.81	4405.11	4292.71
Long Term Working Capital	500.00	1138.34	500.00	513.76
General Corporate Purpose	25.00	10.00	25.00	10.00
IPO Expenses	482.36	510.69	482.36	510.69
	<b>6777.85</b>	<b>6629.17</b>	<b>6777.85</b>	<b>5931.49</b>
Fixed Deposits with Bank#		<b>29.04</b>		<b>25.52</b>
Investment in Mutual Funds#		<b>0.00</b>		<b>705.00</b>
<b>Total :-&gt;</b>		<b>6658.21</b>		<b>6662.01</b>

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

# As on 31st March, 2014 unutilized funds have been temporarily invested in interest bearing liquid instruments including deposits with banks.

The Company has shifted the IPO project to the new land located at Kukarwada as approved by the shareholders in the Annual General Meeting of the Company held on 30th September, 2013. The process of land acquisition is completed, procedure of Land Development is started. The order of plants & machineries have been placed for which advances are given to various parties.

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, sundry debtors, sundry creditors, loans and advances and any other outstanding balances including all squared up accounts are subject to confirmation and reconciliation.
44. Expenditure related to and incurred during implementation of capital projects is included under "Capital Work in Progress" which will be allocated to the respective fixed assets on completion of construction / erection of the capital project / fixed assets. Dividend income from Mutual fund (Net of Redemption Loss) of Rs. 19121150/- received out of the investment of IPO proceed is deducted from "Capital Work in Progress".

As per our Report of even date

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

**D. B. Patel**  
Partner

**Ahmedabad**  
**21 May, 2014**

**For & on behalf of the Board of Directors**

**Viral Shah**  
Chairman & Managing Director

**Ahmedabad**  
**21 May, 2014**

**Manish Shah**  
Whole Time Director

**Neha Choksi**  
Company Secretary



**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956  
RELATING TO SUBSIDIARY COMPANIES :**

No.	PARTICULARS	Thai Indo Steel Limited
1.	Information Furnished for the Financial Year/Period Ended	March 31, 2014
2.	Date from which it becomes subsidiary	11/12/2013
3.	Shares of the subsidiary held by the holding company i.e. Gyscoal Alloys Limited (GAL) on 31st March 2014	
	a) Number of Shares held	918000
	b) Fully paid Shares Each of the face value of BAHT	100
	c) Extent of Effective Holding	51.00%
4.	Net Aggregate amount of the subsidiary's	
	Profit / (Loss) not dealt with in GAL A/c	
	a) For the Financial Year of the Subsidiary aforesaid	Nil
	b) For the Previous financial years of the subsidiary since it becomes Subsidiary	Not Applicable
5.	Net Aggregate amount of the subsidiary's	
	Profit / (Loss) dealt with in GAL A/c	
	a) For the Financial Year of the Subsidiary aforesaid	Nil
	b) For the Previous financial years of the subsidiary since it becomes Subsidiary	Not Applicable
6.	Changes in the interest of GAL in the subsidiary company between the end of the Financial Year of the subsidiary Company and 31st March 2014	Not Applicable
7.	Material Changes between end of the Financial Year of the subsidiary Company and 31st March 2014	
	a) Fixed Asset	Nil
	b) Investment	Nil
	c) Monies Lent By Subsidiary Co.	Nil
	d) Monies Borrowed by Subsidiary for any purpose other than that of meeting Current Liability	Nil

**Note :** 1. The company has considered the provisional accounts. Refer Note No. 37 of Notes of Accounts to the Financial Statements.

**STATEMENT PURSUANT TO GENERAL CIRCULAR NO. 5/12/2007-CL-III  
DATED 08/02/2011 RELATING TO INFORMATION OF SUBSIDIARY COMPANIES.**

Name of Subsidiary Company	Reporting Currency	Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover/ Total Income	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	Country
Thai Indo Steel Company Ltd.	INR	59797376	(13246041)	103389545	47174889	0	0	0	0	0	0	Thailand
	BHAT	24950000	(1023763)	53712798	29786561	0	0	0	0	0	0	

**Note :** 1 The subsidiary maintains its accounts in Bhat currency. The closing Exchange rate used for conversion of monetary items is 1.9466 R/Bhat.

2. 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.

## Proxy Form

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

CIN : L2709GJ1999PLC036656  
 Name of the company : GYSOAL ALLOYS LIMITED  
 Registered office : Plot No 2/3, GIDC, Ubkhal, Kukarwada, Taluka-Vijapur, Dist-Mehsana-382830.

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 15th Annual General Meeting of the Company, to be held on the 30th day of September ,2014 at 10.00 A.M. at registered office of the company Ahmedabad and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolu- tion No.	RESOLUTIONS	Optional*	
	Ordinary Business	For	Against
1.	Adoption of financial statements for the year ended 31st March,2014		
2.	Re-appointment of Mr. Zankarsinh Solanki (DIN: 00014226), who retires by rotation		
3	Appointment of B. K Patel & Co. Chartered Accountants, as Auditors and fixing their remuneration		
	<b>Special Business</b>		
4	Appointment of Mr. Sunil Talati as (DIN: 000621947)Independent Director		
5	Appointment of Mr. Surendra Patel (DIN: 05171249) as Independent Director		
6	Keeping Registers and Returns at a place other than Registered Office of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature of Shareholder \_\_\_\_\_

Signature of Proxy Holder \_\_\_\_\_

Affix  
Revenue  
Stamp no  
less than  
Re.0.15

**Note :-** (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less 48 hours before the commencement of the meeting. (2) For the resolutions, Explanatory statement and Notes, please refer to the notice of the 15th Annual General Meeting. (3) It is optional to put a "X" in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. (4) Please complete all details including details of member(s) in above box before submission.

## **GYSCOAL ALLOYS LIMITED**

**Regd. Office : Plot No 2/3, GIDC, Ubkhal, Kukarwada, Taluka-Vijapur, Dist-Mehsana-382830.**

### **ATTENDANCE SLIP**

I hereby record my presence at the Fifteenth Annual General Meeting being held on Tuesday, 30th September, 2014 at 10.00 a.m. at Registered Office of the Company at Plot No.2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana -382830.

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

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

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

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

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

\* Applicable for members holding shares in dematerialised form.

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

Book-Post

10/1/2023

10/1/2023

10/1/2023

*If undelivered, Please return to:*

**GYSOAL ALLOYS LIMITED**

**Corporate Office : 2<sup>nd</sup> Floor, Mrudul Tower,  
B/h Times of India, Ashram Road,  
Ahmedabad -380009, Gujarat.**