



GISCO

AN ISO 9001 : 2008 COMPANY

September 28, 2017

To,
The Manager (DCS)
Mumbai Stock Exchange Limited
25th Floor, P.J. Towers,
Dalal Street, Mumbai – 400 023.

Dear Sir,

SUB: ANNUAL REPORT FOR THE YEAR 2016-2017

With regards to captioned subject, and pursuant to Regulation 34(1) of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, we hereby enclose herewith Annual Report for the F.Y 2016-2017.

You are requested to take the same on your record.

For Gopal Iron & Steels Co (Gujarat) Limited

(Bhavesh Patel)
Managing Director
DIN – 00287559

GOPAL IRON & STEELS CO. (GUJARAT) LTD

REGD. OFFICE & WORKS

Plot No. : 1401/2, G.I.D.C., Kerala Ind. Estate, N. H. No. 8-A, Ta. Bavla, Dist. Ahmedabad-382 220. Gujarat, India
Tel. +91 2714 268268, 268465, +91 79 25830475 • E-mail : gisco_guj@yahoo.in • Website : www.gopaliron.com

CIN : L27101GJ1994PLC022876



GISCO

AN ISO 9001 : 2008 COMPANY

**GOPAL IRON AND STEEL CO. (GUJARAT)
LIMITED**

(CIN: L27101GJ1994PLC022876)

REGISTERED OFFICE:

**Plot no. 1401/2 GIDC Kerala Industrial
Estate, Ta. Bavla, Dist. Ahmedabad -
382220**

**ANNUAL REPORT
2016-17**



ANNUAL REPORT 2016-17..... AN ISO 9001 : 2008 COMPANY

➤ **BOARD OF DIRECTORS**

NAME OF THE DIRECTOR	DIN	DESIGNATION
MR. BHAVESH PATEL	00287559	MANAGING DIRECTOR & CFO
MR. PRABHU PATEL	00287615	WHOLE TIME DIRECTOR
MR. NARESHBHAI PATEL	06793030	INDEPENDENT DIRECTOR
MR. RAKESHKUMAR MOGHARIYA	06798873	INDEPENDENT DIRECTOR
MR. BIPINCHANDRA PATEL	06817732	INDEPENDENT DIRECTOR
MS. JAINAL PATEL	06979778	WOMEN DIRECTOR

➤ **AUDITORS:**

M/S. MEHUL KANANI & CO

328, 3RD FLOOR
SUPER DIAMOND MARKET
MINI BAZAR, VARACHHA ROAD
SURAT - 395006.

➤ **REGISTRAR & SHARE TRANSFER AGENT:**

BIGSHARE SERVICES PVT. LTD

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai,
Maharashtra, 400059

➤ **STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED:**

I. THE BOMBAY STOCK EXCHANGE LIMITED

25TH FLOOR, P. J. TOWERS, DALAL STREET,
FORT, MUMBAI - 400001



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT TWENTY-THIRD ANNUAL GENERAL MEETING OF GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED WILL BE HELD AT REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 1401/2 GIDC KERALA INDUSTRIAL ESTATE, TA. BAVLA, DIST. AHMEDABAD - 382220 ON 28TH SEPTEMBER, 2017 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

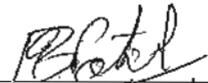
ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2017, including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a Director in place of Mr. Bhavesh Patel (DIN: 00287559), who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, as amended from time to time, pursuant to recommendation of the Audit Committee of Board of Directors and pursuant to resolution passed by members at the AGM held on 30th September, 2014, the appointment of, M/s. Mehul Kanani & Co, Chartered Accountants (Firm Registration No. 133039W), as Statutory Auditors of the company to hold office till the conclusion of the annual general meeting for the financial year 2018-19 be and is hereby ratified at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

PLACE: AHMEDABAD
DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, GOPAL IRON & STEELS CO. (GUJARAT) LTD


MR. BHAVESHBHAI PATEL
MANAGING DIRECTOR
(DIN: 00287559)



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

NOTES:

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment is annexed hereto.
3. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
4. Members intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice along with Explanatory Statement is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on, **18TH AUGUST, 2017**. The Notice along with Explanatory Statement is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
6. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 21st Sept, 2017 to 28th Sept, 2017 (both days inclusive).
8. Members are requested to quote Folio number in all their correspondences.
9. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital Letters with Pin code of the post office.
10. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2017 is uploaded on the Company's website www.gopaliron.in and may be accessed by the members.
11. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
12. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
 13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 46 of SEBI (Listing Agreement and Disclosure Requirement) Regulations 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. **22nd SEPTEMBER, 2017**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal <http://www.evotingindia.com> in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and (ii) Voting through electronic means shall commence from “**25TH September, 2017 (9.00am) and ends on 27th September, 2017 (5.00pm)**”. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/ she is not allowed to vote in the Annual General Meeting.
 14. The Member who transfers his / her shares after the Cut-off date i.e. **22nd SEPTEMBER, 2017**, is not eligible to vote to the extent of transfer made by him/ her, on the Resolutions mentioned in the Notice.
 15. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **22nd SEPTEMBER, 2017**, may request to the Company on registered mail ID of the company to obtain the User ID & Password.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

16. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before 10;30 **A.M. on 30TH SEPTEMBER, 2017** and communicated to the BSE Limited where the shares of the Company are listed.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:

➤ **MR. BHAVESH PATEL (DIN: 00287559) – MANAGING DIRECTOR:**

MR. BHAVESH PATEL (DIN: 00287559) has completed his graduation from Gujarat University and currently acting as a Managing Director of the Company.

He has experience in the issues related to technology and knowledge in the field of manufacturing of Iron & Steel Items products i.e. main business of the Company.

MR. BHAVESH PATEL is not a director in any other Listed company and chairman / member of Board Committees of other companies.

No other director except Ms. Jainal Patel, daughter of Mr. Bhavesh Patel is relative of Mr. Bhavesh Patel.

Shareholding in the Company: **876782 (17.83%) equity shares.**



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

THE INSTRUCTIONS FOR E-VOTING:

SECTION A - E-VOTING PROCESS:

- (i) The voting period begins on 25TH SEPTEMBER, 2017 FROM 9:00 A.M. TO 27TH SEPTEMBER, 2017 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd SEPTEMBER, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

	<p>physical shareholders)</p> <ul style="list-style-type: none"> • 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 8 digits of the sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN Field.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN i.e. “**170906049**” for the relevant Company Name i.e. **GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED** for voting on the relevant resolutions.
- (xiii) 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



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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

- I** The E-Voting period commences on **25TH SEPTEMBER, 2017 (09:00 A.M.) and ends on 27TH SEPTEMBER, 2017 (5:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Cut-off date** i.e. **22nd SEPTEMBER, 2017** 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.
- ii.** The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii.** M/s A SHAH & ASSOCIATES, Practicing Company Secretaries (Membership No.: FCS 4713; CP No: 6560) (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad – 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv.** The Scrutinizer shall, on 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 favor or against, if any and submit forth with to the Chairman of the Company.
- v.** The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website www.gopaliron.in and on the website of CDSL <https://www.evotingindia.co.in> on or before **10.30 A.M. on 30TH SEPTEMBER, 2017** and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- vi.** The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii.** 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.
- viii.** 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 Corporates, 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. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix.** 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.
- x.** The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi.** In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

DIRECTORS' REPORT

To,
The Members,
GOPAL IRON & STEEL CO. (GUJARAT) LIMITED

Your Directors have pleasure in presenting their Twenty Second Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

1. PERFORMANCE OF THE COMPANY: (Standalone)

The Board's Report is to prepared based on the stand alone financial statements of the company.

(Rs. in lacs)

Particulars	2016-2017	2015-2016
Sales	573.18	826.70
Other income	9.16	10.54
Depreciation	143.88	144.35
Other expenses	292.77	176.06
Profit/ Loss before Tax	-913.62	-393.62
Profit/Loss after Tax	-898.70	-382.19

The company's approach to achieve growth has been slowed down due to losses incurred on account of some unavoidable circumstances. Your company achieved the net sales of Rs. 573.18 lakhs which has been decreased by 30.66% as compared to last year. Despite the difficult external environment the company will strive to improve its performance in long term prospects based on actual pace of global economy and is hopeful to achieve growth in upcoming years.

2. DIVIDEND:

Due to loss making situation of the Company, the directors did not recommend any Dividend for the Year under review.

3. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Bhavesh Patel, Director of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section 6 of



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

Section 149 of the Companies Act, 2013 and under Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

4. **MEETINGS:**

During the year Four Board Meetings and Four Audit Committee Meetings were convened and held. The dates on which the said Board meetings were held:

SR.	DATE OF MEETING	DAY
1	30.05.2016	MONDAY
2	11.08.2016	THURSDAY
3	14.11.2016	MONDAY
4	09.02.2017	THURSDAY

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

5. **COMMITTEES:**

The company has several committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Board has constituted following Committees.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant committees are given in detail in the 'Report on Corporate Governance' of the company which forms part of this Annual Report.

6. **EXTRACTS OF ANNUAL RETURN:**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2017 forms part of this report as "**Annexure I**".



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

7. STATUTORY AUDITORS & AUDIT REPORT:

M/s. Mehul Kanani & Co, (Firm Registration No. 133039W), Chartered Accountants, have been appointed as statutory auditors of the company at the Annual General Meeting held on September 30, 2014 to hold office from the conclusion of 20th Annual General Meeting (AGM) till the conclusion of the 25th Annual General Meeting of the Company, subject to ratification by the shareholders annually. Accordingly, ratification of appointment of Statutory Auditors is being sought from the members of the company at the ensuing AGM. In this regard, the Company has received a certificate from the auditors to the effect that if their appointment is ratified, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Auditors comments on your company's accounts for year ended March 31, 2016 are self explanatory in nature and do not require any explanation as per provisions of Section 134(3)(f) of the Companies Act, 2013.

There following qualification, reservation or adverse remark or disclaimer made by Statutory Auditor in its report:

- 1. The company is not regular in payment of Provident Fund amounting to Rs. 3398634/-.***
- 2. No provision has been made for disputed tax demand made against company by Gujarat Commercial Tax Department, Central Excise Authorities.***

The Board of directors of the Company undertakes to take the corrective steps with regard to above mentioned qualification in the current financial year 2017-18.

8. INTERNAL FINANCIAL CONTROLS:

Your company had laid down set of standards, processes and structure which enables to implement internal financial control across the organization and ensure that the same are adequate and operating effectively. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

9. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 of the Companies Act, 2013, your company had appointed M/s. A. Shah & Associates, Practicing Company Secretaries, Ahmedabad, as its Secretarial Auditors to conduct the Secretarial Audit of the company for FY 2016-17. The Report of the Secretarial Auditor for the FY 2016-17 is annexed to this report as "**Annexure II**".



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

The Board of Directors of the Company has discussed the same at arm's length and undertaken to take the corrective steps on Qualifications raised by Secretarial Auditor in Secretarial Audit Report.

10. **BOARD EVALUATION:**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

11. **DEPOSITS:**

Your company has not accepted any fixed deposits from the public within the provisions of Section 73 to 76 of the Companies Act, 2013. However, during the year 2016-17 the company has accepted unsecured loan from director and relatives which falls in the exempted category as per Section 73 of Companies Act, 2013. Also the company has accepted unsecured loan from promoter as a stipulation provided by bank at the time of borrowing funds, which is also exempt from the purview of Section 73 of Companies Act, 2013. Hence, the disclosures required as per Rule



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

8(5)(v)&(vi) of the Companies (Accounts) Rules, 2014, read with Section 73 to 76 of the Companies Act, 2013 are not applicable to your Company.

12. CORPORATE GOVERNANCE:

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with all our stakeholders.

A separate section on Corporate Governance Standards followed by your Company, as stipulated under Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 is enclosed as Annexure to this Report. The Report on Corporate Governance also contains certain disclosures required under Companies Act, 2013.

A Certificate from **M/s. Mehul Kanani & Co**, Chartered Accountants, conforming compliance to the conditions of Corporate Governance as stipulated under Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, is annexed to this Report.

13. VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.gopaliron.in under investors/policy documents/Whistle Blower Policy link.

14. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

(a) Conservation of energy:

(i)	the steps taken or impact on conservation of energy	N.A
(ii)	the steps taken by the company for utilizing alternate sources of energy	N.A
(iii)	the capital investment on energy conservation equipment's	N.A



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

(b) Technology absorption:

(i)	the efforts made towards technology absorption	N.A
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	N.A
	(a) the details of technology imported	N.A
	(b) the year of import;	N.A
	(c) whether the technology been fully absorbed	N.A
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A
(iv)	the expenditure incurred on Research and Development	N.A

The efforts are being made for energy conservation to the new & Innovative means. The company always ready to keep itself updated with all latest technological innovation by way of constant communication and consulting expert. Efforts are being made to reduce the cost and to improve performance etc.

15. FOREIGN EXCHANGE EARNINGS / OUTGO:

As the Company has not carried out any activities relating to the export and import during the financial year. There is no foreign exchange expenses and foreign income during the financial year.

16. NOMINATION AND REMUNERATION POLICY:

The Board has on the recommendation of Nomination and Remuneration / Compensation Committee framed a policy on directors' appointment and remuneration of Directors including criteria for determining qualification, positive attributes, independence of directors and remuneration for Directors, Key Managerial Personnel and other employees. The policy is annexed to this report as "Annexure III".



17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered during the financial year were in ordinary course of the business of the company and were on arm's length basis. All such Related Party Transactions are placed before the Audit Committee for approval.

The policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors is has been uploaded on the website of the Company at www.gopaliron.in under investors/policy documents/ Related Party Transaction Policy

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is disclosed in Form No. AOC-2. "**Annexure IV**".

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

In terms of provisions of Section 134(3)(g), the Particulars of Loans, Guarantees or Investments under Section 186, is annexed hereto as "**Annexure V**" and forms part of this Report.

19. PARTICULARS OF EMPLOYEES REMUNERATION:

- A. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197, of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as "**Annexure VI**".
- B. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as no employees is paid remuneration of Rs. 8.5 Lac Per month if employed for part of the year and Rs. 1.2 crore Per Annum if employed for the whole year.

20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The company does not fall under the purview of the section 135 of the Companies Act, 2013 which requires formulating a Corporate Social Responsibility Committee and adopting any activities as specified in Schedule VII.

21. HUMAN RESOURCES:

Your Company treats its “human resources” as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

22. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

1. Disclosure under Section 22 of the Sexual Harassment Of Women At Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 every company having women employees engaged in the company during the financial year is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place received from any women employee.

There is one woman employee working in the Organization. The motive of the company is to provide the protection against the Sexual Harassment of woman employee at the work place, therefore the company has setup the Internal complaints committee and the said committee has framed policy for prevention of sexual harassment at work place in accordance with the section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. However, during the year no complaints were received by the Internal Complaints committee for sexual harassment from any of the women employees of the company.

23. CHANGE IN NATURE OF THE BUSINESS:

There has been no change in the nature of business of the company during the year under review.

24. MANAGEMENT DISCUSSION AND ANALYSIS:

As per the corporate governance norms, a separate section on Management Discussion and Analysis outlining the business of the Company is set out in Annexure forming part of this Report.

25. SIGNIFICANT OR MATERIAL ORDERS AGAINST COMPANY:

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company’s operation in future.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

26. SIGNIFICANT OR MATERIAL EVENTS OCCURRED AFTER THE BALANCESHEET DATE:

No Event has occurred after the balance sheet date that representing the material changes and commitment that affecting the Financial position of the company.

27. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to requirement under 134(3)(c) and Section 134(5) of the Companies Act, 2013 (Act), Directors, confirm that:

- (a) in the preparation of the annual accounts for the year ended on 31st March, 2017, the applicable accounting standards read with requirement set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) the Directors 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 as at March 31, 2017 and of the profit of the company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

28. ACKNOWLEDGEMENT:

Your Directors wish to place on record their gratitude and sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

Your Directors would like to express a profound sense of appreciation for the commitment shown by the employees in supporting the Company in its continued robust performance on all fronts.

PLACE: AHMEDABAD

DATE: 14/08/2017

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR, GOPAL IRON & STEELS CO. (GUJARAT) LTD**



MR. BHAVESHBHAI PATEL

MANAGING DIRECTOR

(DIN: 00287559)



GISCO

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

ANNEXURE I

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

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

I. REGISTRATION & OTHER DETAILS:

CIN	L27101GJ1994PLC022876
Registration Date	25/08/1994
Name of the Company	GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED
Category/Sub-category of the Company	Category - COMPANY LIMITED BY SHARES Sub-category - INDIAN NON-GOVERNMENT COMPANY
Address of the Registered office & contact details	1401/2 GIDC KERALA INDUSTRIALESTATE TA DHOLKA, AHMEDABAD, GUJARAT, 382220 TEL: +91 2714 268268, 268465, +91 79 25830475 EMAIL- gisco_guj@yahoo.com
Whether listed company	YES, BSE LIMITED
Name, Address & contact details of the Registrar & Transfer Agent, if any. (Company has initiated steps to change Registrar and transfer Agent)	M/S. BIGSHARE SERVICES PVT. LTD 1ST FLOOR, BHARAT TIN WORKS BUILDING, OPP. VASANT OASIS, MAKWANA ROAD, MAROL, ANDHERI (EAST), MUMBAI, MAHARASHTRA, 400059 Tele: 022 - 40430200 / 62638200 Fax: 022 - 28475207 / 62638299

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	SALES COILS STRIP, M.S TUBE, M. S. Section	241	100%

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

Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year (as on April 1, 2016 i.e. on the basis of SHP of March 31, 2016)				No. of Shares held at the end of the year (as on March 31, 2017 i.e. on the basis of SHP of March 31, 2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters/Promoters Group									
(1) Indian									
a) Individual/HUF	2288949	200000	2488949	50.62	2288949	200000	2488949	50.62	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	2288949	200000	2488949	50.62	2288949	200000	2488949	50.62	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total:(A) (2):	-	-	-	-	-	-	-	-	-
Total	2288949	200000	2488949	50.62	2288949	200000	2488949	50.62	-



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

shareholding of Promoter (A) =(A)(1)+(A)(2)									
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
i-1) Foreign Financial Institution	-	-	-	-	-	-	-	-	-
i-2) Trust	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	9415	500	9915	0.20	6844	500	7344	0.15	-0.05
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	227811	173800	401611	8.17	203417	271200	474617	9.65	+1.48
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1586625	371800	1958025	39.82	1617986	269200	1887186	38.38	-1.44
c) Others	-	-	-	-	-	-	-	-	-



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

(specify)									
NRI (Repat)	56900	-	56900	1.16	56900	-	56900	1.16	-
NRI (Non Repat)	1700	-	1700	0.03	1700	-	1700	0.03	-
Clearing Members	-	-	-	-	404	-	404	0.01	+0.01
Sub-total (B)(2):-	1882451	545700	2428151	49.38	1887251	540900	2428151	49.38	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	1882451	545700	2428151	49.38	1887251	540900	2428151	49.38	-
C. Shares held by Custodian for GDRs & ADRs (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4171400	745700	4917100	100	4176200	740900	4917100	100	-

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2016 i.e. on the basis of SHP of March 31, 2016)			Shareholding at the end of the year (as on March 31, 2017 i.e. on the basis of SHP of March 31, 2017)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	BHAVESH BHAI PATEL	876782	17.83	-	876782	17.83	-	-
2	BALDEVBHAI GOPALBHAI PATEL	460700	9.37	-	460700	9.37	-	-
3	KAILASBEN GOPALBHAI PATEL	213275	4.34	-	213275	4.34	-	-
4	VITHALBHAI P PATEL	200000	4.07	-	200000	4.07	-	-
5	KUNDANBEN	182690	3.72	-	182690	3.72	-	-



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

	BHAVESHBHAI PATEL							
6	HARSHABEN BALDEVBHAI PATEL	140752	2.86	-	140752	2.86	-	-
7	SHARDABEN GOVINDBHAI PATEL	118850	2.42	-	118850	2.42	-	-
8	PRABHUBHAI LAXMANBHAI PATEL	79200	1.61	-	79200	1.61	-	-
9	GOVINDBHAI LAXMANBHAI PATEL	46000	0.94	-	46000	0.94	-	-
10	SHANTABEN RAMNIKBHAI PATEL	30000	0.61	-	30000	0.61	-	-
11	SHAH KUNAL BHARATBHAI	2500	0.05	-	2500	0.05	-	-
12	HIRENI BHAVESHBHAI PATEL	81800	1.64	-	81800	1.64	-	-
13	ASHLESHA KUNAL SHAH	4800	0.10	-	4800	0.10	-	-
14	JAINAL BHAVESHBHAI PATEL	28500	0.58	-	28500	0.58	-	-
15	KAUSHA BALDEVBHAI PATEL	23100	0.44	-	23100	0.44	-	-



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

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

Sr.	Name of the Promoter*	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	N.A	N.A	N.A	N.A	N.A	N.A	N.A

***NOTE: There is 'No Change' in the shareholding of the Promoters during the F.Y 2016-17.**

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the Shareholder *	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	GANESHBHAI H KANANI	1/4/2016	At the beginning of the year	337900	6.87	337900	6.87
		31/03/2017	At the end of the year	-	-	337900	6.87
2.	SHARAD KANAYALAL SHAH	1/4/2016	At the beginning of the year	283537	5.77	283537	5.77
		31/03/2017	At the end of the year	-	-	283537	5.77
3.	R P PATEL	1/4/2016	At the beginning of the year	185100	3.76	185100	3.76
		31/03/2017	At the end of the	-	-	185100	3.76



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

			year				
4.	PATEL HARSH BHAVESHBHAI	1/4/2016	At the beginning of the year	183100	3.72	183100	3.72
		31/03/2017	At the end of the year			183100	3.72
5.	ANITA P JALAN	1/4/2016	At the beginning of the year	179000	3.64	179000	3.64
		31/03/2017	At the end of the year	-	-	179000	3.64
6.	SURAJBEN GOPALBHAI PATEL	1/4/2016	At the beginning of the year	134500	2.74	134500	2.74
		31/03/2017	At the end of the year	-	-	134500	2.74
8.	MALUBHAI LAXMANBHAI PATEL	1/4/2016	At the beginning of the year	116075	2.36	116075	2.36
		31/03/2017	At the end of the year	-	-	116075	2.36
9.	MITA DIPAK SHAH	1/4/2016	At the beginning of the year	103150	2.10	103150	2.10
		31/03/2017	At the end of the year	-	-	103150	2.10
10.	HAFEEZ SORAB CONTRACTOR	1/4/2016	At the beginning of the year	79999	1.63	79999	1.63
		Between December, 2016 to March-2017	Decrease during the year	10	0.01	79989	1.62
		31/03/2017	At the end of the year	-	-	79989	1.62



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Director and Key Managerial Personnel	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	BHAVESHBHAI PATEL (MANAGING DIRECTOR & CFO)	1/4/2016	At the beginning of the year	876782	17.83	876782	17.83
		31/03/2017	At the end of the year	-	-	876782	17.83
2.	PRABHUBHAI PATEL (DIRECTOR)	1/4/2016	At the beginning of the year	79200	1.61	79200	1.61
		31/03/2017	At the end of the year	-	-	79200	1.61
3.	BIPINCHANDRA PATEL (I.D)	1/4/2016	At the beginning of the year	-	-	-	-
		31/03/2017	At the end of the year	-	-	-	-
4.	NARESHBHAI PATEL (I.D)	1/4/2016	At the beginning of the year	-	-	-	-
		31/03/2017	At the end of the year	-	-	-	-
5.	RAKESH MOGHARIYA (I.D)	1/4/2016	At the beginning of the year	-	-	-	-
		31/03/2017	At the end of the year	-	-	-	-
6.	JAINAL PATEL (DIRECTOR)	1/4/2016	At the beginning of the year	28500	0.58	28500	0.58
		31/03/2017	At the end of the year	-	-	28500	0.58



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	249814518	45354177	-	295168695
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	249814518	45354177	-	295168695
Change in Indebtedness during the financial year				
* Addition	-	5041678	-	5041678
* Reduction	822293	20750479	-	(21572772)
Net Change	(822293)	(15708801)	-	(16531094)
Indebtedness at the end of the financial year				
i) Principal Amount	248992225	29645376	-	278637601
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	248992225	29645376	-	278637601

IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		MR. BHAVESH BHAI PATEL Managing Director	Mr. Prabhubhai Patel (WTD)	
1	Gross salary	600000	N.A	600000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A	N.A
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	N.A	N.A	N.A
2	Stock Option	N.A	N.A	N.A
3	Sweat Equity	N.A	N.A	N.A



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

4	Commission - as % of profit - others, specify...	N.A	N.A	N.A
5	Others, please specify CONTRIBUTION TO PF	72000	N.A	N.A
	Total (A)	672000	N.A	672000
CEILING AS PER THE ACT			As company is having net loss ceiling as per act cannot be provided. (But Company have taken approval form members by way of special	

B. Remuneration to other directors

1. Independent Directors

Sr. No.	Particulars of Remuneration	Name of Director			Total Amt
		Mr. Bipinchandra Patel	Mr. Nareshbhai Patel	Mr. Rakeshkumar Moghariya	
1	-Fee for attending Board / Committee meetings (in Rs.)	-	-		-
2	- Commission	-	-		-
3	- Others, please specify	-	-		-
4	TOTAL (B1)	-	-		-

2. Other Non-Executive Directors

Sr. No.	Particulars of Remuneration	Name of Director	Total Amt
		Mr. Jainal Patel	
1	-Fee for attending Board / Committee meetings (in Rs.)	-	-
2	- Commission	-	-
3	- Others, Remuneration	-	
4	TOTAL (B2)	-	-
5	TOTAL B = B(1) + B(2)		
6	TOTAL MANAGERIAL REMUNERATION		-
7	CEILING AS PER THE ACT	As company is having net loss ceiling as per act cannot be provided. (But Company have taken approval form members by way of special resolution)	



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

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

Sr. No	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Bhaveshbhai Patel (CFO)	Total
1	Gross salary	N.A	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	N.A	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961.	N.A	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961.	N.A	NIL
2	Stock Option	N.A	NIL
3	Sweat Equity	N.A	NIL
4	Commission - as % of profit	N.A	NIL
5	Others, please specify	N.A	NIL
	Total	N.A	NIL



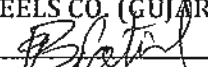
GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

V. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NOT APPLICABLE		
Punishment			NOT APPLICABLE		
Compounding			NOT APPLICABLE		
B. DIRECTORS					
Penalty			NOT APPLICABLE		
Punishment			NOT APPLICABLE		
Compounding			NOT APPLICABLE		
C. OTHER OFFICERS IN DEFAULT					
Penalty			NOT APPLICABLE		
Punishment			NOT APPLICABLE		
Compounding			NOT APPLICABLE		

PLACE: AHMEDABAD
DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR GOPAL IRON & STEELS CO. (GUJARAT) LTD


 MR. BHAVESHBHAI PATEL
 MANAGING DIRECTOR
 (DIN: 00287559)



SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED AS ON 31st March, 2017

To,
The Members,
GOPAL IRON & STEEL CO. (GUJARAT) LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S GOPAL IRON & STEEL CO. (GUJARAT) LIMITED** (Hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **M/S GOPAL IRON & STEEL CO. (GUJARAT) LIMITED** (books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S GOPAL IRON & STEEL CO. (GUJARAT) LIMITED** for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

II. As the company is engaged in manufacturing of structural steel and bars, other specific laws applicable to the Company for the financial year under review are as under:

- A. The Factories Act, 1948
- B. Explosives Act, 1884
- C. Water (Prevention and Control of Pollution) Act, 1974
- D. Water (Prevention and Control of Pollution) Cess, 1974
- E. Air (Prevention and Control of Pollution) Act, 1981
- F. The Environment (Protection) Act, 1986
- G. Hazardous Waste (Management and Handling) Rules, 1989

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Limited.

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

1. *The Company is yet to comply with Regulation 33 (d) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 regarding submission of quarterly/yearly basis financial results by auditor who holds valid peer review certificate issued by Institute of Chartered Accountants in India.*
2. *The Company is not in compliance with Pursuant to Section 203 (1) (ii) for appointment of Company Secretary as Key Managerial Personnel for the financial year 2016-17 and as per Regulation 6 (2) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 for appointment of Company Secretary as compliance officer for the financial year 2016-17.*
3. *Company is yet to comply with the section 138 of the Companies Act, 2013 i.e. Internal Auditor needs to be appointed to conduct the internal audit of the functions and activities of the company.*
4. *The Company is yet to comply with Regulation 31(2) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 for maintaining hundred percent of shareholding of promoter(s) and promoter group in dematerialized form.*
5. *Company has not made contribution of provident fund to Employees Provident Fund Organization during the year 2016-17.*
6. *The Company has not complied with provisions of payment of Wages Act, 1936 with regards to payment of wages during the year 2016-17.*
7. *The Company is yet to comply with the provisions of Payment of Bonus Act, 1965.*
8. *The Company has not complied with Payment of Gratuity Act, 1972.*
9. *With regards to compliance with provisions of Income tax Act and other statutory Act as applicable to the company, the auditor notes are self explanatory.*
10. *The Company has not complied with Section 136 and Section 101 of the Companies Act, Regulation 36 of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 regarding sending the annual report of 2015-16 to every member of the company.*
11. *The company has not paid annual listing fees to the BSE for the financial year 2016-17.*

We further report that

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

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

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


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

We further report that during the audit period the company there has been no material discrepancy in the business and no specific change in the nature of the Business.

PLACE: AHMEDABAD
DATE: 14/08/2017

FOR, A. SHAH & ASSOCIATES
PRACTISING COMPANY SECRETARIES




MR. ANISH SHAH
PROPRIETOR
FCS No: 4713
C P No.: 6560

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

A. SHAH & ASSOCIATES

D/413, Shiromani Complex, Opp. Oceanic Park,
Satellite Road, Nehrunagar, Ahmedabad-380015
Tel. No. Off. 079-26740953 Mob. No. 9978909231
Email id: anishshahcs@gmail.com

PRACTISING COMPANY SECRETARIES

ES ANISH SHAH

B.COM, I.C.M.C.

Annexure A


TO,
THE MEMBERS
GOPAL IRON AND STEELS COMPANY (GUJARAT) LIMITED
1401/2 GIDC KERALA INDUSTRIAL ESTATE
TA. DHOLKA, AHMEDABAD,
GUJARAT.

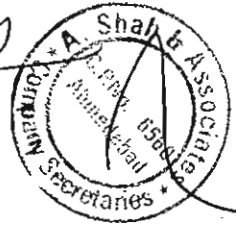
Our Report of even date is to be read with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done to test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

PLACE: AHMEDABAD
DATE: 14/08/2017

FOR, A. SHAH & ASSOCIATES
PRACTISING COMPANY SECRETARIES


MR. ANISH SHAH
PROPRIETOR
FCS No: 4713
C P No.: 6560



ANNEXURE – III

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION

Part D of Schedule II of SEBI (Listing obligations and disclosure requirements) Regulation, 2015 provides that:

“The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of directors and recommend to the Board, a policy, relating to the remuneration for the directors, key managerial personnel and other employees.”

Section 178(2) & (3) of the Companies Act, 2013 provides that:

“The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board of directors their appointment and removal and shall carry out evaluation of every director’s performance.”

Therefore, to ensure compliance with the aforesaid Act, and Regulations, the Nomination and Remuneration Committee (the ‘Committee’) the Board of directors of ‘Gopal Iron and Steel Company (Gujarat) Limited’ (the ‘Company’) has formulated a Nomination and Remuneration Policy (the ‘Policy’).

2. OBJECTIVE

The objective of this Policy is to formulate the criteria for determining qualifications, positive attributes and independence for the appointment of a Director (Executive/Non-Executive/Independent) and recommend to the Board policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

The policy reflects the Company's objectives for good corporate governance as well as sustained long - term value creation for shareholders.

3. DEFINITIONS

‘Company’ means ‘Gopal Iron and Steels Company (Gujarat) Limited’.

‘Committee’ means ‘Nomination and Remuneration Committee’ as constituted by board from time to time.

‘Regulations’ means ‘SEBI (Listing obligations and disclosure requirements) Regulation, 2015’

‘Policy’ means ‘this policy’.

‘Key Managerial Personnel’ means



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- Chief Executive Officer or Managing Director or the Manager,
- Whole time director
- Chief financial Officer
- Company secretary
- And such other officer as may be prescribed under the Act from time to time.

'Senior Management Personnel' (SMP) means personnel of the Company who are members of the core management team, excluding Board of Directors and are one level below the Executive Director including Functional Head.

'Remuneration' means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

4. **APPLICABILITY**

The Nomination and Remuneration Policy applies to the appointment and remuneration of Directors, Key Managerial Personnel and Company's Senior Management and other employees.

This Nomination & Remuneration Policy shall apply to all future employment agreements with members of Company's Senior Management, Key Managerial Personnel and Board of Directors. This Policy shall be of guidance for the Nomination & Remuneration Committee and Board of Directors.

5. **APPOINTMENT CRITERIA**

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.

A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient /satisfactory for the concerned position.

A person to be appointed as a Director should possess impeccable reputation for integrity, deep expertise and insights in sectors/areas relevant to the Company and ability to contribute to the Company's growth.

APPOINTMENT OF EXECUTIVE DIRECTOR

For the purpose of appointment of Executive Directors, the Committee shall identify persons of integrity who possess relevant experience, domain expertise and leadership qualities and also ensure that the incumbent fulfills such other criteria with regard to age and qualifications as laid down under Companies Act or other applicable laws.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

APPOINTMENT OF NON EXECUTIVE DIRECTORS

The Non Executive Directors shall be persons of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of finance, taxation, law, governance, marketing and general management.

APPOINTMENT OF INDEPENDENT DIRECTORS

In the case of appointment of Independent Directors, the Committee satisfies itself with regard to the independent nature of the Director and considers the incumbent's qualification, expertise and experience in the respective field and diversity of the Board while recommending to the Board the candidature for appointment as Director so as to enable the Board to discharge its function and duties effectively.

The Nomination & Remuneration Committee shall decide whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors.

APPOINTMENT OF KMP/SENIOR MANAGEMENT/OTHER EMPLOYEES

- To possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working Environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.

6. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives/ Directors.

The appointment and remuneration of the Managerial Personnel shall be governed by Chapter XIII of the Companies Act, 2013 read with Schedule V and the Rules there under.

Reward Policies

- **Attract and retain:** Remuneration packages are designed to attract high caliber executives in a competitive global market and remunerate executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance.
- **Motivate and reward:** Remuneration is designed to motivate delivery of our key business strategies, create a strong performance orientated environment and reward achievement of meaningful targets over the short-and long-term.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- **The principal terms of non-monetary benefits:** The Executives will be entitled to customary non-monetary benefits such as company cars and company health care, telephone etc. In addition thereto in individual cases company housing and other benefits may also be offered.

Remuneration of Executive Directors

- The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee and subsequently, the Board approves and adopts the same and wherever necessary forwards the same for the approval of the shareholders in the General Meetings of the Company.

- Executive remuneration is evaluated annually against performance and a benchmark of software companies, which in size and function are similar to the Company.
The Total monthly remuneration of Managing Director/Whole-time Director shall be comprised, inter alia, as follows:

- Basic Salary
- House Rent Allowance
- Transport Allowance
- Conveyance Allowance
- Reimbursement of any out of pocket expenses incurred by the Directors in discharge of their functions/duties on behalf of the Company.

Annual Components:

- Medical reimbursement
- Leave Travel Allowance

Remuneration of Non-Executive Directors

The Non-Executive Directors (NEDs) are paid remuneration by way of Sitting Fees. The Articles of Association of the Company have entrusted the Board of Directors of the Company to decide the remuneration payable to the Non-Executive Directors of the Company within the limits permissible under the Companies Act, 2013 and Rules there under for each meeting of the Board of Directors or Committee Meetings attended by them irrespective of the number of days for which such meeting may continue consecutively.

Payment of Sitting Fees

The Directors may receive Sitting Fees for attending Board meeting as per the provisions of the Companies Act, 2013. The amount of Sitting Fees, as recommend by Nomination and Remuneration Committee and approved by Board of Directors, shall be subject to the limits as per Companies Act, 2013 and rules made there under and any other enactment for the time being in force.

Remuneration of KMP and Senior Management Personnel



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

While determining the remuneration of Key Managerial Personnel and Senior Management, the following factors are analyzed by the Committee:

- The performance and contributions of Key Managerial Personnel and Senior Management to the growth of the Company, Relative position in the organization and length of service.
- Company's performance and past remuneration paid to KMP/Senior Management.
- Limits prescribed by any Acts, rules or regulations.

Remuneration of Other employees

Apart from the Directors, KMPs and Senior Management Personnel, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and market conditions.

The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.

The annual increments to the remuneration paid to the employees shall be determined based on the appraisal carried out by the HODs of various departments. Decision on Annual Increments shall be made on the basis of this appraisal

7. POLICY REVIEW

The Nomination and Remuneration Committee shall review the Policy, from time to time, as and when any changes are to be incorporated in the Policy due to change in Act/Rules/Regulations or as may be felt appropriate by the Committee to ensure the effectiveness of the Policy. The Committee will discuss any revisions that may be required, and recommend any such revisions to the Board of Directors for their consideration and approval.


8. DISCLOSURE

The policy will be uploaded on Company's website (www.gopaliron.com) for public information.

PLACE: AHMEDABAD

DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR GOPAL IRON & STEELS CO. (GUJARAT) LTD


MR. BHAVESHBHAI PATEL
MANAGING DIRECTOR
(DIN: 00287559)



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

ANNEXURE - IV

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions:

Sr. No.	Particulars	Details
1	Name(s) of the related party Nature of relationship	MR. BALDEVBHAI PATEL BROTHER OF MR. BHAVESHBHAI PATEL, MANAGING DIRECTOR & CFO OF THE COMPANY.
2	Nature of contracts/ arrangements/ transaction	Payment of Remuneration
3	Duration of the contracts/ arrangements/ transaction	w.e.f. 1 st April, 2014
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 6,00,000/- P.A
5	Date of approval by the Board	31/05/2014
6	Amount paid as advances, if any	N.A.

2. Details of contracts or arrangements or transactions:

Sr. No.	Particulars	Details
1	Name(s) of the related party Nature of relationship	: HARIGOPAL STEELS METALPRIVATE LIMITED : Mr. Baldevbhai Patel & Mrs. Kundanben Patel, Relative of Mr. Bhavesh Bhai Patel is director in the company.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

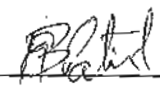
2	Nature of contracts/ arrangements/ transaction	:	Purchase of goods
3	Duration of the contracts/ arrangements/ transaction	:	2016-17
4	Salient terms of the contracts or arrangements or transaction including the value, if any	:	Rs. 3728799/-
5	Date of approval by the Board	:	30/05/2016
6	Amount paid as advances, if any	:	N.A.

3. Details of contracts or arrangements or transactions:

Sr. No	Particulars	:	Details
1	Name(s) of the related party	:	HARIGOPAL STEELS METALPRIVATE LIMITED
	Nature of relationship	:	Mr. Baldevbhai Patel & Mrs. Kundanben Patel, Relative of Mr. Bhavesh Bhai Patel is director in the company.
2	Nature of contracts/ arrangements/ transaction	:	Sale of goods
3	Duration of the contracts/ arrangements/ transaction	:	2016-17
4	Salient terms of the contracts or arrangements or transaction including the value, if any	:	Rs. 6722659/-
5	Date of approval by the Board	:	30/05/2016
6	Amount paid as advances, if any	:	N.A.

PLACE: AHMEDABAD
DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR GOPAL IRON & STEELS CO. (GUJARAT) LTD


 MR. BHAVESHBHAI PATEL
 MANAGING DIRECTOR
 (DIN: 00287559)



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

ANNEXURE - V

(Pursuant to sub-section (2) of section 186 of the Act and Rule 11 of the Companies
(Meetings of Board and its Powers) Rules, 2014)

❖ **Details of Loans:**

Sr. No	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if reqd)	Rate of Interest	Security
1	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

❖ **Details of Investments:-**


Sr. No	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
N.	N.A	N.A	N.A	N.A	N.A	N.A	N.A

❖ **Details of Guarantee / Security Provided:**

Sr. No	Date of providing security/guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

PLACE: AHMEDABAD
DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR GOPAL IRON & STEELS CO. (GUJARAT) LTD


MR. BHAVESHBHAI PATEL
 MANAGING DIRECTOR
 (DIN: 00287559)



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

ANNEXURE VI

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director & Chief Financial Officer during the Financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial year 2016-17 (Rs. in crore)	% increase in Remuneration in the Financial Year 2016-17	Ratio of Remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	MR. BHAVESHBHAI PATEL – MANAGING DIRECTOR & CFO	6,00,000	N.A	4:1	N.A (As PBT of company is Rs. (91362033) so no comparison can be provided)
2	MR. PRABHUBHAI PATEL- DIRECTOR	N.A	N.A	N.A	-
3	MR. BIPIN CHANDRA PATEL- INDEPENDENT DIRECTOR	N.A	N.A	N.A	-
4	MR. RAKESH KUMAR MOGHARIYA – INDEPENDENT DIRECTOR	N.A	N.A	N.A	-
5	MR. NARESBHAI PATEL –	N.A	N.A	N.A	-



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

	INDEPENDENT DIRECTOR				
6	MS. JAINAL PATEL – WOMEN DIRECTOR	N.A	N.A	N.A	N.A

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 1,68,000/-;
- (iii) In the Financial year, there was increase of Rs. 50702/- in the median remuneration of employees;
- (iv) There were 5 permanent employees on the rolls of Company as on March 31, 2017;
- (v) Relationship between average increase in remuneration and company performance: -

As PBT of company is Rs. (913.62) lakhs so no comparison can be provided.
- (vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

As LBT of company is Rs. (913.62) lakhs so no comparison can be provided.
- (vii) a) Variations in the market capitalization of the Company: The market capitalization as on March 31, 2017 was Rs. 7,68,54,273/- (Rs. 3,19,61,150 as on March 10, 2016).

b) As earning per share of the Company is NIL Price Earnings ratio of the Company is not provided.

c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year- The Company had come out with last public offer in 22nd April, 1996. The closing price of the Company's equity shares on the BSE as on March 31, 2017 was Rs. 15.63, representing a 56.3% (BSE) Increase over the last public offer price.
- (viii) There is no increase made in the salaries of employees other than the managerial personnel in the financial year i.e. 2016-17 and there is no increase in the managerial remuneration in financial year 2016-17.




GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- (ix) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- (x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- (xi) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**PLACE: AHMEDABAD
DATE: 14/08/2017**

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR GOPAL IRON & STEELS CO. (GUJARAT) LTD**


**MR. BHAVESHBHAI PATEL
MANAGING DIRECTOR
(DIN: 00287559)**



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate governance is about maximizing shareholder value legally, ethically and on a sustainable basis. Corporate Governance helps to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances. The Corporate Governance philosophy is scripted as:

“As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success.”

The company believes in sustainable corporate growth that emanates from the top leadership down through the organization to the various stakeholders which is reflected in its sound financial system, enhanced market reputation and improved efficiency.

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our stakeholders, consumers, employees and the community at large.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards.

I. BOARD OF DIRECTORS

A. Board Of Directors:

The names and category of Directors on the Board, their attendance at the Board meetings held during the year and also at the last Annual General Meeting, the number of Directorships held by them in other companies as on 31st March, 2017 are given below:



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GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

NAME OF DIRECTOR	CATEGORY	NO. OF BOARD MEETING	ATTENDED	LAST AGM ATTENDANCE	NO. OF DIRECTORSHIP IN OTHER PUBLIC LIMITED COS.	RELATION SHIP OF DIRECTOR INTER SE
MR. BHAVESHBHAI PATEL	MANAGING DIRECTOR	4	4	YES	0	FATHER OF MS. JAINAL PATEL
MR. PRABHUBHAI PATEL	WHOLE TIME DIRECTOR	4	4	YES	0	-
MR. BIPINCHANDRA PATEL	NON EXECUTIVE INDEPENDENT DIRECTOR	4	4	YES	0	-
MR. NARESHBHAI PATEL	NON EXECUTIVE INDEPENDENT DIRECTOR	4	4	YES	0	-
MR. RAKESH MOGHARIYA	NON EXECUTIVE INDEPENDENT DIRECTOR	4	4	YES	0	-
MS. JAINAL PATEL	NON EXECUTIVE WOMEN DIRECTOR	4	4	YES	0	DAUGHTER OF MR. BHAVESH PATEL

Four Board Meetings were held during the year and the gap between two meetings did not exceed One Hundred Twenty Days. The dates on which the said meetings were held:

SR.	DATE OF MEETING	DAY
1	30.05.2016	MONDAY
2	11.08.2016	THURSDAY
3	14.11.2016	MONDAY
4	09.02.2017	THURSDAY

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

B. INDEPENDENT DIRECTOR:

None of the Director of the Company is on the Board of more than 7 listed companies as an Independent Director. Further, none of the Director of the Company is acting as a Whole Time Director of any listed company as well as Independent Director in more than 3 listed companies.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made there under, all the independent directors of the Company met once during a year, without the attendance of non-independent directors and members of the Management.

C. PERFORMANCE EVALUATION:

On the bases of performance evaluation criteria laid down by the Nomination and Remuneration Committee & Pursuant to the provisions of the Companies Act, 2013, overall performance and contribution of independent directors and board as whole is evaluated by the board of directors of the company at its meeting held on 28th February, 2017 and framed the opinion that all the independent directors as well executive and nonexecutive director have performed their duty satisfactorily and making their best efforts for the advancement of the company.

D. CODE OF CONDUCT:

The Board has laid down code of conduct for all Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company at www.gopaliron.in.

All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to this effect signed by the Chief Executive Officer (CEO) has been obtained.

A declaration signed by Mr. Bhaveshbhai Patel, Managing Director of the company is attached herewith forming part of his Annual Report.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

II. AUDIT COMMITTEE:

The Audit Committee comprises of 3 members out of which 2 are Non-Executive are independent directors. Accordingly, the Company has complied with the requirements of Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 relating to composition of Audit Committee.

The terms of reference of the Audit Committee includes following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;



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GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as provided in Companies Act, 2013.

Additionally, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Committee met 4 times during the year 2016-17 and the attendance of members at the meetings was as follows:



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

NAME OF MEMBER	CATEGORY	STATUS	NO. OF MEETINGS ATTENDED /HELD
Mr. Nareshbhai Patel	Non Executive-Independent Director	Chairman	4/4
Mr. Bipinbhai Patel	Non Executive-Independent Director	Member	4/4
Mr. Bhaveshbhai Patel	Managing Director	Member	4/4

The Audit Committee has reviewed financial condition and results of operations forming part of the management discussion and analysis, statement of significant related party transactions as submitted by the management, and other information as mentioned in part C Schedule II of SEBI (Listing Obligations and disclosure Requirement) Regulations, 2015.

The Chairman of the Audit Committee of the Company was present at the last Annual General Meeting of the Company held on September 29, 2016.

III. NOMINATION AND REMUNERATION COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015, the Nomination and Remuneration Committee comprises of 3 Non-Executive Directors out of which all 3 are independent directors. The Chairman of the Committee is an Independent Director. Accordingly, the Company has complied with the requirements of Regulation 19 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015 relating to composition of Nomination and Remuneration Committee.

The terms of reference of the Committee inter alia, include the following:

- a) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal
- b) To carry out evaluation of every director's performance.
- c) To formulate criteria for determining qualification, positive attributes & Independence of director



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- d) To recommend to board policy relating to remuneration for the directors, KMP and employees.
- e) NRC shall while formulating policy ensure that,
 - a. The level & composition of remuneration is reasonable & sufficient to attract, retain & motivate directors of the quality required to run the company successfully.
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
 - c. Remuneration to directors, KMP and senior management involve balance between fixed & incentive pay reflecting short and long-term performance objective appropriate to the working of the co. & its goals.
- f) To devise a policy on Board diversity;
- g) To perform any other functions as may be assigned to Committee by the Board from time to time.

The Committee met once during the year 2016-17 and the attendances of members at the meetings were as follows:

NAME OF MEMBER	CATEGORY	STATUS	NO. OF MEETINGS ATTENDED /HELD
Mr. Naresh Patel	Non Executive-Independent Director	Chairman	1/1
Mr. Rakesh Moghariya	Non Executive-Independent Director	Member	1/1
Mr. Bipin Patel	Non Executive- Independent Director	Member	1/1

No sitting fees are paid to any Director.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

IV. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and , Regulation 20 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015 the Board has constituted Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee comprises of following members:

1. Mr. Nareshbhai Patel - Chairman
2. Mr. Rakesh Moghariya – Member

The role of the Committee is as under:

- To hear the complaint and grievances of various securities holders so as ensure that timely relief is extended to securities holders including shareholders in respect of their compliant. Additionally the Committee also looks into the shareholders' complaints, if any, related to non-receipt of balance sheet, non-receipt of declared dividend, revalidation of dividend warrants etc. and redress the same expeditiously.
- To consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc

The Committee met four times during the year 2016-17 and the attendance of members at the meetings was as follows:

NAME OF MEMBER	CAPACITY	STATUS	NO. OF MEETINGS ATTENDED / HELD
Mr. Nareshbhai Patel	Non Executive-Independent Director	Chairman	4/4
Mr. Rakesh Moghariya	Non Executive-Independent Director	Member	4/4

There were no pending complaints from the shareholders at the beginning of the Financial Year 201617 and no complaint has been received by the Company from the shareholders during the Financial Year 201617.

COMPLIANCE OFFICER: MR. BHAVESH PATEL



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

V. GENERAL BODY MEETING:

a. The details of last 3 Annual General Meetings (AGMs) of the Company are as under:

Financial Year	Date	Time	Venue
2015-16	29/09/2016	10.00 A.M.	1401/2, GIDC, KERALA IND. ESTATE BAVLA- BAGODARA RD., N.H. NO. 8, BAVLA AHMEDABAD.
2014-15	24/09/2015	10.00 A.M.	
2013-14	25/09/2014	10.00 A.M.	

➤ SPECIAL RESOLUTION IN LAST 3 AGMS:

In AGM held on September 29, 2016, no Special Resolutions were passed.

In AGM held on September 24, 2015, Two Special Resolutions were passed as under:

- (i) To re-appoint Mr. Bhaveshbhai Patel as Managing Director for further period of consecutive five financial years commencing from September 05, 2015 upon terms and conditions including remuneration as set out in the draft agreement to be entered into by the Company with Mr. Bhaveshbhai Patel. Further in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Bhaveshbhai Patel, the remuneration shall be paid to Mr. Bhaveshbhai Patel as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013
- (ii) To appoint Mr. Prabhu Patel as Whole Time Director of the company at a remuneration of Rs. 3,60,000/- P.A for a consecutive period of five years with effect from 24TH September, 2015, upon terms and conditions as set out in the draft agreement to be entered into by the Company with Mr. Prabhubhai Patel. Further the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Prabhubhai Patel, the remuneration mentioned above be paid to Mr. Prabhubhai Patel as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

In AGM held on September 25, 2014, Special Resolutions were passed as under:

- (i) To borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company's Bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the Paid-up Share Capital of the Company and its Free Reserves, i.e. reserves not set apart for any specific purpose; provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 100 crores (Rupees Hundred crores)."
- (ii) to give any loan to any Body Corporate(s)/Person(s), to give any guarantee or to provide any security in connection with a loan to any Body Corporate(s)/Person(s) and to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) and to decide limit up to which such investments in securities/loans/guarantees, that may be given or made, notwithstanding that any loan given to any Body Corporate(s)/Person(s), any guarantee given or any security provided in connection with a loan to any Body Corporate(s)/Person(s) and to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) may exceed 60% of the aggregate of the paid-up Share Capital and Free Reserves and Securities Premium Account; or 100% of its Free Reserves, whichever is higher at any point of time however it shall not exceed beyond Rs. 50 crores at any point of time; on such terms and conditions, as the Board may think fit.

VI. DISCLOSURES:

a) Management Discussion and Analysis:

Annual Report has a detailed chapter on Management Discussions and Analysis.

b) Related Party Transaction:

There were no transactions with related parties, which are not in the ordinary course of business and not on arm's length basis.

There were no materially significant related party transactions that may have potential conflict with the interests of company at large, during the year.



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GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

The Company has received representation from Senior Management personnel that there was no material significant financial and commercial transaction entered into by them along with their relative where they have personal interest that may have a potential conflict with the interest of the Company at large.

The company has formulated a policy on dealing with Related Party Transactions; such policy has been disclosed of the company's website www.gopaliron.in.

c) Accounting treatment

The company has followed accounting treatment as prescribed in Accounting Standard applicable to the company.

d) Neither any non-compliance nor any penalty, strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

e) Whistle Blower Policy (Vigil Mechanism)

The Company established the Whistle Blower Policy (vigil mechanism). In line with the best Corporate Governance practices, the Company has put in place a system through which the Directors or employees may report concerns about unethical and improper practices or Alleged Wrongful Conduct, without fear of reprisal. The functioning of the vigil mechanism is being monitored by the Audit Committee from time to time

The details of Whistle Blower Policy has been disclosed on the company's website www.gopaliron.in

VII. MEANS OF COMMUNICATION:

a. Financial Results:

The Company has published its Quarterly Results in Economic Times – English & Gujarati.

The Results of the Company were displayed on web site www.gopaliron.in and the same were also submitted to the Stock Exchanges after the conclusion of the Board Meeting.



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GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

b. News, Release, Presentations etc.

Official news, releases, and presentation made to analysts, institutional investors etc. are displayed on the website of the Company www.gopaliron.in

c. Website:

Company's website www.gopaliron.in contains a separate dedicated section namely "Investors" where all information relevant to shareholders' is available. The Annual Report of the Company is also available on the website of the Company www.gopaliron.in in a downloadable form.

VIII. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting, Book Closure & Dividend Payment

The information of forthcoming Annual General Meeting, Book Closure and Dividend payment details have been provided in the Notice of Annual General Meeting enclosed along with this Annual Report.

Financial Calendar

Financial Year: 1st April, 2017 to 31st March, 2018

Financial Results:

First Quarter Results : by 14th August, 2017
Half Year Results : by 14th November, 2017
Third Quarter Results : by 14th February, 2018
Annual Results : by 30th May, 2018

Listing:

At present, the equity shares of the Company are listed on the BSE Limited (BSE)

Name of Stock Exchange	Stock Code
BSE Limited P J Towers, Dalal Street, Fort, Mumbai400001	531913

The Company has not paid the listing fees for the year 2016-17 to the Bombay Stock Exchange Limited.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

MARKET PRICE DATA AT BOMBAY STOCK EXCHANGE LIMITED:

MONTH	HIGH (RS.)	LOW (RS.)
April, 2016	7.51	6.82
May, 2016	10.01	7.88
June, 2016	9.20	9.00
July, 2016	9.00	8.80
August, 2016	----	----
September, 2016	9.70	9.22
October, 2016	11.98	9.68
November, 2016	14.11	11.95
December, 2016	17.04	14.33
January, 2017	17.30	12.90
February, 2017	15.70	11.85
March, 2017	16.00	12.57

REGISTRAR AND SHARE TRANSFER AGENT:

BIGSHARE SERVICES PVT. LTD

1ST FLOOR, BHARAT TIN WORKS BUILDING,
OPP. VASANT OASIS, MAKWANA ROAD,
MAROL, ANDHERI (EAST),MUMBAI,
MAHARASHTRA,400059

Tele: 022 - 40430200 / 62638200

Fax: 022 - 28475207 / 62638299

SHARE TRANSFER SYSTEM:

The share transfer work is handled by registrar and transfer agent for the company. Share Transfers are registered and dispatched within a period of fifteen days from the date of the lodgments if the transfer documents are correct and valid in all respects. The Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities as per the requirement of Clause 47 (c) of the Listing Agreement and Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. These certificates have been submitted to the Stock Exchanges.



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GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

Distribution Pattern as on the 31st March, 2017:

Particulars	No of Shares	Percentage
Promoters and Relatives	2488949	50.62
Banks/ FII/ FI	0	0
Public	2361803	48.04
Body Corporate	7344	0.15
Clearing Members	404	0.01
NRI	58600	1.19
Total	4917100	100.00

Dematerialization of Shares and Liquidity:

4176200 shares constituting 84.93 % of total number of shares of the Company are in electronic form as on March 31, 2017.

ISIN No (For Dematerialized Shares): INE641H01018

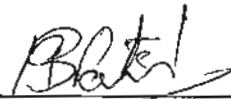
The Company has no GDRs/ADRs/Warrants/Convertible Instruments outstanding as on March 31, 2017.

ADDRESS FOR CORRESPONDENCE:

1401/2, GIDC, KERALA IND.
ESTATE, BAVLA- BAGODARA RD.
N.H. NO. 8, BAVLA,

PLACE: AHMEDABAD
DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, GOPAL IRON & STEELS CO. (GUJARAT) LTD


MR. BHAVESHBHAI PATEL
MANAGING DIRECTOR
(DIN: 00287559)



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

1. OVERALL REVIEW:

The company is in manufacturing industry. The overall performance during the current financial year 2016-17 has been satisfactory.

2. FINANCIAL REVIEW:

Total Business turnover for the year ended 31st March, 2017 was Rs. 573.18 lacs. This decrease was mainly on account of global depression prevailing in the economy.

3. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or deposition. The management continuously reviews the internal control systems and procedure for efficient conduct of business. A strong system of internal audit committee of the Board has strengthened the internal control within the organization.

4. BUSINESS ENVIRONMENT:

The Performance of the company for the year under review was satisfactory.

5. RISK AND CONCERN:

The building, plant and machinery, vehicle and stocks of the Company are adequately insured.

6. CAUTIONARY STATEMENT:

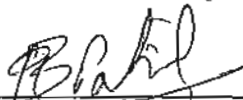
Statements in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information of events.

PLACE: AHMEDABAD

DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, GOPAL IRON & STEELS CO. (GUJARAT) LTD


MR. BHAVESHBHAT PATEL
MANAGING DIRECTOR
(DIN: 00287559)



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

CEO/CFO CERTIFICATION

To,
Board of Directors
GOPAL IRON & STEELS CO. (GUJARAT) LTD

We, Mr. Bhaveshbhai Patel, Managing Director and, Chief Financial Officer of GOPAL IRON & STEELS CO. (GUJARAT) LTD, to the best of our knowledge and belief, hereby certify that:

(a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2017 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

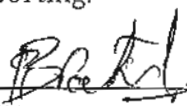
(b) To the best of our knowledge and belief, no transaction entered into by the Company during the years which are fraudulent, illegal or volatile of the Company's Code of Conduct.

(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 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:

1. That there is no significant changes in internal control over financial reporting during the year;
2. That there is no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. That there is no 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.

PLACE: AHMEDABAD
DATE: 14/08/2017


MR. BHAVESHBHAI PATEL
MANAGING DIRECTOR & CFO



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

DECLARATION BY THE MANAGING DIRECTOR OF THE COMPANY ABOUT CORPORATE GOVERNANCE

I, Mr. Bhaveshbhai Patel, Managing Director of GOPAL IRON & STEEL CO. (GUJARAT) LTD hereby confirm pursuant to Regulation 26(3) and PART D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that:

1. The Board of Directors of GOPAL IRON & STEEL CO. (GUJARAT) LTD has laid down a code of conduct has been placed on the company's website.
2. All the members of the board as well as senior management personal have complied with the said code of conduct for the year ended 31st March 2017.

PLACE: AHMEDABAD

DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, GOPAL IRON & STEELS CO. (GUJARAT) LTD



MR. BHAVESHBHAI PATEL
MANAGING DIRECTOR
(DIN: 00287559)



Mehul S. Kanani
ACA, BBA

Mehul Kanani & Co.
Chartered Accountants

207, Opera House,
B/h Super Diamond Market
Mini Bazar, Varachha Road
Surat – 395 006.
Phone No: 99092 67118

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
GOPAL IRON & STEEL CO. (GUJARAT) LTD

We have examined the compliance of the conditions of Corporate Governance by **GOPAL IRON & STEEL CO. (GUJARAT) LTD** ('the Company') for the year ended March 31, 2017 as stipulated in:

- Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the period April 1, 2016 to March 31, 2017 and
- Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the period April 1, 2016 to March 31, 2017.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the 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 the opinion on the financial statements of the Company.

In our opinion and to the best of our information and 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 and SEBI Listing Regulations, 2015.

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

PLACE: SURAT
DATE: 14/08/2017

FOR, M/S MEHUL KANANI & CO,
CHARTERED ACCOUNTANTS



CA MEHUL KANANI
PROPRIETOR
M.N NO: 138121



AN ISO 9001 : 2008 COMPANY

Independent Auditor's Report

**To the Members of
GOPAL IRON & STEEL CO. (GUJARAT) LTD
Ahmedabad**

Report on the Financial Statements

We have audited the accompanying Standalone Ind AS financial statements of **Gopal Iron & Steel Co. (Gujarat) Limited ("the Company")** which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Statement of Cash Flow and the Statement of changes in equity for the year ended, and a summary of significant accounting policies and other explanatory information. (herein after referred to as "standalone Ind AS financial statements").

Management's Responsibility for the Standalone Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstance.



An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Loss and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2017 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rule issued thereunder;
 - e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report report in "Annexure B";



- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements
 - ii. the Company did not have any long term contract including derivative contracts for which there were any material foreseeable losses.
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - iv. the Company has provided requisite disclosures in its standalone Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2017 to 30 December, 2017 and these are in accordance with the books of accounts maintained by the Company. Refer Note 31 to the consolidated Ind AS financial statements.

For, Mehul Kanani & Co.

Mehul Kanani



Proprietor

Membership Number :138121

Place: Surat

Date: 30/05/2017

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 1)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2)
 - (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public.
- 6) As informed to us, the company is not required to maintain cost record as prescribed by the Central Government under sub-section (1) of Section 148 of the Act.



- 7) a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. except Provident Fund Aggregating Rs. 33,98,634/-.
- b) Gujarat Commercial Tax Department have raised a demand of Rs. 50.65 Lacs for the financial year 2002-2003 and the financial year 2009-2010 which has been disputed by the Company, as it is of the opinion that the same shall be quashed in the appeal preferred by the company. Hence no provision for this disputed Sales Tax demand has been made. Central Excise Authorities have raised demand aggregating Rs. 33.53 Lacs (Rs. 33.53 Lacs) for the financial year 1998-1999 and 1999-2000 which has been disputed by the Company, as it is of the opinion that the same shall be quashed in the appeal preferred by the company. However company has paid under protest Rs. 36.24 Lacs (Rs. Nil) and shown as an asset under the head of "Short Term Loans and Advances". Income tax department have raised a demand of Rs. 32,53,104 for the financial year 1996-97, Rs. 2,03,56,631 for the financial year 1997-98 , Rs. 1,56,570 for the financial year 2008-09 , Rs. 2,35,920 for the financial year 2009-10 , Rs 74,750 for the financial year 2010-11 and Rs. 6,76,210 for the financial year which has been disputed by the company , as it is of the opinion that the same shall be quashed in the appeal preferred by the company at appropriate authority.
- 8) Based on our review conducted as above, The Punjab National Bank had declared the Loan Account as NPA for the loans given to the company and for the same company had made provision for interest to be payable to the Bank.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the standalone Ind AS financial Statements as required by the applicable accounting standards.



- 14) According to the information and explanations given by the management and Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act,1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the company and hence not commented upon.

For, Mehul Kanani & Co.

Mehul Kanani



Proprietor

Membership Number :138121

Place: Surat

Date: 30/05/2017

“Annexure B” to the Independent Auditor’s

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

We have audited the internal financial controls over financial reporting of Gopal Iron & Steel Co. (Gujarat) Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgments, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

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



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, Mehul Kanani & Co.

Mehul Kanani



Proprietor

Membership Number :138121

Place: Surat

Date: 30/05/2017

Gopal Iron & Steels Co. (Gujarat) Limited

Balance Sheet as at 31-03-2017

	Note	31-03-2017 Rs.	31-03-2016 Rs.
I Equity and Liabilities			
Shareholders' Funds			
(a) Share Capital	3	49171000	49171000
(b) Reserve and Surplus	4	-89368984	501639
Non Current Liabilities			
(a) Long Term Borrowings	5	130926306	146635107
(b) Deferred Tax Liabilities (Net)	6	15122635	16614045
(c) Long Term Provisions	7	193366	193366
Current Liabilities			
(a) Short Term Borrowings	8	147711295	148533588
(b) Trade Payables	9	14725332	24190673
(c) Other Current Liabilities	10	49359493	12260750
I Total		317840443	398100168
II Assets			
Non Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	11	127785778	142174399
(ii) Capital Work-in-Progress		0	0
(b) Non Current Investments		0	0
(c) Long Term Loans and Advances	12	4886196	6147665
Current Assets			
(a) Inventories	13	67169822	115930059
(b) Trade Receivables	14	105109840	114530664
(c) Cash and Cash Equivalents	15	463350	1395982
(d) Short Term Loans and Advances	12	12425457	17921399
II Total		317840443	398100168
Summary of Significant Accounting Policies Notes to the Financial Statements	2.1		

As per Separate Report of even date Annexed

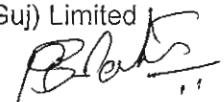
For Mehul Kanani & Co.
Chartered Accountants



(Mehul Kanani)
Proprietor



Place: Ahmedabad
Date : 30-05-2017

For and on behalf of Board of Directors
Gopal Iron & Steels Co. (Guj) Limited


(Bhavesh Patel)
Managing Director
(DIN - 00287559)


(Jainal Patel)
Director
(DIN - 06979778)

Gopal Iron & Steels Co. (Gujarat) Limited

Statement of Profit and Loss for the year ended on 31-03-2017

	Note	31-03-2017 Rs.	31-03-2016 Rs.	
I	Revenue from Operations	16	57318806	82670093
II	Other Income	17	916985	1054942
III	Total Revenue (I + II)		58235791	83725035
IV	Expenses			
	(a) Cost of Materials Consumed	18	40064072	39394774
	(b) Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-trade	19	23962076	20467198
	(c) Employee Benefits Expense	20	3421119	4684724
	(d) Other Expenses	21	29277472	17606683
V	Sub Total of Expenses		96724739	82153379
VI	Profit before Interest, Depreciation and Tax (III - V)		-38488948	1571656
	Finance Costs	22	38484464	26498140
	Depreciation and Amortization	11	14388621	14435567
VII	Total of Finance Cost and Depreciation		52873085	40933707
VIII	Profit before Exceptional and Extra Ordinary Items and Tax (VI - VII)		-91362033	-39362051
IX	Exceptional Items		0	0
X	Profit before Extraordinary Items and Tax (VIII - IX)		-91362033	-39362051
XI	Extraordinary Items		0	0
XII	Profit before Tax (X - XI)		-91362033	-39362051
XIII	Tax Expenses			
	(1) Current Tax		0	0
	(2) Tax of Earlier Years		0	-132280
	(3) Deferred Tax		-1491410	-1011432
XIV	Profit for the period (XII - XIII)		-89870623	-38218339
XV	Earnings Per Equity Shares	23		
	(1) Basic		-18.28	-7.77
	(2) Diluted		-18.28	-7.77
	Summary of Significant Accounting Policies Notes to the Financial Statements	2.1		

As per Separate Report of even date Annexed

For Mehul Kanani & Co.
Chartered Accountants

(Mehul Kanani)
Proprietor



Place: Ahmedabad
Date : 30-05-2017

For and on behalf of Board of Directors
Gopal Iron & Steels Co. (Guj) Limited

B Patel
(Bhavesh Patel)
Managing Director
(DIN - 00287559)
Jainal
(Jainal Patel)
Director
(DIN - 06979778)

Gopal Iron & Steels Co. (Guj) Limited

Cash Flow Statement for the year ended on 31st March 2017

(In Rs.)

	31-03-2017	31-03-2016
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	-91362033	-39362051
Adjustment For		
- Depreciation and Amortization	14388621	14435567
- Financial and Interest Charges	38484464	26498140
- Interest Income	-74952	-176227
Operating Profit before Working Capital Changes	-38563900	1395429
Adjustment For Changes in Working Capital		
- Trade Payables	-9465341	3559432
- Long Term Provisions	0	98589
- Short Term Provisions	0	-794204
- Other Current Liabilities	37098743	712394
- Decrease (Increase) in Inventories	48760237	18363314
- Trade Receivables	9420824	-20091619
- Long Term Loans and Advances	1261469	0
- Short Term Loans and Advances	5495942	-460638
Cash Generated from Operations	54007974	2782697
- Taxes Paid	30000	-176414
Net Cash Flow from operating activities - A	54037974	2606283
B CASH FLOW FROM INVESTING ACTIVITIES		
- Purchase of Fixed Assets and Others	0	328000
- Interest Received	74952	176227
Net Cash used in investing activities - B	74952	504227
C CASH FLOW FROM FINANCING ACTIVITIES		
- Proceeds (-Payment) from Long Term Borrowings	-15708801	15285910
- Proceeds from None Current Investments	0	0
- Proceeds (-Payment) from Short Term Borrowings	-822293	7652915
- Financial and Interest Charges	-38484464	-26498140
Net Cash used in Financing Activities - C	-55015558	-3559315
Net (-) Decrease in Cash & Cash Equivalents (A+B+C)	-902632	-448805
Cash & Cash Equivalents as at 31-03-2016 (Sch 15)	1365982	1814787
Cash & Cash Equivalents as at 31-03-2017 (Sch 15)	463350	1365982

Note

The Cash Flow Statement has been prepared under the Indirect Method as set out in AS 3 on Cash Flow Statements issued by Companies (Accounting Standard) Rules, 2006.

As per Separate Report of even date Annexed

For and on behalf of Board of Directors
Gopal Iron & Steels Co. (Guj) Limited

For Mehul Kanani & Co.
Chartered Accountants

(Mehul Kanani)
Proprietor



Place: Ahmedabad
Date : 30-05-2017

(Bhavesh Patel)
Managing Director
(DIN - 00287559)
(Jainal Patel)
Director
(DIN - 06979778)

Gopal Iron & Steels Co. (Gujarat) Limited

Notes to financial statements for the year ended 31st March, 2017.

1 Corporate Information

Gopal Iron and Steels Co. (Gujarat) Limited (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The company is engaged in the manufacturing of SS/MS bars, MS Sections, ERW Pipes and other iron and steel items. The company caters domestic market.

2 Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention.

Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles. In applying the accounting policies considerations have been given to prudence, substance over form and materiality.

2.1 Summary of Significant Accounting Policies

(A) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(B) Tangible fixed assets

Fixed Assets are stated at cost of acquisition and installation, net of cenvat, Vat less accumulated Depreciation. Borrowing costs incurred during the period of construction/Acquisitions of assets are added to the cost of Fixed Assets. Major expenses on modification / alterations increasing efficiency / capacity of the plant are also capitalized.



Subsequent expenditure related to an item of fixed asset 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 derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(C) Depreciation on Tangible Fixed Assets

Depreciation on tangible fixed assets is calculated on a straight-line basis as per the rates prescribed under Schedule II of the Companies Act, 2013.

(D) Borrowing Costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(E) Impairment of Tangible Assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An impairment loss is recognised in the accounts to the extent the carrying amount exceeds, the recoverable amount.

(F) Income taxes

Current tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred tax is recognized on difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Where there is an unabsorbed depreciation or carry forward loss, deferred tax assets are recognised only to the extent there is reasonable certainty of realization in future. Such assets are reviewed at each balance sheet date to reassess realization.



(G) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the 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 and loss.

(H) Inventories

Raw materials and stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the stores and spares are determined on FIFO basis.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty and is determined on First-in-First-out basis.

Waste is valued at net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(I) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized



Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

(J) Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that the company will comply with the conditions attached to them, and the grant / subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Such grants are deducted in reporting the related expense. Where the grant relates to an asset, it is recognized as deferred income and released to income in equal amounts over the expected useful life of the related asset.

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds.

(K) Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.



(L) Employee benefits

Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, short term compensated absences, etc, and the expected cost of bonus, ex-gratia is recognized in the period in which the employee renders the related service.

Post-Employment Benefits

(i) Defined Contribution Plans

The contribution paid / payable under the scheme is recognized during the period in which the employees render the related services.

(ii) Defined Benefit Plan

The employee's gratuity fund scheme is company's defined benefit plan. The present value of the obligation under such defined benefit plan is determined on estimate basis.

(M) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the number of equity shares outstanding during the period.

(N) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(O) Measurement of EBITDA

As permitted by the Guidance note on the Revised Schedule VI to The Companies Act, 1956, the company has to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. In its measurement, the company does not include depreciation and amortization expense, finance cost and tax expense.



Gopal Iron & Steels Co. (Gujarat) Limited**As at
31-03-2017****As at
31-03-2016**

Note - 3 Share Capital

Authorized Shares

6000000 (6000000) Equity Shares of Rs. 10/- each

60000000

60000000

6000000060000000**Subscribed and Fully Paid up Share Capital**

4917100 (4917100) Equity Shares of Rs. 10/- each

49171000

49171000

Total

4917100049171000**Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period**

	No.	Rs.	No.	Rs.
At the beginning of the period	4917100	49171000	4917100	49171000
Add / Less during the year	0	0	0	0
Out standing at the end of the period	<u>4917100</u>	<u>49171000</u>	<u>4917100</u>	<u>49171000</u>

Terms / Rights attached to issued Equity Shares

The Company has only one class of Equity Shares having at Par value of Rs. 10/- per Share. Each holder of Equity Shares is entitled to one vote per Share.

In the event of Liquidation, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all Preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

Details of Shareholders holding more than 5% Shares in the Company

	No.	Rs.	No.	Rs.
Equity Shares of Rs. 10/- each Fully paid up				
- Bhaveshbhai Gopalbhai Patel	876782	17.83%	876782	17.83%
- Baldevbhai Gopalbhai Patel	460700	9.37%	460700	9.37%
- Ganeshbhai Harjibhai	337900	6.87%	337900	6.87%
- Sharad Kanaiyalal Shah	283537	5.77%	283537	5.77%

As per records of the Company, including its register of Shareholders / Members and other declarations received from Shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of Shares.



Gopal Iron & Steels Co. (Gujarat) Limited**As at
31-03-2017****As at
31-03-2016****Note - 4 Reserves and Surplus**

Capital Reserve		
State Cash Subsidy	1000000	1000000
Profit & Loss Account		
Balance as per Last Balance Sheet	-498361	37719978
Add : Profit for the year	<u>-89870623</u>	<u>-38218339</u>
	-90368984	-498361
Total	<u>-89368984</u>	<u>501639</u>

Note - 5 Long Term Borrowings**Secured**

Term Loan from Punjab National Bank	40942738	40942738
Term Loan from Punjab National Bank	40733168	40733168
Term Loan from Punjab National Bank (Funded Interest)	9877830	9877830
Term Loan from Punjab National Bank (Funded Interest)	9727194	9727194
	<u>101280930</u>	<u>101280930</u>
Less :		
Current Maturities	<u>0</u>	<u>0</u>
	101280930	101280930

Unsecured

- From Directors	2736748	712628
- From Shareholder and Relatives	26908628	44641549
Total	<u>130926306</u>	<u>146635107</u>

Term Loan from Punjab National Bank are taken during the Financial Year 2010-2011 and carries Interest.

Term Loan from Punjab National Bank secured by first charge on all Plant and Machinery, movable and immovable fixed assets both present and future save and except asset acquired under Hire Purchase agreement.

Hire Purchase Loan secured against hypothecation of Motor Cars acquired under Hire Purchase Agreement.

Note - 6 Deferred Tax Liabilities (Net)

Deferred Tax Liabilities	15122635	16614045
Fixed Assets : Impact of difference between Tax Depreciation and Depreciation Charged for the period.		
Total	<u>15122635</u>	<u>16614045</u>



Gopal Iron & Steels Co. (Gujarat) Limited**As at
31-03-2017****As at
31-03-2016**

Note - 7 Provisions

Long Term Provisions

Provisions for Employee Benefits (Gratuity)

193366

193366

Total

193366193366

Note - 8 Short Term Borrowings

Secured

Working Capital Loan from Bank

147711295

148533588

Secured by first charge on Stocks and Bookdebts present and future and first charge on immovable fixed assets both present and future save and except asset acquired under Hire Purchase agreement.

Working Capital Loan is repayable on demand and carries Interest.

Total

147711295148533588

Note - 9 Trade Payables

Trade Payables for Goods

2466305

8623245

Trade Payables for Others

12259027

15567428

Total

1472533224190673

Note - 10 Other Current Liabilities

Statutory Liabilities Payable

3602250

2849173

Unpaid Expenses

1568287

3312037

Unpaid Bank Interest

38477720

0

Payables on Purchase of Fixed Assets

5711236

6099540

Total

4935949312260750

Gopal Iron & Steels Co. (Gujarat) Limited

Note - 11 Details of Tangible Fixed Assets

Sr	Name of Assets	Gross Block (At Cost)			Depreciation Block			Net Block as on		
		Opening Balance	Addition	Deduction	Closing Balance	Opening Balance	Addition	Deduction	31-03-2017	31-03-2016
1	Land (Lease Hold)	2467337	0	0	2467337	0	0	2467337	2467337	
2	Furniture & Fixtures	406448	0	0	406448	285911	15751	301662	104786	
3	Office Equipment	1000099	0	0	1000099	918581	48546	967127	32972	
4	Electric Installation	7416736	0	0	7416736	6058160	506022	6564182	852554	
5	Plant & Machinery	60064023	0	0	60064023	42126962	3798899	45925861	14138162	
6	Vehicles	8463296	0	0	8463296	5054555	1160452	6215007	2248289	
7	Factory Building	14741087	0	0	14741087	8248243	461578	8709821	6031266	
8	Other Building	2332130	0	0	2332130	599933	105954	705887	1626243	
9	Wind Mill	36238000	0	0	36238000	16681833	1489029	18170862	18067138	
10	Electric Installation (Tube)	997978	0	0	997978	375033	153215	528248	469730	
11	Plant & Machinery (Tube)	85018185	0	0	85018185	18884825	5819401	24704226	60313959	
12	Factory Building (Tube)	25215852	0	0	25215852	3046263	816295	3862558	21353294	
13	Laboratory Equipments	129930	0	0	129930	36403	13479	49882	80048	
Total as on 31-03-2017		244491101	0	0	244491101	102316702	14388621	116705323	127785778	142174399
Total as on 31-03-2016		244977427	328000	814326	244491101	88318155	14435567	102316702	142174399	156659272



Gopal Iron & Steels Co. (Gujarat) Limited**As at
31-03-2017****As at
31-03-2016****Note - 12 Loans and Advances**Long Term Loans and Advances (Non Current)
Capital Advances (Unsecured, considered good)
Security Deposits4000000
8861964000000
2147665**Total****4886196****6147665**Short Term Loans and Advances (Current)
Advances to Suppliers (Unsecured, considered good)
Advance / Income Tax Payment
Balance with Statutory / Government Authorities2061152
1513157
88511482288704
1450558
14182137**Total****12425457****17921399****Note - 13 Inventories
(Physical verification done by Management)**Raw Materials and Spares
Work-in-Progress
Finished Goods
Scrap and Waste48476414
762690
14623806
330691273274575
4101220
26990854
11563410**Total****67169822****115930059****Note - 14 Trade Receivables
(Unsecured, but considered good)**Outstanding for more than 6 months
Other Debts77464083
2764575770746749
43783915**Total****105109840****114530664****Note - 15 Cash and Cash Equivalents**Cash on Hand
Balance with Punjab National Bank (Current A/C)448394
149561191302
204680**Total****463350****1395982**

Gopal Iron & Steels Co. (Gujarat) Limited**As at
31-03-2017****As at
31-03-2016**

Note - 16 Details of Revenue from Operations

Sale of Products	54187586	60339391
Job Charges	3131220	18985124
<u>Other operating Revenue</u>		
- Wind Mill Power Generation Income	0	3345578
Total	<u>57318806</u>	<u>82670093</u>

Note - 17 Details of Other Income

Interest Received	74952	176227
Discount received and Balances Written off	842033	878715
Total	<u>916985</u>	<u>1054942</u>

Note - 18 Details of Cost of Materials Consumed

Inventory at the beginning of the year	10449374	8477595
Add : Purchases for the year	<u>29868476</u>	<u>41366553</u>
	40317850	49844148
Less : Inventory at the end of the year	<u>253778</u>	<u>10449374</u>
Cost of Materials Consumed for the year	<u>40064072</u>	<u>39394774</u>
Total	<u>40064072</u>	<u>39394774</u>

Note - 19 Details of Change in Inventories

Inventory at the end of the year		
- Finished Goods	14623806	26990854
- Work-in-Progress	762690	4101220
- Scrap	<u>3306912</u>	<u>11563410</u>
	<u>18693408</u>	<u>42655484</u>
Inventory at the beginning of the year		
- Finished Goods	26990854	48920652
- Work-in-Progress	4101220	3579620
- Scrap	<u>11563410</u>	<u>10622410</u>
	<u>42655484</u>	<u>63122682</u>
Total	<u>23962076</u>	<u>20467198</u>

Note - 20 Employee Benefits

Salary, Wages and Bonus	3090217	4147173
Contribution to Provident and Other Funds	286138	394462
Contribution to Gratuity Funds	0	98589
Other welfare expenses	44764	44500
Total	<u>3421119</u>	<u>4684724</u>



Gopal Iron & Steels Co. (Gujarat) Limited

**As at
31-03-2017**

**As at
31-03-2016**

Note - 21 Details of Other Expenses

Manufacturing Expenses

- Fuel, Coal and Power Consumed	4446938	12618783
- Stores and Spares Consumed	15389785	993508
- Repairs and Maintenance Expenses	56790	15481
- Other Manufacturing Expenses	83978	208550

Administrative Expenses

- Conveyance Expenses	100986	176610
- Insurance Charges	257916	188023
- Telephone Expenses	121806	203387
- Professional and Consulting Fees	175000	182500
- Office Expenses	230056	166855
- Stationery, Printing and Xerox	19661	21018
- Payment to Auditors	25000	25000
- Miscellaneous Expenses	156471	69853
- Licence, Renewal and Filing Fees	269206	639159
- Postage Expenses	0	2042
- Rate Difference	21320	0
- Repairs to Shed Building	23950	0
- Repairs to office Equipments	11450	500
- Repairs to Vehicles ¹	93014	103278
- Loss on Sale of Vehicles	0	26306
- Bad Debts Written off	6974016	0
- Wind Mill O & M Charges	0	662320

Selling and Distribution Expenses

- Advertisement Expenses	32414	54287
- Other Carriages	11800	25092
- Brokerage Charges	540000	540000
- Sales Promotion Expenses	0	29715
- VAT / CST / Sales Tax Paid	235915	654416

Total

29277472

17606683*

Note - 22 Details of Finance Costs

To Bank

- Bank Charges	6744	5375
- For Working Capital	28974455	16562538
- For Term Loan (Tube Mill)	6415474	4904805
- For Vehicle Loan	3087791	5023688
To others	0	1734

Total

38484464

26498140

Note - 23 Details of Earnings Per Share (EPS)

Net Loss for calculations of Basic and Diluted EPS	-89870623	-38218339
Weighted average number of Equity Shares in Calculating EPS	4917100	4917100
Basic EPS	-18.28	-7.77



Gopal Iron & Steels Co. (Gujarat) Limited

Notes to financial statements for the year ended 31st March 2017

(24) In the opinion of the Board of Directors Current Assets, Loans and Advances are approximately of the same value if realized in the ordinary course of business. The provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.

(25) Contingent Liabilities

(a) Gujarat Commercial Tax Department have raised a demand aggregating Rs. 50.65 Lacs (Rs. 50.65 Lacs) for the financial year 2002-2003 and 2009-2010 which has been disputed by the Company, as it is of the opinion that the same shall be quashed in the appeal preferred by the company. Hence no provision for this disputed Sales Tax demand has been made.

(b) Central Excise Authorities have raised demand aggregating Rs. 33.53 Lacs (Rs. 33.53 Lacs) for the financial year 1998-1999 and 1999-2000 which has been disputed by the Company, as it is of the opinion that the same shall be quashed in the appeal preferred by the company. However company has paid under protest Rs. 36.24 Lacs (Rs. Nil) and shown as an asset under the head of "Short Term Loans and Advances".

(26) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

Based on the information available with the company there are no suppliers who are registered under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2017. Hence the disclosure relating to amounts unpaid as at the yearend together interest paid / payable under this act have not been given.

(27) Payment to Auditors (In Rs.)

	31-03-2017	31-03-2016
For Statutory Audit	25000	25000
Total	25000	25000

(28) Gratuity and other post-employment benefit plan

The Company has various schemes for Long-term benefits such as Provident Fund, Pension Fund, Gratuity and Leave Encashment. In case of funded schemes, the funds are recognized by the Tax authorities and administered through separate trust. The company's defined contribution plans are Provident Fund and Pension Scheme since the company has no further obligation beyond making the contributions. The company's defined benefit plans include Gratuity and Leave Encashment.



The company operates defined benefit plan, viz., gratuity, for its employees. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. As actuarial valuation using the projected unit method is not received yet for the year end, the company has made provision for gratuity based on the premium demanded by LIC of India, which accordingly to the company is more or less adequate. Adjustments, if any will be made on receipt of the valuation report.

(29) Segment information

Based on the guiding principle given in Accounting Standard - 17 on Segment Reporting (issued by the Institute of Chartered Accountants of India) the Company's Primary Business is manufacturing of SS / MS Bars, MS Section, ERW Pipers and other Iron & Steel Items, which have similar risks and returns. Accordingly there are no separate reportable segments as primary segment is concerned.

(30) Balances of Sundry Creditors, Sundry Debtors, Advances, Deposits, Secured and Unsecured Loans are as per the book and subject to confirmation and reconciliation from respective parties.

(31) Disclosure in respect of Related Parties Pursuant to AS – 18

(a) Details of Key Management Personnel

Bhaveshbhai Gopalbhai Patel
Prabhubhai Laxmanbhai Patel
Jainal Bhaveshbhai Patel

Details of Relatives of Key Management Personnel

Baldev Gopalbhai Patel	Kundan Bhaveshbhai Patel
Govind Laxmanbhai Patel	Jainal Bhaveshbhai Patel
Hitesh Ramniklal Patel	Gopalbhai Naranbhai Patel
Harsha Baldevbhai Patel	Surajben Gopalbhai Patel
Harshad Malubhai Patel	Hireni Bhaveshbhai Patel
Vijay Ramniklal Patel	Darshan Dashrathbhai Patel
Harsh Bhaveshbhai Patel	Dhanjibhai Ramjibhai Patel

Details of Enterprises owned or significantly influenced by key management personnel

Harigopal Steels and & Metals Private Limited
Gopal Steel Suppliers
Parul Steel Industries
Zalawad Steel Corporation
The Lotus Primary School
The Lotus Girls High School



- (b) During the year the following transactions (In Rs.) were carried out with related parties in the ordinary course of business:

		31-03-2017	31-03-2016
1	Managerial Remuneration paid to Key Personnel and their Relatives	1786813	2294857
2	Gross Loans from Key Personnel and their Relatives	5041678	16256000
3	Gross Loans repaid to Key Personnel and their Relatives	20750479	9583274
4	Loans payable to Key Personnel and their Relatives	25845375	41682164
5	Purchase of Goods	23063946	6018549
	Sale of Goods	20201453	29309836

The above loan amount brought in by the promoters by way of Unsecured Loans in pursuance of stipulations of the Bank for the finance and it is exempted under Section 73 to 76 of the Companies Act, 2013.

- (31) Disclosure in respect of Specified Bank Notes (SBNs) held and transacted during the period from 8th November, 2016 to 30th December, 2016 is given below:

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08-11-2016	900000	520070	1420070
(+) Permitted Receipts		26500	26500
(-) Permitted Payments	0	91392	91392
(-) Amount deposited in Banks	900000	0	900000
Closing cash in hand as on 30-12-2016	0	455178	455178

- (32) There are no amounts due to be credited to Investor Education and Protection Fund.
- (33) Earning in Foreign Exchange at F.O.B. Value: Rs. Nil (Rs. Nil).
- (34) Expenses in Foreign Currency at CIF Value: Rs. Nil (Rs. Nil).
- (35) Value of Imports on CIF basis accounted for during the year: Rs. Nil (Rs. Nil).

As per attached report of even date

For Mehul S. Kanani & Co.
Chartered Accountants

(Mehul S. Kanani)
Proprietor

Place: Ahmedabad
Date: 30-05-2017



For and behalf of Board of Directors

Bhaves
Bhaves Patel
(Managing Director)

Jainal

Jainal Patel
(Director)

GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED
GOPAL IRON & STEEL CO. (GUJARAT) LIMITED
1401/2 GIDC KERALA INDUSTRIALESTATE TA DHOLKA, AHMEDABAD,
GUJARAT, 382220

ATTENDANCE SLIP

Name of the attending Member (In Block Letters): _____

Folio No/ DPID / Client ID : _____

Name of the Proxy : _____

(To be filled in if the Proxy attends instead of the Member)

No. of Shares held: _____

(In words) _____

I hereby record my presence at Annual General Meeting of the Company at **1401/2 GIDC KERALA INDUSTRIALESTATE TA DHOLKA, AHMEDABAD, GUJARAT, 382220** on 28th day of September, 2017 and at any adjournment thereof.

Signature of Shareholder / Proxy

Form No. MGT-11

Proxy form

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

CIN: **L27101GJ1994PLC022876**

Name of the company: **GOPAL IRON & STEEL CO. (GUJARAT) LIMITED**

Registered office: **1401/2 GIDC KERALA INDUSTRIALESTATE TA DHOLKA, AHMEDABAD, GUJARAT**

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

2. Name:

Address:



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GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED

E-mail Id:

Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the company, to be held on 28th day of September, 2017 At 10:00 a.m. at **1401/2 GIDC KERALA INDUSTRIAL STATE TA DHOLKA, AHMEDABAD, GUJARAT** and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTION	FOR	AGAINST
Ordinary Business			
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2017		
2.	Appointment of a director in place of Mr. Bhavesh Patel (Din: 00287559), who retires by rotation and being eligible, seeks re-appointment.		
3.	Ratification of Appointment of M/s. Mehul Kanani & Co, Chartered Accountants (Firm Registration No. 133039W) as the Statutory auditors of the Company		

Signed this.....day of, 2017.

Signature of Shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

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



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GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED

Form No. MGT-12

Polling Paper

[Pursuant to section 109 (5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: GOPAL IRON & STEEL CO. (GUJARAT) LIMITED				
Registered office: 1401/2 GIDC KERALA INDUSTRIALESTATE TA DHOLKA, AHMEDABAD, GUJARAT				
BALLOT PAPER				
Sr. No.	Particulars	Details		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary/ Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:				
Sr. No.	Particulars of Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2017			
2.	Appointment of a director in place of Mr. Bhavesh Patel (Din: 00287559), who retires by rotation and being eligible, seeks re-appointment.			
3.	Ratification of Appointment of M/s. Mehul Kanani & Co, Chartered Accountants (Firm Registration No. 133039W) as the Statutory auditors of the Company			

PLACE: AHMEDABAD

DATE:

Signature of the shareholder



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GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED

GOPAL IRON & STEEL CO. (GUJARAT) LIMITED

1401/2 GIDC, KERALA INDUSTRIAL ESTATE ,
DHOLKA, AHMEDABAD- 382220
TEL: +91 2714 268268, 268465,
+91 79 25830475
EMAIL- gisco_guj@yahoo.com
www.gopaliron.in;
CIN: L27101GJ1994PLC022876

Name of the Sole / First Named Member:

Address of Sole / First Named Member:

Registered Folio no :

DPID /Client ID :

Number of shares held :

Dear Member,

SUBJECT: PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44 of SBEI LODR Regulations 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the 23rd Annual General Meeting of the Company to be held on 28th SEPTEMBER, 2017 at 1401/2 GIDC KERALA INDUSTRIALESTATE TA DHOLKA, AHMEDABAD, GUJARAT, 382220. The Company has engaged the services of Central Depository Services (I) Limited ("CDSL") to provide remote e-voting facilities. Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM. The remote e-voting facility is available at the link <https://www.evotingindia.com>.

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID :	Password / Sequence No:

The remote e-voting facility will be available during the following voting period:



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GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
25 th SEPTEMBER, 2017 (09.00 A.M.)	27 th SEPTEMBER, 2017 (5.00 P.M.)

Please read the instructions printed below before exercising the vote. These details and instructions form integral part of the Notice for the Annual General Meeting to be held on 28th SEPTEMBER, 2017.

MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS FOR REMOTE E-VOTING AS MENTION IN THE ANNUAL REPORT.



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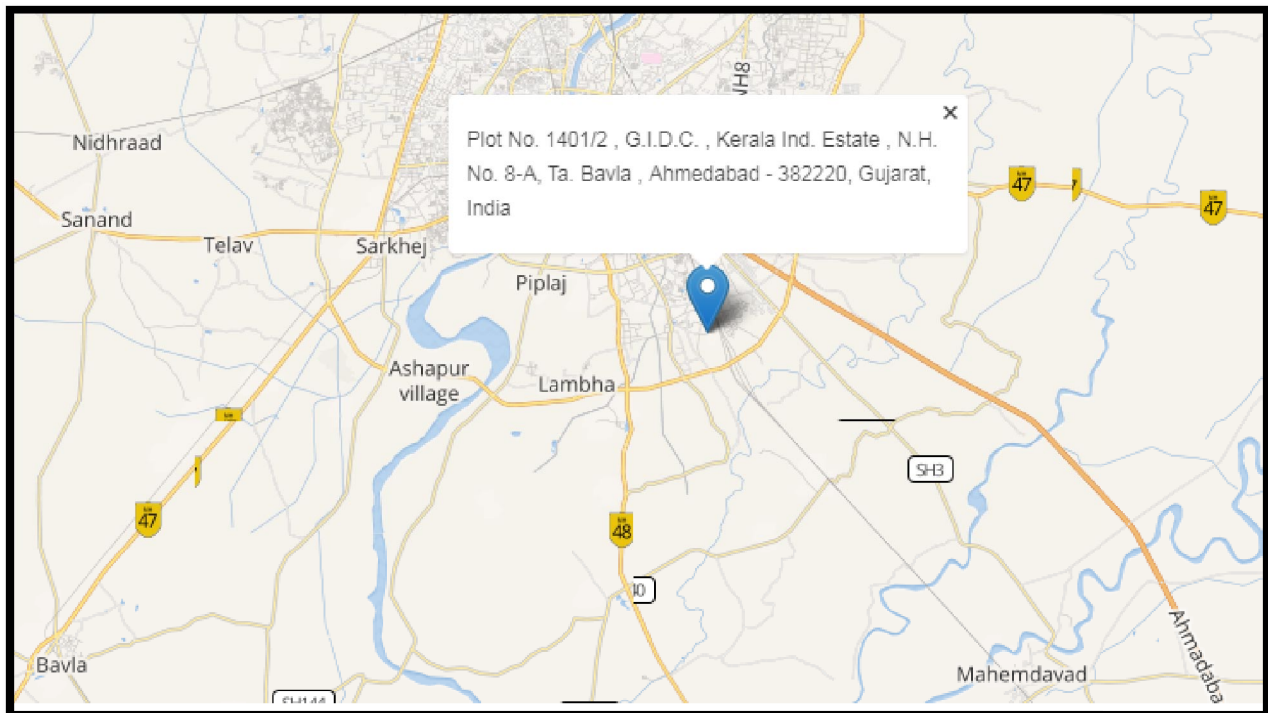
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GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED

❖ ROUTE MAP FOR AGM

GOPAL IRON & STEELS CO. (GUJARAT) LIMITED

1401/2 GIDC KERALA INDUSTRIAL,
ESTATE TA DHOLKA,
AHMEDABAD, GUJARAT, 382220



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