

**NOTICE**

Notice is hereby given that the 51st Annual General Meeting of the Shareholders of 'Gujarat Mineral Development Corporation Limited' will be held on Thursday, the 25th September, 2014 at 11.00 AM at the Registered Office of the Company, at Khanij Bhavan, Off:132 Ft. Ring Road, Near University Ground, Vastrapur, Ahmedabad – 380 052 to transact the following business :

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Financial Statements of the Corporation (Standalone and Consolidated) for the year ended on March 31, 2014, including the Balance Sheet, Profit and Loss Statement and Cash Flow Statement as at that date together with the Report of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2014.
3. To fix up the remuneration of Statutory Auditors for the year 2014-15 to be appointed by the Comptroller & Auditor General of India.

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modifications, if any, the following resolution as an Ordinary Resolution:  
 "RESOLVED THAT Shri D.J. Pandian, IAS, (DIN: 00015443) who was appointed as director of the company on 4th March 2014, be and is hereby confirmed and appointed as a Director & Chairman of the Company whose period of office shall not be liable to determination by retirement of Directors by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013."
5. To consider and if thought fit, to pass with or without modifications, if any, the following resolution as an Ordinary Resolution:  
 "RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Bhadrash Mehta (DIN 02625115), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."
6. To ratify the remuneration of Cost Auditors and if thought fit, to pass the following resolution as an Ordinary Resolution:  
 "RESOLVED THAT pursuant to Section 148 and all other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder, the remuneration of

₹ 1,50,000/- plus applicable Service Tax, reimbursement of out of pocket expenses incurred in connection with the Cost Audit for financial year 2014-15 payable to M/s Manish Analkat, Cost Auditors, as approved by the Board of Directors of the Company at its Meeting held on 13-8-2014, be and is hereby ratified."

By Order of the Board-of-Directors  
**Joel Evans**  
 Company Secretary

Date : 13.08.2014  
 Place : Ahmedabad.

**Registered Office :**

Gujarat Mineral Development Corporation Limited  
 CIN NO:- L14100GJ1963SGC001206  
 'Khanij Bhavan' Vastrapur, Ahmedabad-380 052

**EXPLANATORY STATEMENT**

**PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**Item No.4**

The Government of Gujarat vide notification No.GU/2014/14/GMC/102003/889/CHH,1 dated 4-3-2014 has appointed Shri D.J. Pandian, IAS, (DIN: 00015443) as a Director and the Chairman pursuant to the provisions of Article No. 108 and 107(C ) of the Memorandum and Article of Association. Shri D.J. Pandian, aged 59 years, is a senior IAS officer with a vast work experience. He has served in various senior positions in Government of Gujarat and in various other National and International offices and is currently the Additional Chief Secretary of Energy and Petrochemicals Department as well as Industries & Mines Department, Government of Gujarat. He is also on the Board of the following Companies:

1. GUJARAT STATE PETROLEUM CORPORATION LIMITED
2. GUJARAT STATE PETRONET LIMITED
3. GSPC GAS COMPANY LIMITED
4. GSPC PIPAVAV POWER COMPANY LIMITED
5. GSPC LNG LIMITED
6. GUJARAT POWER CORPORATION LIMITED
7. GUJARAT INDUSTRIES POWER COMPANY LIMITED
8. GUJARAT STATE ELECTRICITY CORPORATION LIMITED
9. GUJARAT ENERGY TRANSMISSION CORPORATION LIMITED
10. GUJRAT URJA VIKAS NIGAM LIMITED
11. GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED



## GUJARAT MINERAL DEVELOPMENT CORPORATION LTD.

12. GUJARAT ALKALIES AND CHEMICALS LIMITED
13. MAHAGUJ COLLIERIES LIMITED
14. GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED
15. TORRENT POWER LIMITED
16. BAITARNI WEST COAL COMPANY LIMITED
17. GUJARAT GAS COMPANY LIMITED
18. GUJARAT INDUSTRIAL CORRIDOR CORPORATION LIMITED
19. DHOLERA INTERNATIONAL AIRPORT COMPANY LIMITED
20. GUJARAT INDUSTRIAL INVESTMENT CORPORATION LIMITED
21. DAHEZ SEZ LIMITED

Except Shri D J Pandian, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relative is concerned or interested, financially or otherwise, in the resolution set out at item no. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board recommends the appointment of Shri D.J. Pandian, IAS.

### Item No.5

Mr. Bhadresh Mehta(DIN 02625115) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 21.10.2008. Mr. Mehta is Chairman of the Nomination and Remuneration Committee, the Audit Committee and Stakeholders Relationship Committee, of the Board of Directors of the Company.

Mr. Bhadresh Mehta (DIN 02625115), aged 54 years and a Chartered Accountant by profession. He is not a Director in any other Company in India.

In the opinion of the Board, Mr. Bhadresh Mehta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management and has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. Copy of the draft letter for appointment of Mr. Bhadresh Mehta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be immense benefit to the Company and it is desirable to continue to avail services of Mr. Bhadresh Mehta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Bhadresh Mehta as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Bhadresh Mehta, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relative is concerned or interested, financially or otherwise, in the resolution set out at item no. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

### Item No.6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors, M/s Manish Analkat, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 with a remuneration of ₹1,50,000.00.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

By Order of the Board-of-Directors  
**Joel Evans**  
Company Secretary

Date : 13.08.2014  
Place : Ahmedabad.

### Registered Office :

Gujarat Mineral Development Corporation Limited  
CIN NO:- L14100GJ1963SGC001206  
'Khanij Bhavan' Vastrapur, Ahmedabad-380 052.

### NOTES:

1. Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors seeking appointment/re-appointment for item no. 4 & 5, under Code of Corporate Governance and the relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business for item no. 4 to 6 to be transacted at the meeting, are annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective shall be deposited at the Registered Office of the Corporation, not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and

## ANNUAL REPORT 2013-2014

holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The 'Members Register' and the 'Share Transfer Book' of the Company shall remain closed from 20th September, 2014 to 22nd September, 2014 (both dates inclusive).

3. The dividend declared at the Annual General Meeting will be paid on equity shares of the Company on or after 29th September, 2014 to those Members holding shares in physical form and whose names appear on the Register of Members of the Company on 22nd September, 2014. In respect of shares held in electronic form, the dividend will be payable to those who are the beneficial owners of shares after close of business hours on 19th September, 2014, as per details to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL). The dividend warrants will be dispatched from 29th September, 2014 onwards.
4. Relevancy of questions and the order of speaker at the meeting will be decided by the Chairman.
5. Members are requested to give full particulars of their Bank Account details for safe payment of dividend.
6. Facility of payment of dividend through ECS / NECS is available. Those shareholders who are holding shares in electronic mode should register their ECS mandate with their respective depository participants directly. For those shareholders who are holding equity shares in physical mode, they are requested to deposit ECS mandate form with the office of the Company's Share Transfer and Registrar Agent M/s MCS Limited, 101, Shatdal Complex, Opp. Bata Show Room, Ahmedabad-9. ECS mandate form for physical holding is attached to this notice which may be filled up by the shareholders and sent to the Registrar and Share Transfer Agent.
7. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to M/s. MCS Limited, 101, Shatdal Complex, Opp. Bata Show Room, Ahmedabad-9 in respect of their physical share folios, if any.
8. Members desiring any information about accounts at the meeting, are requested to write to the Company at least seven days in advance of the Annual General Meeting.
9. Pursuant to provisions of section 212 of the Companies Act, 1956, the members are hereby informed that the annual accounts of M/s Gujarat State Mining & Resources Corporation Limited (GSMRCL) and the related detailed information shall be made available to the shareholders on demand. The annual accounts of M/s GSMRCL will also be available for inspection by any

shareholders during office hours on all working days. Hard copy of details of accounts of GSMRCL shall be furnished to the shareholder/s on demand.

10. Members / Proxies are requested to bring a copy of their Annual Report and are also requested to produce the Attendance Slip at the entrance of the Meeting Hall.
11. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956 dividends for the financial year ended 31st March, 2007 which had remained unclaimed for a period of seven years from the date of transfer of the same will have to be transferred to the 'Investor Education and Protection Fund' established by the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 2007 or any subsequent financial years are requested to make their claim to M/s. MCS Limited, Ahmedabad. Shareholders are requested to note that no claims shall lie against the said Fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.

The due dates of transfer of unpaid/unclaimed dividend for various years are as under :-

Sr. No.	Year	Date of Declaration	Due Date of Transfer
1	2006-2007	29.09.2007	29.09.2014
2	2007-2008	11.09.2008	11.09.2015
3	2008-2009	29.09.2009	29.09.2016
4	2009-1010	28.09.2010	28.09.2017
5	2010-2011	30.09.2011	30.09.2018
6	2011-2012	28.09.2012	28.09.2019
7	2012-2013	27.09.2013	27.09.2020

12. **Voting through electronic means**

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

As per Sections 107 and 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, facility is provided to the Shareholders for e-Voting through CDSL to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the 51st AGM dated 25th September, 2014. The detailed process, instructions and manner for availing e-Voting facility is shown hereunder :

The Company has fixed 22nd August, 2014 as a cut-off date to record the entitlement of the Shareholders to cast their votes electronically at the 51st AGM.

**(A) SECTION A : E-VOTING PROCESS – SHAREHOLDERS HOLDING SHARES IN DEMAT FORM**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)



## GUJARAT MINERAL DEVELOPMENT CORPORATION LTD.

- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "GUJARAT MINERAL DEVELOPMENT CORPORATION LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **35443 (EVSN)** for the relevant GUJARAT MINERAL DEVELOPMENT CORPORATION LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **For Institutional shareholders :**
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> <li>• If the folio no. starts with alpha, then take first 2 digit of your name and then after folio no. e.g. If your name is Jagdish and your folio no. is J0000001 then enter JAJ0000001 in the PAN field.</li> </ul>
DOB/ Dividend Bank Details#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the <b>number of shares held by you as on the cut off date</b> (22nd August 2014) in the <b>Dividend Bank details field</b> .

required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**SECTION-B :**

**E-VOTING PROCESS-SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM**

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

**SECTION C :**

**COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS**

1. The voting period begins on Friday, 19th September 2014 at (9.00 a.m.) and ends on Sunday, 21st September 2014 (6.00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (22nd August 2014), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 5th July 2014.
3. Mr. Sandip Sheth, Practicing Company Secretary (Membership No. FCS 5467), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
4. The result of voting will be announced by the Chairman of the Meeting on or after the 51st Annual General Meeting to be held on Thursday, the 25th September, 2014. The result of the voting will be communicated to the Stock Exchanges and will be placed on the website of the Company [www.gmdcltd.com](http://www.gmdcltd.com).
5. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Contact Details**

**Company** Gujarat Mineral Development Corporation Limited  
(A Government of Gujarat Enterprise)  
CIN : L14100GJ1963SGC001206  
Khanij Bhavan", 132 Ft. Ring Road, Near University Ground, Vastrapur, Ahmedabad-52  
Phone : 2791 0665 / 2791 1662 / 2791 3200 / 2791 3201  
TeleFax : 079 – 2791 1151  
e-mail : [cosec@gmdcltd.com](mailto:cosec@gmdcltd.com),  
website : [www.gmdcltd.com](http://www.gmdcltd.com)

**Registrar & Share Transfer Agent** M/s MCS Limited  
101, Shatdal Complex  
Opp. Bata Show Room  
Ashram Road, Navrangpura  
Ahmedabad-380 009

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

**Scrutinizer** M/s Sandip Sheth & Associates  
Practicing Company Secretary  
E-mail : [Sheth.sandip@gmail.com](mailto:Sheth.sandip@gmail.com)