



Gyscoal Alloys Ltd.

AN ISO 9001 Certified Company
Government Recognized Star Export House

Corporate Office :

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

CIN : L27209GJ1999PLC036656

Regd. Office & Factory :

Plot No. 2/3, GIDC,
Ubkhal, Kukarwada - 382830
Tal. : Vijapur,
Dist. : Mehsana, Gujarat, INDIA
Tel. : +91-2763-252384
Fax : +91-2763-252540

To,
Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai – 400 001.

Date: 29.09.2016

Dear Sir/Madam,

Sub:- Submission of documents regarding Sub-Division of face value of Equity Shares.

This is with reference to the subject stated above, we hereby submitting the documents for sub-division of face value of Equity Shares from Rs. 10/- to Rs. 1/- each fully paid-up, with a request to issue the notice of new ISIN number before the Record date 14.10.2016 for sub-division.

Kindly take this on your record & acknowledge the receipt.

Thanking You.

Yours Faithfully,

For Gyscoal Alloys Limited

Viral M Shah
Chairman & Managing Director
DIN – 00014182





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Undertaking from the Company

The Board of Directors of the company has fixed a record date of 14th October, 2016 for purpose of subdivision/stock split of Rs. 10/- per share of the company into the shares of Rs.1/- each.

We hereby undertake that the Company will set up Auto Corporate Action with both the Depositories – CDSL & NSDL for execution before beginning of the day (BOD) on the trading day succeeding the record date.

Further, the company undertakes to resolve any complaint on account of the failure on the part of Company to complete all formalities for execution of Auto Corporate Action.

For Gyscoal Alloys Limited

Viral M Shah
Chairman & Managing Director
DIN - 00014182



Date: 29.09.2016
Place: Ahmedabad



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 17TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THURSDAY 29TH SEPTEMBER, 2016 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 2/3 GIDC UBKHAL, KUKARWADA, TAL. VIJAPUR, DIST. MEHSANA, AHMEDABAD – 382830.

ITEM NO. 6: ORDINARY RESOLUTION

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

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

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

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

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





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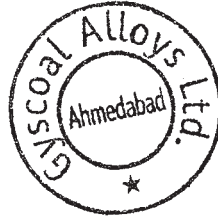
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“RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any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

Certified True Copy
For Gyscoal Alloys Limited

Viral M Shah
Chairman & Managing Director
DIN - 00014182





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ITEM NO. 7: ORDINARY RESOLUTION**To alter the capital clause of the Memorandum of Association:**

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

Clause V would be substituted as follows:

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

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

Certified True Copy
For Gyscoal Alloys Limited


Viral M Shah
Chairman & Managing Director
DIN - -00014182





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

ITEM NO. 6 & 7

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

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

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

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

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

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

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

**Certified True Copy
For Gyscoal Alloys Limited**


**Viral M Shah
Chairman & Managing Director
DIN - 00014182**

