



# Gyscoal Alloys Ltd.

AN ISO 9001 Certified Company  
Government Recognized One 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

Date: 28<sup>th</sup> August, 2018

To,

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

Department Of Corporate Services  
**National Stock Exchange of India Ltd.,**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400 051

SCRIP CODE: 533275

COMPANY SYMBOL: GAL

Dear Sir,

**SUB.: Notice of 19<sup>th</sup> Annual General Meeting of the Members of Company**

The Notice calling the 19<sup>th</sup> Annual General Meeting of the members of the Company on Thursday, 27<sup>th</sup> September, 2018 at 10.30 a.m., containing the Business to be transacted thereat, is attached herewith.

You are requested to take the same on your record.

Thanking you.

Yours Faithfully,  
For Gyscoal Alloys Limited

*Bhavika*  
**Bhavika Sharma**  
Company Secretary  
Encl: As attached



**NOTICE**

NOTICE is hereby given that the Nineteenth Annual General Meeting (AGM) of the members of Gyscoal Alloys Limited will be held on Thursday, 27<sup>th</sup> September, 2018 at 10.30 A.M at the Registered Office of the Company at Plot No.2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana -382830 to transact the following business:

**ORDINARY BUSINESS:****1. To receive, consider and adopt**

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of Directors and Auditors thereon.
  - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of Auditors thereon.
2. To appoint a Director in place of Mr. Zankarsinh k. Solanki (DIN – 00014226) who retires by rotation and being eligible, offers himself for reappointment.

**SPECIAL BUSINESS:****3. To Consider, And If Thought Fit, To Pass, With Or Without Modification(S), The Following Resolution As An Ordinary Resolution:****To approve the remuneration of the Cost Auditors for the financial year 2018-19, and in this regard:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/S. V. H. Shah & Co., Cost Accountant having firm registration no. as 100257, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2018-19, be paid the remuneration of Rs. 50,000/- plus Service Tax & re-imbusement of out-of- pocket expenses, if any, incurred during the course of audit.”

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

**By Order of the Board,**

**For, Gyscoal Alloys Limited**

**Date : 13/08/2018**

**Place: Ahmedabad**

**Bhavika Sharma**

**Company Secretary & Compliance Officer**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF. AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

2. A Route Map showing directions to reach the venue of the Annual General Meeting forms part of this Notice.
3. The instrument appointing proxy should however be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.



4. An explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of special business in the Notice is annexed hereto.
5. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 issued by the institute of Company Secretaries of India on Director recommended by the Board for appointment / re-appointments, at the Annual General Meeting are annexed hereto.
6. The Board of Directors has not recommended any Dividend for the Financial Year 2017-18.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the company on all working days, except Sundays, between 11:00 a.m. and 1:00 p.m. up to the date of the meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21st day of September, 2018 to Thursday, 27th day of September, 2018 (both days inclusive).
9. The Equity Shares of the Company are available for Dematerialization, as the Company has entered into an agreement with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). Those Shareholders who wish to hold the Company's Share in electronic form may approach their Depository participants.
10. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
11. Members / Proxies should fill in the Attendance Slip for attending the meeting and they are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio No in Attendance Slip for attending the meeting.
12. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
13. Electronic copy of the Notice of the 19<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 19<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 19<sup>th</sup> Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.gyscoal.com](http://www.gyscoal.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.  
  
For any communication, the shareholders may also send requests to the Company's investor email id : [cs@gyscoal.com](mailto:cs@gyscoal.com)
15. Members are requested to intimate to the company, queries, if any, on the accounts at least 10 days before the meeting to enable the Management to keep the required information available at the meeting.

**16. Voting through electronic means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with rule 20 Companies (Management



and Administration) Rules, 2014 along with Companies (Management and Administration) Amendment Rules, 2015 and and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 24<sup>th</sup> September, 2018 at 9.00 a.m. and ends on 26<sup>th</sup> September, 2018 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 20<sup>th</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website:

www.evotingindia.com.	
-----------------------	---

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be



also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Gyscoal Alloys Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to M-Voting using their e voting credentials to vote for the company resolution(s).

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**CONTACT DETAILS****Company : Gyscoal Alloys Limited**

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

CIN : L27209GJ1999PLC036656

E-mail ID : investors@gyscoal.com

**RTA Address : Link Intime India Private Limited**

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083

Tel No : +91 22 49186270 Fax: +91 22 49186060

E-mail id : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

**E-Voting Agency : Central Depository Services (India) Limited**

E-mail ID : helpdesk.evoting@cdslindia.com

Phone : 022- 22723333/ 8588

**Scrutinizer : PCS Chirag Shah, Practising Company Secretary**

E-mail ID : pcschirag@gmail.com

---

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

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

**ITEM: 3**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/S. V. H. Shah & Co., Cost Accountant (having firm registration no. 100257) as the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year 2018-19.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

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. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 for your approval.

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

**Date : 13/08/2018  
Place: Ahmedabad**

**Bhavika Sharma  
Company Secretary & Compliance Officer**

**ANNEXURE TO THE NOTICE**

Brief Particulars of Director being re-appointed is as under:-

<b>Name</b>	<b>Zankarsinh Kishorsinh Solanki</b>
DIN	00014226
Date of Birth	31/08/1977
Date of Appointment	01/02/2002
Educational Qualification	B. E (Electric) from M.S University
Remuneration last drawn	Refer to Report on Corporate Governance
Directorship held in other Companies:	<b>Public Company:</b> 1. Sampati Securities Limited <b>Private Company:</b> 1. Gyscoal Enterprise Private Limited 2. Western Urja Private Limited 3. Long View Financial Services Private Limited 4. General Capital And Holding Company Private Limited
Memberships/ Chairmanships of Committees across Public Companies	N.A.
Work Profile and functional responsibility in the Company	Mr. Zankarsinh Kishorsinh Solanki is quite well experienced in the line of the business of the company and has contributed significantly in the growth process of the company. Mr Solanki has a vast experience of entrepreneurial in establishing various ventures in steel and alloys Sectors. He is presently the Whole Time Director of the Company. He is having good control over the steel business. Having adept experience in the field of over 6 years, Mr. Solanki provides correct guidance for the manufacturing of the products and having wide-ranging contacts in the steel and alloys field, he brings in varied business deals for the company. He also manages the operations of Torque Automotive Pvt. Ltd having dealership for SKODA allover Gujarat. Torque marks its presence through 4 showrooms all over Gujarat. He looks after the technical and operational aspects of the company.
Number of Shares held in the Company:	1548570 Equity Shares of Rs.1/- each.*
Relationships between Directors inter-se	Refer to Report on Corporate Governance
The number of Meetings of the Board attended during the year	4(Four)



**GYSCOAL ALLOYS LIMITED**

Regd Office : Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana 382830  
Tele. : +91 2763 252384 Fax : +91 2763 252540  
Corporate Office : 2nd Floor, Mrudul Tower,B/h. Times of India, Ashram Road, Ahmedabad-380 009, Gujarat, INDIA.  
Te.: +91 79 66614508 Fax : +91 79 26579387 Email : [info@gyscoal.com](mailto:info@gyscoal.com) website: [www.gyscoal.com](http://www.gyscoal.com)  
CIN : L27209GJ1999PLC036656

**ATTENDANCE SLIP**

Full name of the member attending \_\_\_\_\_

Full name of the joint-holder \_\_\_\_\_

(To be filled in if first named Joint – holder does not attend meeting)

Name of Proxy \_\_\_\_\_

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

I hereby record my presence at the 19th Annual General Meeting of Gyscoal Alloys Limited held Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana 382830 at 10:30 A.M. on Thursday, 27th day of September, 2018.

Registered Folio No. \_\_\_\_\_

DP Id.\* \_\_\_\_\_

No of Share Held \_\_\_\_\_

Client Id.\* \_\_\_\_\_

\_\_\_\_\_  
Member's / Proxy's name In Block Letters

\_\_\_\_\_  
Member's / Proxy's Signature

\*Applicable for investors holding shares in electronic form







**GYSCOAL ALLOYS LIMITED**

Regd Office : Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana 382830  
 Tele. : +91 2763 252384 Fax : +91 2763 252540  
 Corporate Office : 2nd Floor, Mrudul Tower,B/h. Times of India, Ashram Road, Ahmedabad-380 009, Gujarat, INDIA.  
 Te.: +91 79 66614508 Fax : +91 79 26579387 Email : [info@gyscoal.com](mailto:info@gyscoal.com) website: [www.gyscoal.com](http://www.gyscoal.com)  
 CIN : L27209GJ1999PLC036656

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

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

Name of Members : \_\_\_\_\_  
 Registered Address : \_\_\_\_\_  
 E-mail Address : \_\_\_\_\_  
 Folio No. | Client ID : \_\_\_\_\_  
 DP Id : \_\_\_\_\_

I / We, being the member(s) of Equity Shares of the above named Company, hereby appoint:

- 1) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E Mail : \_\_\_\_\_ Signature: \_\_\_\_\_,or failing him;
- 2) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E Mail : \_\_\_\_\_ Signature: \_\_\_\_\_,or failing him;
- 3) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E Mail : \_\_\_\_\_ Signature: \_\_\_\_\_,

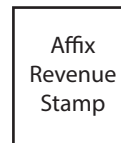
as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the members of the company to be held on Thursday, 27th day of September, 2018 at 10:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO	RESOLUTIONS
	<b>ORDINARY BUSINESS</b>
1	Adoption of Annual Accounts of the Company as on 31st March, 2018 (Ordinary Resolution).
2	Re-appointment of Shri Zankarsinh Kishoresinh Solanki who retires by rotation, and being eligible offers himself for Re- appointment. (Ordinary Resolution)
	<b>SPECIAL BUSINESS</b>
3	Approval of remuneration of Cost Auditor for the year 2018 – 2019. (Ordinary Resolution)

Signed this ..... day of ..... 2018

Signature of Shareholder .....

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.