



GCCL INFRASTRUCTURE & PROJECTS LIMITED.

Annual Report 2013-14

GCCL INFRASTRUCTURE & PROJECTS LIMITED.

BOARD OF DIRECTORS :	SHRI AMAM S. SHAH	DIN - 01617245	- DIRECTOR
	SHRI SHRIRAJ S. JHAVERI	DIN - 00038658	- DIRECTOR
	SHRI DINESH C. PATEL	DIN - 01726399	- DIRECTOR
	SHRI NANDIT V. RAJA	DIN - 00055722	- DIRECTOR
	SHRI NEHAL M. SHAH	DIN - 00020062	- DIRECTOR

AUDITORS : M/S. HIREN K. SHAH & CO. (Membership No. 102820)
CHARTERED ACCOUNTANTS
803, Rembrandt Building.
Opp. Associate Patrol Pump C.G.Roadm
Ahmedabad-380009.
Ph : 26406646, 66626665

REGD. OFFICE : 606, SAKAR-I,
OPP. NEHRU BRIDGE,
ASHRAM ROAD
AHMEDABAD - 380 009.

GCCL INFRASTRUCTURE & PROJECTS LIMITED

Regd. Office: 606, SAKAR-1, Opp. Nehru Bridge, Ashram Road, Ahmedabad – 380009.

NOTICE

Notice is hereby given that the 20th (Twentieth) Annual General Meeting of the Company will be held at Tower 'B', Ground Floor, Siddhi Vinayak Tower, Makarba, Ahmedabad, 380051 on Monday, 29th September, 2014 at 11:30 A.M. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Amam Shah [DIN 01617245] who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution

RESOLVED THAT M/s. Hiren K. Shah & Co., Chartered Accountants, Ahmedabad [Membership No: 102820] be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting of the Company until the conclusion of the 21st Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS

4. Appointment of Shri Shriraj Jhaveri as an Independent Director

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

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Shri Shriraj Jhaveri (DIN 00038658), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29/09/2014 up to 28/09/2019."

5. Appointment of Shri Dinesh C. Patel an Independent Director

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

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Shri Dinesh C. Patel (DIN 01726399), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29/09/2014 up to 28/09/2019."

6. Appointment of Shri Nandit Raja an Independent Director

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

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Shri Nandit Raja (DIN 00055722), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29/09/2014 up to 28/09/2019.”

7. Appointment of Shri Nehal Shah an Independent Director

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

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Shri Nehal Shah (DIN 00020062), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29/09/2014 up to 28/09/2019.”

Place: Ahmedabad
Date: 30/07/2014

For and on behalf of the Board

Amam Shah
Director

Registered Office:
606, Sakar I
Opp. Nehru Bridge
Ashram Road
Ahmedabad 380009
Gujarat, India.

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 22nd September, 2014, to Monday, 29th September, 2014 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of up to five consecutive years and are not liable to retire by rotation. Accordingly, resolutions proposing appointment of Independent Directors are given at item nos. 4 to 7.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
6. The Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s).
7. Members who have received the Notice of Annual General Meeting, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the Annual General Meeting.
8. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 21st September, 2014, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice.

Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on 23rd September, 2014 and will end at 5.00 p.m. on 25th September, 2014. The Company has appointed M/s Pinakin Shah & Co, Ahmedabad, Practicing Company Secretary [FCS 2562] to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

- I. In case of members receiving e-mail from CDSL (for Members whose e-mail addresses are registered with Company/Depositories):
 - a) Log on to the e^voting website www.evotingindia.com
 - b) Click on "Shareholders" tab.
 - c) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - d) 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.
 - e) Next enter the Image Verification as displayed and Click on Login.
 - f) 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.
 - g) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
	<ul style="list-style-type: none"> Please enter the DOB in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) 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.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- l) 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,
- m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details,
- n) 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,
- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote,
- p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page,
- q) 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.
- 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.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to 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 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 scrutinize!- to verify the same.
- II. In case of members receiving the physical copy:
- a) Please follow all steps from si. no. (a) to si. no. (q) above to cast vote.
- b) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

III. Other Instructions

- a) The e-voting period commences at 9.00 a.m. on 23rd September, 2014 and will end at 5.00 p.m. on 25th September, 2014. During this period. Members of the Company, holding shares either in physical form or in dematerialized form, as on Monday, 22nd September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- b) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 31st March, 2014.
- c) Mr. Pinakin Shah Practicing Company Secretary (FCS 2562), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the voting by Ballot) in a fair and transparent manner.
- d) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- e) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot, shall be treated as invalid.
- f) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gcclinfra.com and on the website of CDSL www.evotingindia.co.in within two days of the passing of the resolutions at the Twentieth Annual General Meeting of the Company on 29th September, 2014 and communicated to the BSE Limited, where the shares of the Company are listed,
- g) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
- h) Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Sharepro Services (India) Pvt Ltd/Investor Service Department, of the Company immediately.
- i) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant, in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Sharepro Services (India) Pvt Ltd/ Investor Service Department of the Company.
- j) Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
- k) Details of the Directors seeking re-appointment in the Twentieth Annual General Meeting [Pursuant to Clause 49 of Listing Agreement of Bombay Stock Exchange] are provided overleaf.

Particulars	Shri Amam Shah	Shri Shriraj S. Jhaveri	Shri Dinesh Patel	Shri Nehal Shah	Shri Nandit Raja
Relationships with other Directors	None	None	None	None	None
Date of Appointment	25/10/1994	01/11/1993	03/09/1997	04/10/2005	04/10/2005
Expertise	Entrepreneur	Marketing	Civil Engineer	Finance	Administrati on
Qualification	B. Com.	B.com	B.E	M.B.A (Finance)	M.B.A
No. of Equity Shares held in the Company	530000	100	Nil	Nil	Nil
List of other companies in which directorship are held	<ul style="list-style-type: none"> • GCCL Construction & Realities Limited • GCCL Housing Finance Limited • Gujarat Credit Corporati on Limited • GCCL Securities Limited • Lipi Mercantile Limited • DMCC Oil Terminals (Navlakhi) Limited • JVO Satva Hospitality Limited 	<ul style="list-style-type: none"> • Lipi Mercantie Limited • Deepshikha Impex Limited • Gujarat Credit Corporati on Limited • GCCL Housing Finance Limited • Parijat Infrastructure Limited • JVO Satva Hospitality Limited 	Nil	<ul style="list-style-type: none"> • Mahalaxmi Rubtech Ltd 	Nil

Note: The Directorships held by Directors as mentioned above, do not include Directorships of Private Limited Companies.

Place: Ahmedabad

Date: 30/07/2014

For and on behalf of the Board

Amam Shah
Managing Director

Registered Office: 606, Sakar I Opp. Nehru Bridge
Ashram Road, Ahmedabad 380009. Gujarat, India.

Explanatory statement

[Pursuant to section 102 of the Companies Act, 2013]

Item No. 4 to 7

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM. Every listed public company is required to have at least one-third of the total number of directors as independent directors.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In the transition to the Companies Act, 2013, which is effective 1st April, 2014, those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. This is consistent with the provisions of Companies Act, 2013. In effect, the transition will be managed by re-appointing such Independent Directors for a period of one more term that does not exceed five years. With the above changes, the Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Nandit Raja (DIN 00055722), Shri Dinesh C. Patel (DIN 01726399), Shri Shriraj Jhaveri (DIN 00038658) and Nehal Shah (DIN 00020062) being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. Shri Nandit Raja (DIN 00055722), Shri Dinesh C. Patel (DIN 01726399), Shri Shriraj Jhaveri (DIN 00038658) and Nehal Shah (DIN 00020062), non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management. The Nominations Committee has recommended the reappointment of these directors as Independent Directors from 29th September, 2014 up to 28th September, 2019. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Shri Nandit Raja (DIN 00055722), Shri Dinesh C. Patel (DIN 01726399), Shri Shriraj Jhaveri (DIN 00038658) and Nehal Shah (DIN 00020062), as Independent Directors on the Board of the Company for a term up to five consecutive years, commencing from 29th September, 2014. A brief profile of proposed Independent Directors, including nature of their expertise, is provided in this Annual Report. Notices have been received from Members proposing candidature of the above Directors for the office of Independent Director of the Company. In the opinion of the Board, Shri Nandit Raja (DIN 00055722), Shri Dinesh C. Patel (DIN 01726399), Shri Shriraj Jhaveri (DIN 00038658) and Nehal Shah (DIN 00020062), fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.gcclinfra.com. None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or