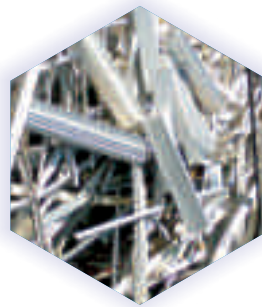
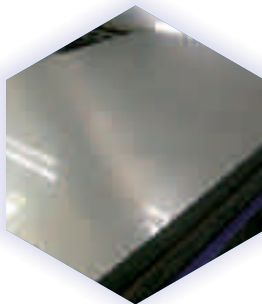
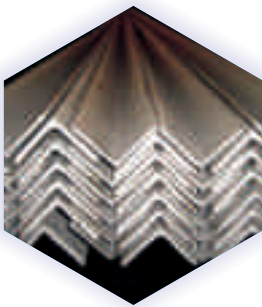


Gyscoal - The *Glint* of Growth



**ANNUAL REPORT
2011-2012**



GYSCOAL ALLOYS LIMITED

**COMPANY INFORMATION****BOARD OF DIRECTORS**

Mr. Viral M. Shah	<i>Chairman & Managing Director</i>
Mr. Manish M. Shah	<i>Whole-time Director</i>
Mrs. Giraben K. Solanki	<i>Executive Director</i>
Mr. Zankarsinh K. Solanki	<i>Whole-time Director</i>
Mr. Kuren Amin	<i>Independent Director</i>
Mr. Sunil Talati	<i>Independent Director</i>
Mr. Prem Malik	<i>Independent Director</i>
Mr. Vijay Ranchan	<i>Independent Director (Resigned)</i>

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Neha H. Choksi

REGISTERED & CORPORATE OFFICE

2nd Floor, Mrudul Tower ,
B/h Times of India, Ashram Road,
Ahmedabad 380009, Gujarat
Tel. +91-79- 66614508, 66610181
Fax +91-79- 26579387
E-mail. : info@gyscoal.com
Website: www.gyscoal.com

WORKS

GIDC Ubkhal, Kukarwada, Tal. Vijapur,
Dist.: Mehsana, Gujarat

STATUTORY AUDITORS

B.K. Patel & Co.
Chartered Accountants
301, SAMRUDHI, Opp Old High Court
Navjivan P.O.
Ahmedabad 380015

CORPORATE LAW CONSULTANT

Samdani Shah & Associates
808, Shiromani Complex, Opp Ocean Park,
Satellite, Ahmedabad 380015

REGISTRAR

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai – 400 078
Phone: 022-2596 3838 Fax: 022-25946969
Email: mumbai@linkintime.co.in
Website: www.linkintime.co.in

BANKERS

UCO BANK
STATE BANK OF PATIALA
STATE BANK OF BIKANER & JAIPUR

FORWARD-LOOKING STATEMENTS

This Annual report contains forward-looking information so that investors are able to comprehend company's prospects and take informed investment decisions. It basically address expectations or projections about the future, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'seen to be', 'projects', 'estimates' and so on The achievement of results is subject to risks, uncertainties, and even less then accurate assumptions. All statements are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company under take no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

IMPORTANT COMMUNICATION TO MEMBERS:

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings, and changes therein from time to time with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Share Transfer Agent, Link Intime India Pvt. Ltd. Email: gyscoalgogreen@linkintime.co.in

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**NOTICE**

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Members of the Company will be held on Saturday, 29th September, 2012 at Park Plaza, Opposite Gujarat College, Ellisbridge Ahmedabad 380006 at 11.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To, receive consider and adopt Audited Statement of Profit and Loss for the Year ended 31st March 2012, Balance Sheet as at that date and Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kuren Amin who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Zankarsinh Solanki who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditor M/s B.K Patel & Co, Chartered Accountants as Auditor of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or any re-enactment thereof, for the time being in force) permissions and sanctions as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities in granting such approvals, permissions and sanctions and pursuant to the approval of the Board of Directors of the Company at its Meeting held on August 14, 2012 the consent of the members be and is hereby accorded to the re-appointment of Mr. Viral Shah, as Chairman and Managing Director of the Company for the period of five years with effect from 3rd December, 2012 to 2nd December, 2017 on the terms and conditions as set out in the draft Agreement submitted to this Meeting with absolute discretion to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include “Remuneration Committee” and any other Committee which the Board may constitute to exercise its powers conferred by this resolution) to alter and vary the terms and conditions of the said Agreement as may be agreed between Board and Mr. Viral Shah

RESOLVED FURTHER THAT where in any financial year Company has no profits or its profits are inadequate, the Company shall pay to Mr. Viral Shah, remuneration by way of Salary, perquisites and allowances not exceeding the ceiling limit specified in Schedule XIII to the Companies Act, 1956;

RESOLVED FURTHER THAT the Board and Ms. Neha Choksi, Company Secretary of the Company be and are hereby authorized to take all such steps as may be necessary to give effect to this resolution.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or any re-enactment thereof, for the time being in force) permissions and sanctions as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities in granting such approvals, permissions and sanctions and pursuant to the approval of the Board of Directors of the Company at its Meeting held on August 14, 2012 the consent of the members be and is hereby accorded to the re-appointment of Mr. Manish Shah as Whole Time Director of the Company for the period of five years with effect from 30th November, 2012 to 29th November, 2017 on the terms and conditions as set out in the draft Agreement submitted to this Meeting with absolute discretion to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include “Remuneration Committee” and any other Committee which the Board may constitute to exercise its powers conferred by this resolution) to alter and vary the terms and conditions of the said Agreement as may be agreed between Board and Mr. Manish Shah



RESOLVED FURTHER THAT where in any financial year Company has no profits or its profits are inadequate, the Company shall pay to Mr. Manish Shah, remuneration by way of Salary, perquisites and allowances not exceeding the ceiling limit specified in Schedule XIII to the Companies Act, 1956;

RESOLVED FURTHER THAT the Board and Ms. Neha Choksi, Company Secretary of the Company be and are hereby authorized to take all such steps as may be necessary to give effect to this resolution."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or any re-enactment thereof, for the time being in force) permissions and sanctions as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities in granting such approvals, permissions and sanctions and pursuant to the approval of the Board of Directors of the Company at its Meeting held on August 14, 2012 the consent of the members be and is hereby accorded to the re-appointment of Mrs. Giraben Solanki as Executive Director of the Company for the period of five years with effect from 2nd January, 2013 to 1st January, 2018 with payment of remuneration maximum up to Rs. 30,000 (thirty thousand) per month during the course of her tenure as per terms mentioned in the below explanatory statement with the liberty to the Board (which includes "Remuneration Committee") to alter and vary the terms and conditions of the said appointment as may be agreed to between the Board and Mrs. Giraben Solanki subject to stipulations as specified in Schedule XIII of the Companies Act, 1956 or in accordance with the applicable provisions of the Companies Act, 1956 for the time being in force

RESOLVED FURTHER THAT the limits stipulated herein is the maximum limits and the Board (which includes "Remuneration Committee") may in its absolute discretion pay a lower remuneration and revise the same from time to time within the maximum limits as stipulated

RESOLVED FURTHER THAT where in any financial year Company has no profits or its profits are inadequate, the Company shall pay to Mrs. Giraben Solanki, remuneration by way of Salary, perquisites and allowances not exceeding the ceiling limit specified in Schedule XIII to the Companies Act, 1956;

RESOLVED FURTHER THAT the Board and Ms. Neha Choksi, Company Secretary of the Company be and are hereby authorized to take all such steps as may be necessary to give effect to this resolution."

Registered Office:

2nd Floor Mrudul Tower, B/H Times Of India,
Ashram Road, Ahmedabad.
Date: 27/08/2012
Place: Ahmedabad

By Order Of the Board

Neha Choksi
(Company Secretary & Compliance Officer)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, etc, must be supported by appropriate resolution/authority, as applicable.
3. The Register of Members and Share transfer Books of the Company will remain closed from [24/09/2012] to [29/09/2012] (both days inclusive) for the purpose of Annual General Meeting
4. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out all material facts and the statement of particulars of Directors seeking appointment//re-appointment, as required under Clause 49 of the Listing Agreement are annexed hereto
5. Members are requested to bring their copy of the annual report to the meeting.



6. In case of the joint shareholders attending the meeting, only such joint shareholder who is higher in the order of the names will be entitled to vote.
7. Members are requested to notify to the Company or to the Registrar and Share Transfer Agent of any change in address holding shares in physical form and to their Depository in case of shares held in Demat Form.
8. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
9. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.
10. Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company, at least one week before the date of the meeting so that information required may be made available at the meeting.
11. Members may, if intended, visit Factory on weekdays, except Thursdays, between 10. a.m to 4.p.m. However a written application from members intending to visit factory along with name, DP ID, Client ID, date, day and time of visit is to be deposited at the registered office of the company at least 7 days before the visit.

IMPORTANT COMMUNICATION TO MEMBERS:

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings, and changes therein from time to time with the Depository through their concerned Depository Participants.

Email: gyscoalgogreen@linkintime.co.in



ANNEXURE TO THE NOTICE

Brief Particulars of Directors being appointed/re-appointed are as under:-

Name in Full	Mr. Zankarsinh Solanki	Mr. Kuren Amin	Mr. Viral Shah
Date of Birth	31st August, 1977	29th December, 1974	2nd May, 1976
Date of Appointment	26th June, 2004	5th November, 2009	26th June, 2004
Educational Qualification	B.E (Electrical)	B.Com	B.Com
Directorship held in other Companies:	<ol style="list-style-type: none"> 1. Torque Automotive Pvt. Ltd 2. Gyscoal Enterprise Pvt. 3. Four Seasons Residency Ltd. 4. General Capital & Holding Company Pvt. Ltd. 5. Long View Financial Services Pvt.Ltd. 6. Sampati Securities Ltd. 7. Western Urja Pvt. Ltd. 8. Torque Consultancy LLP 	<ol style="list-style-type: none"> 1. Torque Automotive Pvt. Ltd 2. Ontime Infra Solutions Pvt. Ltd. 3. Ecocity Education Campus Pvt. Ltd. 4. Tectone Motors Pvt. Ltd. 5. Real-T Pvt. Ltd. 6. Eco-build Sustainable Solutions Pvt. Ltd. 7. Torque Holdings LLP 8. Torque Consultancy LLP 9. Proper-T Home and Estates LLP 	<ol style="list-style-type: none"> 1. Gyscoal Enterprise Pvt. Ltd. 2. Four Season Residency Ltd. 3. Sampati Securities Ltd. 4. Long View Financial Services Pvt. Ltd. 5. Western Ujra Pvt. Ltd. 6. Torque Consultancy LLP
Memberships/ Chairmanships of Committees across Public Companies	NIL	NIL	NIL
Work Profile and functional responsibility in the Company	<p>He is Whole Time Director of the Company. He has a good control over the steel business. He provides 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. Moreover he is also looking after the administrative work of Torque Automotive Private Limited(Group Company) for last 3 years which is engaged in the business of dealership & service center of Skoda Auto</p>	<p>He is Non-Executive Independent Director of the company He is having an experience of about 8 years in the automobile Business.</p>	<p>He is presently the Chairman & Managing Director of the Company. He is having experience of more than 10 years in the steel & alloys business. He is associated with Company since 2004 and over a period of time, he has gained in-depth Knowledge and experience in steel manufacturing as well as international sourcing and marketing. He handles all the production as well as marketing(domestic and international) related activities of the company</p>
Number of Shares held in the Company:	154857	NIL	4896502



Name in Full	Mrs. Giranben Solanki	Mr. Manish Shah
Date of Birth	5th May, 1956	4th April, 1974
Date of Appointment	26th June, 2004	29th September, 1999
Educational Qualification	B.A.	B.Com
Directorship held in other Companies:	1. Gyscoal Enterprise Pvt. Ltd. 2. General Capital & Holding Company Pvt. Ltd	1. Gyscoal Enterprise Pvt. Ltd. 2. Sampati Securities Ltd.
Memberships/ Chairmanships of Committees across Public Companies	NIL	NIL
Work Profile and functional responsibility in the Company	She is an Executive Director of the company and helps in marketing the products and developing the business of the company. She has experience of over 6 years in the steel industry.	He is associated with the Company since inception & presently the Whole-time Director of the Company. He has gained experience of over 10 years in steel and alloys industry. He looks after Company's Administration and Accounts & Finance related matters in the Company. He is responsible for running the Company's administrative and financial operations.
Number of Shares held in the Company:	1224153	240471

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.**Item 5:**

The Board of Directors of the Company at its Meeting held on August 14, 2012 has, subject to the approval of the Members, approved the re-appointment of Mr. Viral Shah, as Chairman & Managing Director of the Company, for a period of Five years with effect from 3rd December, 2012 to 2nd December, 2017, on remuneration package contained in the draft Agreement placed before the Meeting and initialed by the Chairman for the purpose of identification.

Mr. Viral Shah is Graduate in Commerce. He is having experience of more than 10 years in the steel & alloys business. He is associated with Company since 2004.

Mr. Viral Shah fulfills the eligibility criteria set out under Part I of Schedule XIII to the Companies Act, 1956. The remuneration payable to Mr. Viral Shah on reappointment has been determined by the Remuneration Committee constituted by the Board of Directors. The detail of remuneration as reviewed by the Remuneration Committee and approved by the Board subject to the approval of the Members is reproduced herein below:

Salary: In the range of minimum Rs.45000/- and maximum Rs.80000/- per month

Perquisites and Allowances: In addition to Salary, the Chairman & Managing Director shall be entitled to following perquisites and allowances:

- **Accommodation:** Furnished or otherwise, shall be provided by the company or HRA in lieu thereof subject to a limit of sixty percent of annual salary.
- **Medial Reimbursement:** For self and family in accordance with the rules of the Company.



- **Leave Travel Assistance:** For self and family in accordance with the rules of the Company.
- **Leave:** Leave on full pay as per rules of the Company subject to maximum of one month's leave for every eleven months of service
- **Encashment of Leave:** Encashment of leave at the end of tenure will not be included in the Computation of the ceiling on perquisites.
- **Provident Fund:** Benefits under the Provident Fund Scheme of the Company in accordance with the Company's rules and regulations in force from time to time.
- **Pension and Superannuation Fund:** Benefits under the Company's Pension & Superannuation Fund Scheme in accordance with the Company's rules and regulations and Schemes in force from time to time, to the extent these two are not taxable under the Income Tax Act, 1961.
- **Gratuity:** Gratuity payable in accordance with the rules and approved scheme of the Company which does not exceed half month's salary (15 days) for each completed year of service, subject to a ceiling laid down thereunder from time to time.
- **Car:** Free use of Company's Car including maintenance and operation together with driver, the monetary value of which may be evaluated as per Income Tax Rules, 1962.
- **Telephone:** Free cell phone facility.
- Provision for use of car for official duties and cell phone facility shall not be included in computation of perquisites for the purpose of calculation of the said ceiling.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule XIII to the Companies Act, 1956, as may be amended from time to time.

The draft Agreement to be entered into between the Company and Mr. Viral Shah, Chairman & Managing Director is available for inspection at the Registered Office of the Company during the office hours on all working days except Saturdays and holidays between 11.00 a.m. and 1.00 p.m. up to the date of the ensuing Annual General Meeting.

Approval of Members is required under Section 269 read with Schedule XIII of the Companies Act, 1956 for the re-appointment of Mr. Viral Shah, Chairman & Managing Director and for payment of remuneration to him with effect from 3rd December, 2012 to 2nd December, 2017.

The Board of Directors recommends the passing of the Special Resolution by the members

None of the Directors except, Mr. Viral Shah and Mr. Manish Shah who is a relative of Mr. Viral Shah is concerned or interested in the Resolution.

This may also be treated as an abstract pursuant to Section 302 of the Companies Act, 1956.

Item 6:

The Board of Directors of the Company at its Meeting held on August 14, 2012 has, subject to the approval of the Members, approved the re-appointment of Mr. Manish Shah, as Whole Time Director of the Company, for a period of Five years with effect from 30th November, 2012 to 29th November, 2017, on remuneration package contained in the draft Agreement placed before the Meeting and initialed by the Chairman for the purpose of identification.

Mr. Manish Shah is Graduate in Commerce. He is associated with the Company since inception

He has gained experience of over 10 years in steel and alloys industry Mr. Manish Shah fulfills the eligibility criteria set out under Part I of Schedule XIII to the Companies Act, 1956. The remuneration payable to Mr. Manish Shah on reappointment has been determined by the Remuneration Committee constituted by the Board of Directors. The detail of remuneration as reviewed by the Remuneration Committee and approved by the Board subject to the approval of the Members is reproduced herein below:



Salary: In the range of minimum Rs.25000/- and maximum Rs.40000/- per month

Perquisites and Allowances: In addition to Salary, the Whole Time Director shall be entitled to following perquisites and allowances:

- **Accommodation:** Furnished or otherwise, shall be provided by the company or HRA in lieu thereof subject to a limit of sixty percent of annual salary.
- **Medial Reimbursement:** For self and family in accordance with the rules of the Company.
- **Leave Travel Assistance:** For self and family in accordance with the rules of the Company.
- **Leave:** Leave on full pay as per rules of the Company subject to maximum of one month's leave for every eleven months of service
- **Encashment of Leave:** Encashment of leave at the end of tenure will not be included in the Computation of the ceiling on perquisites.
- **Provident Fund:** Benefits under the Provident Fund Scheme of the Company in accordance with the Company's rules and regulations in force from time to time.
- **Pension and Superannuation Fund:** Benefits under the Company's Pension & Superannuation Fund Scheme in accordance with the Company's rules and regulations and Schemes in force from time to time, to the extent these two are not taxable under the Income Tax Act, 1961.
- **Gratuity:** Gratuity payable in accordance with the rules and approved scheme of the Company which does not exceed half month's salary (15 days) for each completed year of service, subject to a ceiling laid down thereunder from time to time.
- **Car:** Free use of Company's Car including maintenance and operation together with driver, the monetary value of which may be evaluated as per Income Tax Rules, 1962.
- **Telephone:** Free cell phone facility.
- Provision for use of car for official duties and cell phone facility shall not be included in computation of perquisites for the purpose of calculation of the said ceiling.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule XIII to the Companies Act, 1956, as may be amended from time to time.

The draft Agreement to be entered into between the Company and Mr. Manish Shah, Whole Time Director is available for inspection at the Registered Office of the Company during the office hours on all working days except Saturdays and holidays between 11.00 a.m. and 1.00 p.m. up to the date of the ensuing Annual General Meeting.

Approval of Members is required under Section 269 read with Schedule XIII of the Companies Act, 1956 for the re-appointment of Mr. Manish Shah, Whole Time Director and for payment of remuneration to him with effect from 30th November, 2012 to 29th November, 2017.

The Board of Directors recommends the passing of the Special Resolution by the members

None of the Directors except, Mr. Manish Shah and Mr. Viral Shah who is a relative of Mr. Manish Shah is concerned or interested in the Resolution.

This may also be treated as an abstract pursuant to Section 302 of the Companies Act, 1956.

Item 7:

The Board of Directors of the Company at its Meeting held on August 14, 2012 has, subject to the approval of the Members, approved the re-appointment of Mrs. Giraben Solanki, as Executive Director of the Company, for a period of Five years with effect from 2nd January, 2013 to 1st January, 2018 at remuneration package mentioned below



Salary: Maximum Rs.35000/- per month

Perquisites and Allowances: In addition to Salary, the Executive Director shall be entitled to following perquisites and allowances:

- **Accommodation:** Furnished or otherwise, shall be provided by the company or HRA in lieu thereof subject to a limit of sixty percent of annual salary.
- **Medial Reimbursement:** For self and family in accordance with the rules of the Company.
- **Leave Travel Assistance:** For self and family in accordance with the rules of the Company.
- **Leave:** Leave on full pay as per rules of the Company subject to maximum of one month's leave for every eleven months of service
- **Encashment of Leave:** Encashment of leave at the end of tenure will not be included in the Computation of the ceiling on perquisites.
- **Provident Fund:** Benefits under the Provident Fund Scheme of the Company in accordance with the Company's rules and regulations in force from time to time.
- **Pension and Superannuation Fund:** Benefits under the Company's Pension & Superannuation Fund Scheme in accordance with the Company's rules and regulations and Schemes in force from time to time, to the extent these two are not taxable under the Income Tax Act, 1961.
- **Gratuity:** Gratuity payable in accordance with the rules and approved scheme of the Company which does not exceed half month's salary (15 days) for each completed year of service, subject to a ceiling laid down thereunder from time to time.
- **Car:** Free use of Company's Car including maintenance and operation together with driver, the monetary value of which may be evaluated as per Income Tax Rules, 1962.
- **Telephone:** Free cell phone facility.
- Provision for use of car for official duties and cell phone facility shall not be included in computation of perquisites for the purpose of calculation of the said ceiling.

Mrs. Giraben Solanki fulfills the eligibility criteria set out under Part I of Schedule XIII to the Companies Act, 1956. The remuneration payable to Mrs. Giraben Solanki on reappointment has been determined by the Remuneration Committee constituted by the Board of Directors. Mrs. Giraben Solanki shall be liable to retire by rotation and shall be reckoned for determining number of directors liable to retire by rotation.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule XIII to the Companies Act, 1956, as may be amended from time to time.

Approval of Members is required under Section 269 read with Schedule XIII of the Companies Act, 1956 for the re-appointment of Mrs. Giraben Solanki, Executive Director and for payment of remuneration to her with effect from 2nd January, 2013 to 1st January, 2018

The Board of Directors recommends the passing of the Special Resolution by the members

None of the Directors except, Mrs. Giraben Solanki and Mr. Zankarsinh Solanki who is a relative of Mrs. Giraben Solanki is concerned or interested in the Resolution.

This may also be treated as an abstract pursuant to Section 302 of the Companies Act, 1956.

Registered Office:

2nd Floor Mrudul Tower, B/H Times Of India,
Ashram Road, Ahmedabad.

Date: 27/08/2012

Place: Ahmedabad

By Order Of the Board

Neha Choksi
(Company Secretary & Compliance Officer)