

**20TH ANNUAL REPORT
GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED**

FINANCIAL YEAR 2013-2014

GISCO

STEEL STRUCTURE OF INTEGRITY & QUALITY

BOARD OF DIRECTORS:

- | | |
|------------------------------|---------------------------------|
| 1. Mr. BHAVESH PATEL | MANAGING DIRECTOR |
| 2. MR. PRABHU PATEL | DIRECTOR |
| 3. MR. NARESHBHAI PATEL | ADDITIONAL INDEPENDENT DIRECTOR |
| 4. MR. RAKESHKUMAR MOGHARIYA | ADDITIONAL INDEPENDENT DIRECTOR |
| 5. MR. BIPINCHANDRA PATEL | ADDITIONAL INDEPENDENT DIRECTOR |

AUDITORS

Mehul Kanani & Co.
Chartered accountants
328, 3rd Floor, Super Diamond Market
Mini Bazar, Varachha Road,
Surat - 395 006.

REGISTRAR AND SHARE TRANSFER AGENT:

M/S. SHERPRO SERVICES (INDIA) PVT LTD.
13AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Opp. Andheri Kurla Road, Sakinaka,
Andheri (East), Mumbai – 400 072.

NOTICE

Notice is hereby given that the 20th Annual General Meeting of the members of the Gopal Iron and Steels Co. (Gujarat) Limited will be held on Tuesday 25/09/2014 at 10.00 a.m. at Registered Office of the Company at Plot no. 1401/2 GIDC Kerala Industrial Estate, Ta. Bavla, Dist. Ahmedabad – 382 220 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the profit and loss account of the Company for the year ended on 31st March, 2014 and Balance Sheet as at that date and Director's Report and Auditors' Report thereon.
2. To Appoint a Director in place of Mr. Prabhubhai Patel (DIN: 00287615), who retires by rotation, in terms of section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To appoint the Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, Mehul Kanani & Co., Chartered Accountants (Firm Registration No. 133039W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting for a consecutive period of five (5) financial years, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. Nareshbhai Patel (DIN: 06793030), who was appointed as an Additional Director of the Company w.e.f. 15/02/2014 by the Board of Directors, pursuant to Section 260 of the Companies Act, 1956 (corresponding relevant provisions under Section 161 of the Companies Act, 2013) and who holds office of the Director up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

5. To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. Rakeshkumar Moghariya (DIN: 06798873), who was appointed as an Additional Director of the Company w.e.f. 15/02/2014 by the Board of Directors, pursuant to Section 260 of the Companies Act, 1956 (corresponding relevant provisions under Section 161 of the Companies Act, 2013) and who holds office of the Director up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

6. To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. Bipinchandra Patel (DIN: 06817732), who was appointed as an Additional Director of the Company w.e.f. 15/02/2014 by the Board of Directors, pursuant to Section 260 of the Companies Act, 1956 (corresponding relevant provisions under Section 161 of the Companies Act, 2013) and who holds office of the Director up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

7. To consider and if thought fit to pass with or without modification, 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, Mr. Nareshbhai Patel (DIN: 06793030), an Additional Director of the Company, if appointed as a Director in this AGM, 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 appointed as an Independent Director of the Company with effect from 30th September, 2014 for a consecutive period of five (5) financial years and not liable to retire by rotation.”

8. To consider and if thought fit to pass with or without modification, 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, Mr. Rakeshkumar Moghariya (DIN: 06798873), an Additional Director of the Company, if appointed as a Director in this AGM, 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 appointed as an Independent Director of the Company with effect from 30th September, 2014 for a consecutive period of five (5) financial years and not liable to retire by rotation.”

9. To consider and if thought fit to pass with or without modification, 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, Mr. Bipinchandra Patel (DIN: 06817732), an Additional Director of the Company, if appointed as a Director in this AGM, 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 appointed as an Independent Director of the Company with effect from 30th September, 2014 for a consecutive period of five (5) financial years and not liable to retire by rotation.”

10. To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 149(1) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, Miss Jainal Bhaveshbhai Patel, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Woman Director of the Company, who would be liable for retire by rotation.”

11. To consider and if thought fit to pass with or without modification, the following resolution as a special resolution:

“RESOLVED THAT in supersession of all the earlier resolutions passed at the previous General Meetings of the Company, the consent of the members of the Company, be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013 (previously being Section 293(1)(d) of the Companies Act, 1956), to the Board of Directors to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company's Bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the Paid-up Share Capital of the Company and its Free Reserves, i.e. reserves not set apart for any specific purpose; provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 100 crores (Rupees hundred crores).”

12. To consider and if thought fit to pass with or without modification, the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and the rules framed there under, as amended from time to time (previously being Section 372A of the Companies Act, 1956), the consent of the members of the Company, be and is hereby granted to the Board of Directors of the Company to give any loan to any Body Corporate(s)/Person(s), to give any guarantee or to provide any security in connection with a loan to any Body Corporate(s)/Person(s) and to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) and to decide limit up to which such investments in securities/loans/guarantees, that may be given or made, notwithstanding that any loan given to any Body Corporate(s)/Person(s), any guarantee given or any security provided in connection with a loan to any Body Corporate(s)/Person(s) and to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) may exceed 60% of the aggregate of the paid-up Share Capital and Free Reserves and Securities Premium Account; or 100% of its Free Reserves, whichever is higher at any point of time however it shall not exceed beyond Rs. 50 crores at any point of time; on such terms and conditions, as the Board may think fit.”

Place: Ahmedabad

By order of the Board of Directors

Date: 01/08/2014

FOR GOPAL IRON & STEELS CO. (GUJARAT) LIMITED

CHAIRMAN

Mr. Bhavesh Patel
(DIN: 00287559)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September 2014 to 24th September, 2014 (both days inclusive).

3. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
4. Explanatory statement under section 102 of the companies Act, 2013 is attached with the notice.
5. 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 the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (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 e-voting are as under:

SECTION A - E-VOTING PROCESS –

Step 1: Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.

Step 2: Click on “Shareholders” to cast your vote(s)

Step 3: Select the Electronic Voting Sequence Number (EVSN) i.e. “” along with “COMPANY NAME” i.e. **“Gopal Iron & Steels Co (Gujarat) Limited”** from the drop down menu and click on “SUBMIT”.

Step 4: Please enter User ID –

a. For account holders in CDSL :- Your 16 digits beneficiary ID

b. For account holders in NSDL :- Your 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.

Step 5: Enter the Image Verification as displayed and Click on Login

Step 6: 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.

Step 7: If you are a first time user follow the steps given below:

7.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.

For members who have not updated their PAN with the 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 0'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.

7.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format

7.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account

Step 8: After entering these details appropriately, click on "SUBMIT" tab.

Step 9: First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system. Members holding shares in physical form will then directly reach the Company selection screen.

Step 10: Click on the EVSN of the Company i.e. _____ to vote.

Step 11: On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 12: Click on the Resolution File Link if you wish to view the Notice.

Step 13: 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.

Step 14: Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- I** The e-Voting period commences on September 21, 2014 (9.00 a.m.) and ends on September 22, 2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of 29th August, 2014 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii.** The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.
- iii.** CS Anish Shah, Practicing Company Secretary (Membership No.: FCS 4713; CP No: 6560) (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad – 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv.** The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- v.** The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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- vi.** The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
 - vii.** For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
 - viii.** 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, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
 - ix.** You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
 - x.** 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 under help section or write an email to helpdesk.evoting@cdslindia.com.