



**GISCO**

**AN ISO 9001 : 2008 COMPANY**

**GOPAL IRON AND STEEL CO. (GUJARAT)  
LIMITE**

**(CIN: L27101GJ1994PLC022876)**

**REGISTERED OFFICE:**

**B/701, Nirman Complex, B/H. Navrangpura Bus  
Stand, Ahmedabad 380009 GJ IN**

**ANNUAL REPORT  
2019-20**



**ANNUAL REPORT 2019-20** ..... **AN ISO 9001 : 2008 COMPANY**

➤ **BOARD OF DIRECTORS**

NAME OF THE DIRECTOR	DIN	DESIGNATION
MRS. KUNDANBEN PATEL	03063504	MANAGING DIRECTOR
MR. PRABHU PATEL	00287615	WHOLE TIME DIRECTOR
MR. NARESHBHAI PATEL	06793030	INDEPENDENT DIRECTOR
MR. RAKESHKUMAR MOGHARIYA	06798873	INDEPENDENT DIRECTOR
MR. PRAFFUL BURAD	08723049	ADDITIONAL- INDEPENDENT DIRECTOR

➤ **CFO : MR. BALDEVBHAI PATEL**

➤ **COMPANY SECRETARY: MS. DHRUVI PATEL**

➤ **AUDITORS:**

**STATUTORY AUDITOR: M/S. KRUTESH PATEL & CO.**

Chartered Accountant  
B- 310, GOPAL PALACE,OPP. OCEAN PARK,  
ABOVE HOTEL MAAN RESIDENCY,  
NEHRUNAGAR BRTS, AHMEDABAD- 380015,

**SECRETARIAL AUDITOR: M/S. A. SHAH & ASSOCIATES**

D – 413, SHIROMANI COMPLEX, OPP. OCEAN PARK,  
NEHRUNAGAR, AHMEDABAD – 380015

➤ **REGISTRAR & SHARE TRANSFER AGENT:**

BIGSHARE SERVICES PRIVATE LIMITED

1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East), Mumbai,  
Maharashtra, 400059

➤ **STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED:**

**I. THE BOMBAY STOCK EXCHANGE LIMITED**

25<sup>TH</sup> FLOOR, P. J. TOWERS, DALAL STREET,  
FORT, MUMBAI – 400001



**NOTICE**

**NOTICE IS HEREBY GIVEN THAT TWENTY-SIXTH ANNUAL GENERAL MEETING OF GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED WILL BE HELD THROUGH VIDEO CONFERENCE/ OTHER AUDIO VISUAL MEANS ON 29<sup>TH</sup> DECEMBER, 2020 AT 12.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2020, including the audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors 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.

**SPECIAL BUSINESS:**

3. **APPOINTMENT OF MR. PRAFFUL BURAD (DIN :08723049), AS A NON EXECUTIVE INDEPENDENT DIRETOR OF THE COMPANY FOR FIVE CONSECUTIVE YEARS:**

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

**“RESOLVED THAT** pursuant to Section-149, 152(5), 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), MR. PRAFFUL BURAD (DIN : 08723049), who was appointed as an additional director of the Company and who has submitted declaration under Section 149(7) of the Companies Act, 2013 to the effect that he fulfilled the conditions mentioned in Section 149(6) of the Companies Act, 2013 and is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013 as well as not having incurred any disqualifications and fulfilling all the criteria for being an Independent director of the company, be and is hereby appointed as a Non – Executive Independent Director of the Company for the term of (5) five Consecutive years with effect from 30<sup>th</sup> June, 2020.”

4. **REAPPOINTMENT OF MR. PRABHUBHAI PATEL (DIN: 00287615) AS A WHOLE TIME DIRETOR OF THE COMPANY FOR FIVE CONSECUTIVE YEARS:**

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



## **GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and Other Applicable provision if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, **MR. PRABHUBHAI PATEL (DIN: 00287615)** be and is hereby reappointed as Whole Time Director of the Company for a consecutive period of 5 (five) years with effect from 10th September, 2020 at a remuneration as may be mutually agreed between MR. PRABHUBHAI PATEL and the Company.”

**“RESOLVED FURTHER THAT,** to give effect to this Resolution MR. KUNDANBEN BHAVESHBHAI PATEL (DIN: 03063504), Managing Director of the Company be and is hereby Authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and Writings related thereto.”

**PLACE: AHMEDABAD  
DATE: 05/12/2020**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, GOPAL IRON & STEELS CO. (GUJARAT) LIMITED**

SD/-  
**MRS. KUNDANBEN PATEL  
MANAGING DIRECTOR  
(DIN: 03063504)**



## **GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED**

### **NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses at the meeting, is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The detailed procedure for participation in the meeting through VC / OAVM is as per Note no. 24.
3. Pursuant to MCA Circular No. 14/2020 dated April 8, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
4. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate members intending to authorise their representatives to participate and vote at the AGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM.
6. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
7. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in the electronic mode upto the date of AGM of the Company and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send the e-mail to gisco\_guj@yahoo.in.
8. The Register of Members and the Share Transfer Books in respect of the Equity



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Shares will remain closed from Wednesday, December 23, 2020 to Tuesday, December 29, 2020 (both days inclusive) for the purpose of AGM.

9. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Central Depository Services (India) Limited (“CDSL”) in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 22, 2020, may cast their vote either by remote e-voting as well as e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The information with respect to voting process and other instructions regarding e-voting are detailed in Note no. 22.
10. The Notice of 26th AGM and the Annual Report of the Company for the year ended March 31, 2020 is uploaded on the Company's website [www.gopaliron.com](http://www.gopaliron.com) and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL. Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company/ Depository Participant for communication purposes.
11. M/s. A. SHAH & ASSOCIATES, Practicing Company Secretaries (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.
12. The Scrutinizer shall submit a consolidated Scrutinizer's Report (votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour of or against, if any, by 31-12-2020 to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting. The result declared along with the consolidated Scrutinizer's Report shall be simultaneously placed on the Company's website [www.gopaliron.com](http://www.gopaliron.com) and on the website of CDSL and communicated to the BSE Limited.
13. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
14. Members seeking any information or clarification on the accounts or any other matter to be placed at AGM are requested to send written queries to the



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Company on [gisco\\_guj@yahoo.in](mailto:gisco_guj@yahoo.in) atleast 10 days before the date of the meeting to enable the management to respond quickly.

15. SEBI vide its circular dated June 8, 2018 amended Regulation 40 of the Listing Regulation pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode.
16. SEBI vide its circular dated April 20, 2018, directed all the listed companies to record the Income Tax PAN and bank account details of all their shareholders holding shares in physical form. All those shareholders who are yet to update their details with the Company are requested to do so at the earliest.
17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH- 13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
19. With a view to conserve natural resources, we request Members to update and register their email addresses with their Depository Participants (DPs) or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically. Members holding shares in Physical mode may register their email id by providing necessary details like Folio No., Name of Member(s) and self attested scanned copy of PAN card or Aadhar Card by email to [gisco\\_guj@yahoo.in](mailto:gisco_guj@yahoo.in).
20. Since the AGM will be held through VC / OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to the Notice.
21. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM are +91 76004 73828 / +91 90990 73258.
22. Voting process and instruction regarding remote e-voting:



## **GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED**

### **Section A: Voting Process**

Members should follow the following steps to cast their votes electronically

**Step 1:** Open the web browser during the voting period and log on to the e-voting website [www. evotingindia.com](http://www.evotingindia.com).

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

**Step 3:** Please enter User ID

- i. For account holders in CDSL: Your 16 digits beneficiary ID.
- ii. For account holders in NSDL: Your 8 Character DP ID followed by 8 digits Client ID.
- iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

**Step 4:** Enter the Image Verification as displayed and Click on “Login”.

**Step 5:** If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you have forgotten the 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.

**Step 6:** Follow the steps given below if you are first time user:

- i. holding shares in physical form
- ii. holding shares in demat form

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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 8 digits of the sequence number in the PAN Field. The sequence number is printed on the Address sticker in case of the dispatch of the Annual Report through physical mode and mentioned in the covering e-mail in case of dispatch of soft copy.
DOB	Enter the Date of Birth (“DOB”) as recorded in your demat account or in the Company records in dd/mm/yyyy format.





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Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio no.  Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company, please enter the DP ID and Client ID / folio number in the Dividend Bank details field as mentioned in Step 3.
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**Step 7:** After entering these details appropriately, click on “SUBMIT” tab.

**Step 8:** 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.

**Step 9:** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

**Step 10:** Click on the EVSN for the GOPAL IRON & STEELS CO. (GUJ) LTD. on which you choose 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 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.

**Step 12:** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

**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.



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### **Section B: Other instruction regarding remote e-voting:**

- a) The voting period begins on December 26, 2020 from 09:00 A.M. and ends on December 28, 2020 upto 05:00 P.M. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 22, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - b) Non – Individual Shareholders and Custodians (i.e. other than Individuals, HUF, NRI etc.) are additionally required to note and follow the instructions mentioned below:
    - They 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, user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts 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.
  - c) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to upload the following in PDF Format in the system for the scrutinizer to verify the same
    - Copy of Board resolution (where institution itself is voting)
    - Power of Attorney issued in favour of the Custodian as well as the Board resolution of the Custodian
  - d) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - e) 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 contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or calling on 022-23058738 or 022-23058543 or 022-23058542 during working hours on all working days.
- 23. Voting process and instruction regarding e-voting at AGM are as under:**
- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

