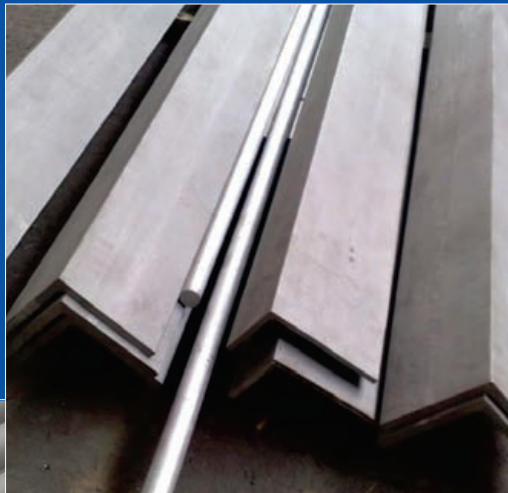


ANNUAL REPORT 2015 - 2016



GYSSCOAL ALLOYS LIMITED

**CIN - L27209GJ1999PLC036656****IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the email address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

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**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Viral M. Shah	Chairman & Managing Director
Mr. Zankarsinh K. Solanki	Whole-time Director
Mrs. Giraben K. Solanki	Whole-time Director (upto 15/05/2015)
Mrs. Bharti A. Dhanak	Independent Director
Mr. Sunil Talati	Independent Director
Mr. Surendra Patel	Independent Director

CIN : L27209GJ1999PLC036656

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

REGISTERED OFFICE & FACTORY

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

Company Secretary

Ms. Priti Kakkar (w.e.f. 30/05/2016)

Chief Financial Officer

Mr. Kalpesh Patel

STATUTORY AUDITORS**B.K. Patel & Co.**

Chartered Accountants
301, SAMRUDHI, Opp Old High Court
Navjivan P.O., Ahmedabad – 380 014

CORPORATE LAW CONSULTANT**Chirag Shah & Associates**

808, Shiromani Complex,
Opp. Ocean Park,
Nehru Nagar, 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

1. UCO BANK
2. STATE BANK OF PATIALA
3. STATE BANK OF BIKANER AND JAIPUR

**NOTICE**

NOTICE is hereby given that the 17th Annual General Meeting of the Members of the Company will be held on Thursday, 29th September, 2016 at Registered Office of the Company at Plot No.2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana -382830 at 11.00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Year ended 31st March 2016 which includes Statement of Profit & Loss and Cash Flow Statement, the Balance Sheet as at that date and Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Zankarsinh Solanki (DIN – 00014226) who retires by rotation and being eligible, offers himself for reappointment.
3. 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 139 & other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee & Board of Directors, M/s Saurabh R Shah & Co., Chartered Accountants, having registration No. 127176W allotted by The Institute of Chartered Accountants of India (ICAI) who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 and rules made thereunder, be and are hereby appointed as the Auditors of the Company in place of the resigning Auditors M/s B K Patel & Co., Chartered Accountants, having registration No. 112647W allotted by ICAI, who shall hold office from the conclusion of this 17th Annual General Meeting for term of five consecutive years till conclusion of the 22nd Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as may be determined by the audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS:

4. **TO CONSIDER AND IF THOUGHT FIT TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

Re-appointment of Whole Time Director for period of five years.

“RESOLVED THAT subject to the approval of members in ensuing Annual General Meeting and in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such approval as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Mr. Zankarsinh Solanki (DIN – 00014226) as a Whole-time Director, for a period of 5 (Five) years with effect from 01/04/2016 on the terms and conditions including remuneration as set out in written memorandum placed before the meeting with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Zankarsinh Solanki (DIN – 00014226) subject to the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“FURTHER RESOLVED THAT Board recommends his appointment on the following material terms & conditions:

a	Period of Appointment	Five years from 1st April, 2016 to ending on 31st March, 2021.
b	Remuneration Details	
	Monthly Salary	Maximum ₹ 60,000/- (Rupees Sixty Thousand Only) including Bonus, cash allowances and Incentives with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit.



	Other facilities, if any	It includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration.
	Minimum Remuneration	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Shri Zankarsinh Solanki, the remuneration by way of Salary, Bonus and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time.
C	Termination	Written memorandum executed between Company and Mr. Zankarsinh Solanki can be terminated by either party giving 3 months notice in writing of such termination.
D	Duties and Responsibilities	Mr. Zankarsinh Solanki shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

"RESOLVED FURTHER THAT Shri Viral M Shah, Chairman cum Managing Director (DIN – 00014182) be and is hereby severally authorized to file requisite e – forms for this appointment with MCA – Ministry of Corporate Affairs pursuant to the provisions of the Companies Act, 2013 and the rules made there under."

"RESOLVED FURTHER THAT CS Chirag Shah, Practicing Company Secretary, Ahmedabad be and is hereby engaged for the purpose of certification of e – Forms to be filed with the Ministry of Corporate Affairs."

5. TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :

To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2017, 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), 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 ending March 31, 2017, be paid the remuneration of ₹ 40,000/- plus Service Tax & re-imbursment of out-of- pocket expenses, if any, incurred during 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."

6. TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :

Sub-division of 1(one) equity share of face value of ₹ 10/- each into 10 (ten) equity of ₹ 1/- each

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with 'The Companies (Share Capital and Debentures) Rules, 2014', (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and also subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies) if any, each Equity Share of the Company having a face value of ₹ 10/- (Rupees Ten Only) each fully paid up be sub-divided into 10(Ten) equity shares of face value of ₹ 1/- (Rupee One Only) each fully paid up."

"RESOLVED FURTHER THAT Pursuant to the sub-division of the Equity Shares of the Company, the Authorised, Issued, Subscribed and paid-up Equity Share capital of face value of ₹10/- each, shall stand sub-divided into 10 (Ten) Equity shares of face value of ₹1/- (Rupee One only) each from the record date and shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up Equity Shares of ₹10/- (Rupees Ten only) each of the Company."



"RESOLVED FURTHER THAT on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10/- each held in physical form shall be deemed to have been automatically cancelled and, be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division."

"RESOLVED FURTHER THAT the Board be and is hereby fix the Record Date and to take such steps as may be considered necessary or expedient and to delegate all or any of its powers to any other committee as may deem appropriate in this regard."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all such acts, deeds, matters and things and execute all such applications, documents and writings that may be required, on behalf of the company and to file necessary forms to respective authorities as may be required in the said connection and to issue Certified True Copy of said resolution as and when required."

7. TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :

To alter the capital clause of the Memorandum of Association

"RESOLVED THAT pursuant to the provisions of sections 13 and 61 (including any modification or re-enactment thereof) and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read together with the provisions of the Rules under the Act and read with any other provisions of law, as applicable for the time being and subject to approvals, consents, permissions and sanctions as may be necessary from any authority, whether statutory or otherwise, Clause V of the Memorandum of Association of the Company be and is hereby mended and substituted by the following:

Clause V would be substituted as follows:

V. The Authorised Share Capital of the Company is ₹ 27,00,00,000 (Rupees Twenty Seven Crores only) divided into 27,00,00,000 (Rupees Twenty Seven Crores Only) Equity Shares of ₹ 1/- (Rupees One Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

8. TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :

Service of documents u/s 20 of the Companies Act 2013 for delivery of documents in a particular mode.

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company in advance before dispatch of such document by the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized 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 : 12/08/2016
Place : Ahmedabad**

**Priti Kakkar
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. 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. An explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of special business in the Notice is annexed hereto.
3. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointments, at the Annual General Meeting are annexed hereto.
4. 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.
5. The Register of Members and the Share Transfer Books of the Company will remain closed From Friday, 23rd day of September, 2016 To Thursday, 29th day of September, 2016 (both days inclusive).
6. 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 The Central Depository Services Limited (CDSL). Those Shareholders who wish to hold the Company's Share in electronic form may approach their Depository participants.
7. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent M/s. Link Intime India Pvt. Ltd., 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or Company's Registrar and Share Transfer Agent. As per Circular No. MRD/ Dop/ Cir-05/2009 dated 20th May 2009 issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer of shares in physical form. Therefore, the transferee(s) are required to furnish a copy of their PAN to the Registrar and Share Transfer Agent of the Company.
8. 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.
9. Electronic copy of the Annual Report for 2015-16 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 2015-16 is being sent in the permitted mode.
10. Electronic copy of the Notice of the 17th 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 17th 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.
11. Members may also note that the Notice of the 17th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website 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
12. 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.

**13. 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.

A. The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 26th September, 2016 at 10.00 AM and ends on 28th September, 2016 at 6.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2016 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:

	For Members holding shares in Demat Form and Physical Form
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"> 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.
Dividend Bank Details OR 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"> 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).

- 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 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 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.
- 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. Mr Chirag Shah, Practising Company Secretary (CPN: 3498) has been appointed as the Scrutiniser to scrutinise the remote e-voting and the voting process at the AGM in a fair and transparent manner.

C. The Scrutiniser will 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 Scrutiniser’s Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.

D. The results will be declared at or after the AGM. The results declared along with the Scrutiniser’s Report will be placed on the website of the Company www.gyscoal.com and on the website of CDSL www.evotingindia.com within two days of passing of the Resolutions at the AGM and communicated to the Bombay Stock Exchange Ltd and the National Stock Exchange of India Ltd.

14. The facility for voting through ballot | polling paper will also be made available at the venue of the Annual General Meeting (AGM). The Members attending the meeting who have not already cast their vote through remote e-voting will be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the AGM, but will not be entitled to cast their vote again.

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	: cs@gyscoal.com , info@gyscoal.com

Registrar and Transfer Agent:	Link Intime India Private Limited
	C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400078
Phone	: +91-22-25946970 Fax: +91-22-2594 6969

e-Voting Agency	: Central Depository Services (India) Limited
E-mail ID	: helpdesk.evoting@cdslindia.com

Scrutinizer	: CS Chirag Shah, Practising Company Secretary
	(Membership No. FCS 5545, CP No: 3498)
E-mail ID	: pcschirag@rediffmail.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: 4

Subject to the approval by a resolution of the shareholders in general meeting, and subject to requisite approval, if required, Mr. Zankarsinh Solanki be and is hereby appointed as a Whole Time Director of Gyscoal Alloys Limited, for a period of five years w.e.f. 1st April, 2016 with a Maximum Remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) including Bonus, cash allowances and Incentives with the authority granted to the Board (which includes "Nomination & Remuneration Committee") to alter and vary the terms and conditions of the said appointment as may be agreed to between the Board and Mr. Zankarsinh Solanki subject to stipulations as specified in Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force.

None of the directors of the Company except Mr. Zankarsinh Solanki are interested in the above resolution.

The Board recommends this Ordinary Resolution set out at Item No. 4 for your approval.

ITEM: 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. V. H. Shah, Cost Accountant as the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending on March 31, 2017.

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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2017.

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. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 for your approval.

ITEM 6 & 7:

The Equity Shares of the Company are listed and actively traded on the BSE Limited (BSE) and The National Stock Exchange of (India) Limited (NSE). The Market price of the Company has witnessed significant increase over the last few years. In order to facilitate affordability of the Company's Shares for investors at large and to enhance the liquidity of the Company's Equity Shares in the Stock Market, it is proposed to Sub divide/Split the Nominal Face Value of the Equity Shares of the Company from ₹ 10/- (Rupees Ten Only) to ₹ 1/- (Rupee One only).

After the approval by the members, the Board of Directors (or a Committee thereof) of the Company will fix a Record Date for the aforesaid Sub-Division.

At Present, the Authorized Share Capital of the Company is ₹ 27,00,00,000/- (Rupees Twenty Seven Crores only) divided into 2,70,00,000 (Rupees Two Crores Seventy Lacs Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

The resolution as set out in Item No. 7 of the Notice for altering Clause V of the Memorandum of Association ("MOA") of the Company are to reflect the corresponding changes in the Capital Clause of the Memorandum of the Company, consequent to the proposed Sub-Division of each existing Equity Share of ₹ 10/- (Rupees Ten Only) in to 10(Ten) Equity Shares of ₹ 1/- (Rupee One) each.

Accordingly, your Directors recommend the Resolutions as set out in Item Nos. 6 and 7 of the Notice for approval of the Shareholders.

A copy of the Memorandum of Association of the Company along with the proposed alterations, deletions and / or modifications is available for inspection at the Registered Office of the Company during the working hours between 11.00 a.m. to 1.00 p.m. on all days except Saturday, Sunday & Holiday upto the date of declaration of the result of the E-voting.

The Directors of your Company are interested in this Resolution to the extent of their respective shareholdings in the Company.