



GISCO

AN ISO 9001 : 2008 COMPANY

Date: 08/12/2018

To,
Gen. Manager (DCS)
BSE Limited
P J Towers,
Dalal Street, Fort,
Mumbai-400001

SUBJECT: ANNUAL REPORT FOR THE YEAR 2017-18

Dear Sir,

With regards to captioned subject, and pursuant to Regulation 34(1) of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, we hereby enclose herewith Annual Report for the F.Y 2017-18. Kindly take a note that the Annual General Meeting of the company was held on 27th September, 2018.

You are requested to take the same on your record.

Thanking You.

Yours Sincerely,

For, GOPAL IRON AND STEELS COMPANY (GUJARAT) LIMITED

K. B. Patel

MRS. KUNDANBEN PATEL
DIRECTOR
(DIN: 03063504)

GOPAL IRON & STEELS CO. (GUJARAT) LTD.

REGD. OFFICE & WORKS

Plot No. : 1401/2, G.I.D.C., Kerala Ind. Estate, N. H. No. 8-A, Ta. Bavla, Dist. Ahmedabad-382 220. Gujarat, India
Tel. +91 2714 268268, 268465, +91 79 25830475 • E-mail : gisco_guj@yahoo.in • Website : www.gopaliron.com

CIN : L27101GJ1994PLC022876



GISCO

AN ISO 9001 : 2008 COMPANY

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

(CIN: L27101GJ1994PLC022876)

REGISTERED OFFICE:

**Plot no. 1401/2 GIDC Kerala Industrial
Estate, Ta. Bavla, Dist. Ahmedabad -
382220**

**ANNUAL REPORT
2017-18**



ANNUAL REPORT 2017-18..... AN ISO 9001 : 2008 COMPANY

➤ **BOARD OF DIRECTORS**

NAME OF THE DIRECTOR	DIN	DESIGNATION
MR. PRABHU PATEL	00287615	WHOLE TIME DIRECTOR
MR. NARESHBHAI PATEL	06793030	INDEPENDENT DIRECTOR
MR. RAKESHKUMAR MOGHARIYA	06798873	INDEPENDENT DIRECTOR
MS. JAINAL PATEL	06979778	WOMEN DIRECTOR

➤ **AUDITORS:**

STATUTORY AUDITOR: M/S. MEHUL KANANI & CO

328, 3RD FLOOR , SUPER DIAMOND MARKET
MINI BAZAR, VARACHHA ROAD , SURAT – 395006.

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

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

➤ **REGISTRAR & SHARE TRANSFER AGENT:**

BIGSHARE SERVICES PVT. LTD

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

25TH FLOOR, P. J. TOWERS, DALAL STREET,
FORT, MUMBAI – 400001



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT TWENTY-FOURTH ANNUAL GENERAL MEETING OF GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED WILL BE HELD AT REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 1401/2 GIDC KERALA INDUSTRIAL ESTATE, TA. BAVLA, DIST. AHMEDABAD - 382220 ON 27TH SEPTEMBER, 2018 AT 11.30 A.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, 2018, including the audited Balance Sheet as at March 31, 2018, 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.

**PLACE: AHMEDABAD
DATE: 14/08/2018**

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

SD/-

**MRS. JAINAL PATEL
DIRECTOR
(DIN: 00287559)**



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

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. Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment is annexed hereto.
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. Members intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice along with Explanatory Statement is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on, **17TH AUGUST, 2018**. The Notice along with Explanatory Statement is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
6. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **22ND Sept, 2018 to 27TH Sept, 2018** (both days inclusive).
8. Members are requested to quote Folio number in all their correspondences.
9. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital Letters with Pin code of the post office.
10. The Securities and Exchange Board of India (SEBI) has **mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investor holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.**



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

11. Pursuant to Amendment in Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette Notification dated June 8, 2018, **transfer in securities of the Company shall be allowed in dematerialized form only w.e.f. December 5, 2018** and therefore shareholders of the Company still holding shares in physical form are hereby advised to dematerialize their shares as soon as possible. Transfer of the shares in physical form shall not be allowed after December 5, 2018.
12. Members of the Company had approved the appointment of M/s. MehulKanani& Co, Chartered Accountants, as the Statutory Auditors at the Twentieth AGM of the Company which is valid till the conclusion of AGM for the financial year 2018-19. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
13. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2018 is uploaded on the Company's website www.gopaliron.in and may be accessed by the members.
14. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
15. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 46 of SEBI (Listing Agreement and Disclosure Requirement) Regulations 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members/beneficial owners as on the Cut-Off Date i.e. 21st SEPTEMBER, 2018, who may cast their vote by



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal <http://www.evotingindia.com> in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and

(ii) Voting through electronic means shall commence from “**24TH September, 2018 (9.00am) and ends on 26th September, 2018 (5.00pm)**”. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/ she is not allowed to vote in the Annual General Meeting.

17. The Member who transfers his/ her shares after the Cut-off date i.e. **21st SEPTEMBER, 2018**, is not eligible to vote to the extent of transfer made by him/ her, on the Resolutions mentioned in the Notice.
18. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **21st SEPTEMBER, 2018**, may request to the Company on registered mail ID of the company to obtain the User ID & Password.
19. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before **11:30 A.M. on 29TH SEPTEMBER, 2018** and communicated to the BSE Limited where the shares of the Company are listed.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:

Name of the Director	MR. PRABHUBHAI PATEL
Director Identification Number (DIN)	00287615
Designation	WHOLE TIME DIRECTOR
Date of Appointment	25-08-1994
Date of Birth	28-04-1961
Brief Profile/ Nature of Expertise	He is a director of the Company since incorporation and having vast experience of more than 20 years in the iron & steel business.
Names of other companies in which the person also holds the directorship	NA
Names of companies in which the person also holds the membership of Committees of the Board	NA
Number of Equity Shares held in the Company & %	79200(1.61%) equity shares
Relationship between directors inter-se	NA



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

THE INSTRUCTIONS FOR E-VOTING:

SECTION A - E-VOTING PROCESS:

- (i) The voting period begins on **24THSEPTEMBER, 2018 FROM 9:00 A.M. TO 26TH SEPTEMBER, 2018 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21STSEPTEMBER, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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)

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

	<ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN i.e. “**180825021**” for the relevant Company Name i.e. **GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED** for voting on the relevant resolutions.
- (xiii) 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

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (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 Corporate.
 - 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.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- 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.
- 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

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

i. The E-Voting period commences on **24TH SEPTEMBER, 2018 (09:00 A.M.) and ends on 26TH SEPTEMBER, 2018 (5:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Cut-off date i.e. 21ST SEPTEMBER, 2018** 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. 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.

iv. The Scrutinizer shall, on 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 along with the Scrutinizer's Report shall be placed on the Company's website www.gopaliron.in and on the website of CDSL <https://www.evotingindia.co.in> on or before **11.30 A.M. on 29TH SEPTEMBER, 2018** and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- 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.** The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi.** 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.



GOPAL IRON & STEELS CO. (GUJARAT) LIMITED

REMINDER TO SHAREHOLDERS TO UPDATE THEIR KYC

To,
Dear Shareholders,

The Securities and Exchange Board of India vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has **mandated submission of Email Id, Permanent Account Number (PAN) and bank account details of all securities holders holding securities in physical form.** Further, SEBI has given a notification on June 8th, 2018 stating that **physical transfer of shares will be allowed until December 4th, 2018** vide Circular No. SEBI/LAD/NRO/GN/2018/24. Hence, kindly send your shares for transfer before December 4th, 2018 or demat your shares with your Depository Participant at any time after updating your KYC information with us.

Kindly submit the following details and documents to the either Company or to Registrar & Share Transfer Agent on below mentioned address within 21 days of receipt of this communication. As per our records, your folio needs to be updated with the PAN, Complete Bank details so that the investments held by you are in compliance with the aforementioned circular.

I/We hereby, declare that the particulars given below are correct and complete. I/We, further request you to update my/our current signature(s) in your records and undertake to inform the Company of any subsequent change(s) in the above particulars.

Registered Folio No.:
Mobile No.
Email Id
Name of the first/sole shareholder
Address:
IFSC Code
Bank Name of First Holder
Branch
Bank Account Number
Account Type : Saving <input type="checkbox"/> Current <input type="checkbox"/> Cash Credit <input type="checkbox"/> Others <input type="checkbox"/>
MICR No.
Signature:

Note:

1. Please fill in the information in CAPITAL LETTERS and ENGLISH ONLY.
2. Kindly enclose:-
 - a. Copy of Self attested Pan Cards of all the shareholder(s)
 - b. Copy of address proof of First Holder (Preferably Aadhar Card)
 - c. Copy of cancelled cheque of First Holder

ADDRESS OF RTA: BIGSHARE SERVICES PVT. LTD,

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

ADDRESS OF COMPANY: GOPAL IRON & STEELS CO.(GUJARAT) LIMITED

1401/2 GIDC KERALA INDUSTRIAL STATE TA
DHOLKA AHMEDABAD GJ 382220 IN

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

DIRECTORS' REPORT

To,
The Members,
GOPAL IRON & STEEL CO. (GUJARAT) LIMITED

Your Directors have pleasure in presenting their Twenty Second Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

1. **PERFORMANCE OF THE COMPANY:** (Standalone)

The Board's Report is to prepared based on the stand alone financial statements of the company.

(Rs. in lacs)

Particulars	2017-18	2016-2017
Sales	519.39	573.18
Other income	0.36	9.16
Depreciation	0	143.88
Other expenses	832.71	1352.09
Profit/ Loss before Tax	-312.95	-913.62
Profit/Loss after Tax	-428.26	-898.70

Your company achieved the net sales of Rs. 519.39 lakhs which has been decreased by 9.38% as compared to last year. Despite the difficult external environment the company will strive to improve its performance in long term prospects based on actual pace of global economy and is hopeful to achieve growth in upcoming years.

2. **DIVIDEND:**

Due to accumulated losses of the Company, the directors did not recommend any Dividend for the Year under review. During the year the company has not transferred any amount to Reserves account.

3. **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Mr.PrabhubhaiPatel, Director of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section 6 of



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

Section 149 of the Companies Act, 2013 and under Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

During the financial year 2017-18 composition of Board of Director has been changed as follows:

Sr. No.	NAME OF DIRECTOR	DIN	DESIGNATION	CHANGE
1	MR. BHAVESH PATEL*	00287559	MANAGING DIRECTOR	----
2	MR. PRABHUBHAI PATEL	00287615	WHOLE TIME DIRECTOR	-----
3	MR. NARESHBHAI MOHANBHAI PATEL	06793030	DIRECTOR	-----
4	RAKESHKUMAR MOTILAL MOGHARIYA	06798873	DIRECTOR	-----
5	BIPINCHANDRA VITHALBHAI PATEL	06817732	DIRECTOR	RESIGNED WITH EFFECT FROM 01 ST OCTOBER, 2017
6	JAINAL BHAVESHBHAI PATEL	06979778	DIRECTOR	-----

*Mr. Bhavesh Patel, Managing Director of the company ceased to be a director due to his death on 22nd May, 2018

4. **MEETINGS:**

During the year Five(5)Board Meetings and Four Audit Committee Meetings were convened and held.The dates on which the said Board meetings were held:

Sr. No.	BOARD MEETING	AUDIT COMMITTEE
1	30.05.2017	30.05.2017
2	14.08.2017	14.08.2017
3	10.10.2017	14.12.2017
4	14.12.2017	08.02.2018
5	08.02.2018	-----

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

5. COMMITTEES:

The company has several committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Board has constituted following Committees.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant committees are given in detail in the 'Report on Corporate Governance' of the company which forms part of this Annual Report.

6. EXTRACTS OF ANNUAL RETURN:

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2018 forms part of this report as "**Annexure I**".

7. STATUTORY AUDITORS & AUDIT REPORT:

M/s.MehulKanani& Co, (Firm Registration No. 133039W), Chartered Accountants, have been appointed as statutory auditors of the company at the Annual General Meeting held on September 30, 2014 to hold office from the conclusion of 20th Annual General Meeting (AGM) till the conclusion of the 25th Annual General Meeting of the Company, subject to ratification by the shareholders annually. **However, In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.**

Auditors comments on your company's accounts for year ended March 31, 2018 are self explanatory in nature and do not require any explanation as per provisions of Section 134(3)(f) of the Companies Act, 2013.

There following qualification, reservation or adverse remark or disclaimer made by Statutory Auditor in its report:

1. ***The company is not regular in payment of Provident Fund amounting to Rs. 2903987/-.***



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

2. No provision has been made for disputed tax demand made against company by Gujarat Commercial Tax Department, Central Excise Authorities.

The Board of directors of the Company undertakes to take the corrective steps with regard to above mentioned qualification in the current financial year 2018-19.

8. INTERNAL FINANCIAL CONTROLS:

Your company had laid down set of standards, processes and structure which enables to implement internal financial control across the organization and ensure that the same are adequate and operating effectively. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

9. COST RECORDS:

Pursuant to Section-148 (1) of the Companies Act, 2013 read with Rule 3 of Companies (Cost Records and Audit) Rules, 2014, Company does not fall under the criteria for maintaining cost record for the financial year 2017-18.

10. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 of the Companies Act, 2013, your company had appointed M/s. A. Shah & Associates, Practicing Company Secretaries, Ahmedabad, as its Secretarial Auditors to conduct the Secretarial Audit of the company for FY 2017-18. The Report of the Secretarial Auditor for the FY 2017-18 is annexed to this report as "**Annexure II**".

The Board of Directors of the Company has discussed the same at arm's length and undertaken to take the corrective steps on Qualifications raised by Secretarial Auditor in Secretarial Audit Report.

11. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

12. DEPOSITS:

Your company has not accepted any fixed deposits from the public within the provisions of Section 73 to 76 of the Companies Act, 2013. However, during the year 2017-18 the company has accepted unsecured loan from director and relatives which falls in the exempted category as per Section 73 of Companies Act, 2013. Also the company has accepted unsecured loan from promoter as a stipulation provided by bank at the time of borrowing funds, which is also exempt from the purview of Section 73 of Companies Act, 2013. Hence, the disclosures required as per Rule 8(5)(v)&(vi) of the Companies (Accounts) Rules, 2014, read with Section 73 to 76 of the Companies Act, 2013 are not applicable to your Company.

13. CORPORATE GOVERNANCE:

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with all our stakeholders.

A separate section on Corporate Governance Standards followed by your Company, as stipulated under Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 is enclosed as Annexure to this Report. The Report on Corporate



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

Governance also contains certain disclosures required under Companies Act, 2013.

A Certificate from **M/s.MehulKanani&Co**, Chartered Accountants, conforming compliance to the conditions of Corporate Governance as stipulated under Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, is annexed to this Report.

14. **VIGIL MECHANISM:**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.gopaliron.in under investors/policy documents/Whistle Blower Policy link.

15. **CONSERVATION OF ENERGY&TECHNOLOGY ABSORPTION:**

(a) Conservation of energy:

(i)	the steps taken or impact on conservation of energy	N.A
(ii)	the steps taken by the company for utilizing alternate sources of energy	N.A
(iii)	the capital investment on energy conservation equipment's	N.A

(b) Technology absorption:

(i)	the efforts made towards technology absorption	N.A
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	N.A
	(a) the details of technology imported	N.A
	(b) the year of import;	N.A



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

	(c) whether the technology been fully absorbed	N.A
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A
(iv)	the expenditure incurred on Research and Development	N.A

The efforts are being made for energy conservation to the new & Innovative means. The company always ready to keep itself updated with all latest technological innovation by way of constant communication and consulting expert. Efforts are being made to reduce the cost and to improve performance etc.

16. **FOREIGN EXCHANGE EARNINGS / OUTGO:**

As the Company has not carried out any activities relating to the export and import during the financial year. There is no foreign exchange expenses and foreign income during the financial year.

17. **NOMINATION AND REMUNERATION POLICY:**

The Board has on the recommendation of Nomination and Remuneration / Compensation Committee framed a policy on directors' appointment and remuneration of Directors including criteria for determining qualification, positive attributes, independence of directors and remuneration for Directors, Key Managerial Personnel and other employees. The policy is annexed to this report as "Annexure III".

18. **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All related party transactions that were entered during the financial year were in ordinary course of the business of the company and were on arm's length basis. All such Related Party Transactions are placed before the Audit Committee for approval.

The policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors has been uploaded on the website of the Company at www.gopaliron.in under investors/policy documents/Related Party Transaction Policy

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is disclosed in Form No. AOC-2. "AnnexureIV".



19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

In terms of provisions of Section 134(3)(g), the Particulars of Loans, Guarantees or Investments under Section 186, is annexed hereto as “**Annexure V**” and forms part of this Report.

20. PARTICULARS OF EMPLOYEES REMUNERATION:

- A. The ratio of the remuneration of each director to the median employee’s remuneration and other details in terms of sub-section 12 of Section 197, of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as “**Annexure VI**”.
- B. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as no employees is paid remuneration of Rs. 8.5 Lac Per month if employed for part of the year and Rs. 1.2 crore Per Annum if employed for the whole year.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The company does not fall under the purview of the section 135 of the Companies Act, 2013 which requires formulating a Corporate Social Responsibility Committee and adopting any activities as specified in Schedule VII.

22. HUMAN RESOURCES:

Your Company treats its “human resources” as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

23. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

1. Disclosure under Section 22 of the Sexual Harassment Of Women At Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 every company having 10 or more employees engaged in the company during the financial year is required to set up an Internal Complaints



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

Committee to look into complaints relating to sexual harassment at workplace received from any women employee.

There is one woman employee working in the Organization. The motive of the company is to provide the protection against the Sexual Harassment of woman employee at the work place. The company is not required to setup the Internal complaints committee and the and to frame policy for prevention of sexual harassment at work place in accordance with the section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. However, during the year no complaints were received by the Internal Complaints committee for sexual harassment from any of the women employees of the company.

24. CHANGE IN NATURE OF THE BUSINESS:

There has been no change in the nature of business of the company during the year under review.

25. MANAGEMENT DISCUSSION AND ANALYSIS:

As per the corporate governance norms, a separate section on Management Discussion and Analysis outlining the business of the Company is set out in Annexure forming part of this Report.

26. SIGNIFICANT OR MATERIAL ORDERS AGAINST COMPANY:

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

27. SIGNIFICANT OR MATERIAL EVENTS OCCURRED DURING THE FINANCIAL YEAR:

The Punjab National Bank has filed petition with National Company Law Tribunal against the Company under section 7 of Insolvency and Bankruptcy code, 2016 for corporate insolvency resolution process. However, the petition is still pending with NCLT.

28. SIGNIFICANT OR MATERIAL EVENTS OCCURRED AFTER THE BALANCESHEET DATE:

No Event has occurred after the balance sheet date that representing the material changes and commitment that affecting the Financial position of the company.

29. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to requirement under 134(3)(c) and Section 134(5) of the Companies Act, 2013 (Act), Directors, confirm that:



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- (a) in the preparation of the annual accounts for the year ended on 31st March, 2018, the applicable accounting standards read with requirement set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2018 and of the profit of the company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

30. **ACKNOWLEDGEMENT:**

Your Directors wish to place on record their gratitude and sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.

Your Directors would like to express a profound sense of appreciation for the commitment shown by the employees in supporting the Company in its continued robust performance on all fronts.

PLACE: AHMEDABAD
DATE: 06/06/2018

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

____SD/-_____
MRS. JAINAL PATEL
DIRECTOR
(DIN: 06979778)

____SD/-_____
MR. NARESHBHAI PATEL
DIRECTOR
(DIN:06798873)

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

ANNEXURE I

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

CIN	L27101GJ1994PLC022876
Registration Date	25/08/1994
Name of the Company	GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED
Category/Sub-category of the Company	Category- COMPANY LIMITED BY SHARES Sub-category - INDIAN NON-GOVERNMENT COMPANY
Address of the Registered office & contact details	1401/2 GIDC KERALA INDUSTRIALESTATE TA DHOLKA, AHMEDABAD, GUJARAT, 382220 TEL: +91 2714 268268, 268465, +91 79 25830475 EMAIL- gisco_guj@yahoo.com
Whether listed company	YES, BSE LIMITED
Name, Address & contact details of the Registrar & Transfer Agent, if any. (Company has initiated steps to change Registrar and transfer Agent)	M/S. BIGSHARE SERVICES PVT. LTD 1ST FLOOR, BHARAT TIN WORKS BUILDING, OPP. VASANT OASIS, MAKWANA ROAD, MAROL, ANDHERI (EAST), MUMBAI, MAHARASHTRA, 400059 Tele: 022 - 40430200 / 62638200 Fax: 022 - 28475207 / 62638299



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	SALES COILS STRIP, M.S TUBE, M. S. Section	241	100%

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year (as on April 1, 2017 i.e. on the basis of SHP of March 31, 2017)				No. of Shares held at the end of the year (as on March 31, 2018 i.e. on the basis of SHP of March 31, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters/Promoters Group									
(1) Indian									
a) Individual/HUF	2288949	200000	2488949	50.62	2288949	200000	2488949	50.62	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	2288949	200000	2488949	50.62	2288949	200000	2488949	50.62	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total:(A) (2):	-	-	-	-	-	-	-	-	-
Total	2288949	200000	2488949	50.62	2288949	200000	2488949	50.62	-



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

shareholding of Promoter (A) =(A)(1)+(A)(2)									
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
i-1) Foreign Financial Institution	-	-	-	-	-	-	-	-	-
i-2) Trust	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	6844	500	7344	0.15	18102	500	18602	0.38	0.23
ii) Overseas									-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	203417	271200	474617	9.65	198372	271200	469572	9.55	-0.10
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1617986	269200	1887186	38.38	1611777	269200	1880977	38.25	-0.13
c) Others	-	-	-	-	-	-	-	-	-



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

(specify)									
NRI	58600	-	58600	1.19	58600	-	58600	1.19	-
Clearing Members	404	-	404	0.01	400	-	400	0.01	-
Sub-total (B)(2):-	1887251	540900	2428151	49.38	1887251	540900	2428151	49.38	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	1887251	540900	2428151	49.38	1887251	540900	2428151	49.38	-
C. Shares held by Custodian for GDRs & ADRs (C)	-	-	-	-					-
Grand Total (A+B+C)	4176200	740900	4917100	100	4176200	740900	4917100	100	-

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2017 i.e. on the basis of SHP of March 31, 2017)			Shareholding at the end of the year (as on March 31, 2018 i.e. on the basis of SHP of March 31, 2018)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	BHAVESH BHAI PATEL	876782	17.83	-	876782	17.83	-	-
2	BALDEVBHAI GOPALBHAI PATEL	460700	9.37	-	460700	9.37	-	-
3	KAILASBEN GOPALBHAI PATEL	213275	4.34	-	213275	4.34	-	-
4	VITHALBHAI P PATEL	200000	4.07	-	200000	4.07	-	-
5	KUNDANBEN BHAVESHBHAI	182690	3.72	-	182690	3.72	-	-



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

	PATEL							
6	HARSHABEN BALDEVBHAI PATEL	140752	2.86	-	140752	2.86	-	-
7	SHARDABEN GOVINDBHAI PATEL	118850	2.42	-	118850	2.42	-	-
8	PRABHUBHAI LAXMANBHAI PATEL	79200	1.61	-	79200	1.61	-	-
9	GOVINDBHAI LAXMANBHAI PATEL	46000	0.94	-	46000	0.94	-	-
10	SHANTABEN RAMNIKBHAI PATEL	30000	0.61	-	30000	0.61	-	-
11	SHAH KUNAL BHARATBHAI	2500	0.05	-	2500	0.05	-	-
12	HIRENI BHAVESHBHAI PATEL	81800	1.64	-	81800	1.64	-	-
13	ASHLESHA KUNAL SHAH	4800	0.10	-	4800	0.10	-	-
14	JAINAL BHAVESHBHAI PATEL	28500	0.58	-	28500	0.58	-	-
15	KAUSHA BALDEVBHAI PATEL	23100	0.44	-	23100	0.44	-	-



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name of the Promoter*	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	N.A	N.A	N.A	N.A	N.A	N.A	N.A

***NOTE:** There is 'No Change' in the shareholding of the Promoters during the F.Y 2017-18.

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the Shareholder *	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	GANESHBHAI H KANANI	1/4/2017	At the beginning of the year	337900	6.87	337900	6.87
		31/03/2018	At the end of the year	-	-	337900	6.87
2.	SHARAD KANAYALAL SHAH	1/4/2017	At the beginning of the year	283537	5.77	283537	5.77
		31/03/2018	At the end of the year	-	-	283537	5.77
3.	R P PATEL	1/4/2017	At the beginning of the year	185100	3.76	185100	3.76
		31/03/2018	At the end of the year	-	-	185100	3.76
4.	PATEL HARSH BHAVESH BHAJI	1/4/2017	At the beginning of the year	183100	3.72	183100	3.72
		31/03/2018	At the end of the year			183100	3.72



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

5.	ANITA P JALAN	1/4/2017	At the beginning of the year	179000	3.64	179000	3.64
		31/03/2018	At the end of the year	-	-	179000	3.64
6.	SURAJBEN GOPALBHAI PATEL	1/4/2017	At the beginning of the year	134500	2.74	134500	2.74
		31/03/2018	At the end of the year	-	-	134500	2.74
8.	MALUBHAI LAXMANBHAI PATEL	1/4/2017	At the beginning of the year	116075	2.36	116075	2.36
		31/03/2018	At the end of the year	-	-	116075	2.36
9.	MITA DIPAK SHAH	1/4/2017	At the beginning of the year	103150	2.10	103150	2.10
		31/03/2018	At the end of the year	-	-	103150	2.10
10.	HAFEEZ SORAB CONTRACTOR	1/4/2017	At the beginning of the year	79989	1.62	79989	1.62
		31/03/2018	At the end of the year	-	-	79989	1.62

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Director and Key Managerial Personnel	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during theyear	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	BHAVESHBHAI PATEL (MANAGING DIRECTOR & CFO)	1/4/2017	At the beginning of the year	876782	17.83	876782	17.83
		31/03/2018	At the end of the year	-	-	876782	17.83
2.	PRABHUBHAI PATEL (DIRECTOR)	1/4/2017	At the beginning of the year	79200	1.61	79200	1.61
		31/03/2018	At the end of the year	-	-	79200	1.61



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

3.	BIPINCHANDRA PATEL (I.D)	1/4/2017	At the beginning of the year	-	-	-	-
		31/03/2018	At the end of the year	-	-	-	-
4.	NARESHBHAI PATEL (I.D)	1/4/2017	At the beginning of the year	-	-	-	-
		31/03/2018	At the end of the year	-	-	-	-
5.	RAKESH MOGHARIYA (I.D)	1/4/2017	At the beginning of the year	-	-	-	-
		31/03/2018	At the end of the year	-	-	-	-
6.	JAINAL PATEL (DIRECTOR)	1/4/2017	At the beginning of the year	28500	0.58	28500	0.58
		31/03/2018	At the end of the year	-	-	28500	0.58

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	248992225	29645376	-	278637601
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	248992225	29645376	-	278637601
Change in Indebtedness during the financial year				
* Addition	-	1056006	-	1056006
* Reduction	4159106	13872748	-	(18031854)
Net Change	(4159106)	(12816742)	-	(16975848)
Indebtedness at the end of the financial year				
i) Principal Amount	244833119	16828634	-	261661753
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	244833119	16828634	-	261661753



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		MR. BHAVESHBHAI PATEL (Managing Director)	Mr. Prabhubhai Patel (WTD)	
1	Gross salary	N.A	N.A	N.A
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A	N.A
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	N.A	N.A	N.A
2	Stock Option	N.A	N.A	N.A
3	Sweat Equity	N.A	N.A	N.A
4	Commission - as % of profit - others, specify...	N.A	N.A	N.A
5	Others, please specify CONTRIBUTION TO PF	N.A	N.A	N.A
	Total (A)	N.A	N.A	N.A
CEILING AS PER THE ACT			As company is having net loss ceiling as per act cannot be provided. (But Company have taken approval form members by way of	

B. Remuneration to other directors

1. Independent Directors

Sr. No.	Particulars of Remuneration	Name of Director			Total Amt
		Mr. Bipinchandra Patel*	Mr. Nareshbhai Patel	Mr. RakeshkumarMoghariya	
1	-Fee for attending Board / Committee meetings (in Rs.)	-	-		-
2	- Commission	-	-		-
3	- Others, please specify	-	-		-
4	TOTAL (B1)	-	-		-



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

*Mr. Bipinchandra Patel, director of the company has been resigned from the company w.e.f. 01st October, 2018.

2. Other Non-Executive Directors

Sr. No.	Particulars of Remuneration	Name of Director	Total Amt
		Mr. Jainal Patel	
1	-Fee for attending Board / Committee meetings (in Rs.)	-	-
2	- Commission	-	-
3	- Others, Remuneration	-	
4	TOTAL (B2)	-	-
5	TOTAL B = B(1) + B(2)		
6	TOTAL MANAGERIAL REMUNERATION		-
7	CEILING AS PER THE ACT	As company is having net loss ceiling as per act cannot be provided. (But Company have taken approval form members by way of special resolution)	

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Bhaveshbhai Patel (CFO)	Total
1	Gross salary	N.A	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	N.A	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961.	N.A	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961.	N.A	NIL
2	Stock Option	N.A	NIL
3	Sweat Equity	N.A	NIL
4	Commission- as % of profit	N.A	NIL



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

5	Others, please specify	N.A	NIL
	Total	N.A	NIL

V. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NOT APPLICABLE		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NOT APPLICABLE		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NOT APPLICABLE		
Punishment					
Compounding					

PLACE: AHMEDABAD

DATE: 06/06/2018

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

_____SD/-_____	_____SD/-_____
MRS. JAINAL PATEL	MR. NARESHBHAI PATEL
DIRECTOR	DIRECTOR
(DIN: 06979778)	(DIN:06798873)



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

A. SHAH & ASSOCIATES

D/413, Shiromani Complex, Opp. Oceanic Park,
Satellite Road, Nehrunagar, Ahmedabad-380015
Tel. No. Off. 079-26740953 Mob. No. 9978909231
Email id: anishshahcs@gmail.com

PRACTICING COMPANY SECRETARIES

CS ANISH SHAH

B.COM, LLB. FCS

ANNEXURE – II

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED AS ON 31st March, 2018

To,
The Members,
GOPAL IRON & STEEL CO. (GUJARAT) LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S GOPAL IRON & STEEL CO. (GUJARAT) LIMITED** (Hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **M/S GOPAL IRON & STEEL CO. (GUJARAT) LIMITED** (books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S GOPAL IRON & STEEL CO. (GUJARAT) LIMITED** for the financial year ended on 31st March, 2018 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

II. As the company is engaged in manufacturing of structural steel and bars, other specific laws applicable to the Company for the financial year under review are as under:

- A. The Factories Act, 1948
- B. Explosives Act, 1884
- C. Water (Prevention and Control of Pollution) Act, 1974
- D. Water (Prevention and Control of Pollution) Cess, 1974
- E. Air (Prevention and Control of Pollution) Act, 1981
- F. The Environment (Protection) Act, 1986



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

G. Hazardous Waste (Management and Handling) Rules, 1989

We have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *The Company is yet to comply with Regulation 33 (d) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 regarding submission of quarterly/yearly basis financial results by auditor who holds valid peer review certificate issued by Institute of Chartered Accountants in India.*
2. *The Company is not in compliance with Pursuant to Section 203 (1) (ii) for appointment of Company Secretary as Key Managerial Personnel for the financial year 2017-18 and as per Regulation 6 (2) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 for appointment of Company Secretary as compliance officer for the financial year 2017-18.*
3. *Company is yet to comply with the section 138 of the Companies Act, 2013 i.e. Internal Auditor needs to be appointed to conduct the internal audit of the functions and activities of the company.*
4. *The Company is yet to comply with Regulation 31(2) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 for maintaining hundred percent of shareholding of promoter(s) and promoter group in dematerialized form.*
5. *Company has not made contribution of provident fund to Employees Provident Fund Organization during the year 2017-18.*
6. *The Company has not complied with provisions of payment of Wages Act, 1936 with regards to payment of wages during the year 2017-18.*
7. *The Company is yet to comply with the provisions of Payment of Bonus Act, 1965.*
8. *The Company has not complied with Payment of Gratuity Act, 1972.*
9. *With regards to compliance with provisions of Income tax Act and other statutory Act as applicable to the company, the auditor notes are self explanatory.*



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

10. *The Company has not complied with Section 136 and Section 101 of the Companies Act, Regulation 36 of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 regarding sending the annual report of 2016-17 to every member of the company.*
11. *The company has partially paid annual fees to the CDSL & NSDL for the financial year 2017-18.*
12. *Company has partially complied with Regulation 47(1) (a) and (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the quarters of the financial year 2017-18.*
13. *The Company has entered into Related Party Transactions for purchase and sale of goods which is in excess of the prescribed limits of Sec 188 of the Companies Act, 2013 and the company has not taken prior approval of shareholder in the general meeting.*
14. *The Composition of Board of Director of the Company is not as per regulation 17 of SEBI(Listing Obligation & Disclosure Requirement) Regulations,2015 with respect to appointment of adequate number of Independent Director in the Company.*
15. *The Company is yet to comply with Regulation 46 of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 regarding maintaining and updating a Functional Website for disseminating information to shareholders.*

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company there has been no material discrepancy in the business and no specific change in the nature of the Business.

**PLACE: AHMEDABAD
DATE:06/06/2018**

**FOR, A. SHAH & ASSOCIATES
PRACTISING COMPANY SECRETARIES**

____SD/-_____
**MR. ANISH SHAH
PROPRIETOR
FCS No: 4713
C P No.: 6560**

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

A. SHAH & ASSOCIATES

D/413, Shiromani Complex, Opp. Oceanic Park,
Satellite Road, Nehrunagar, Ahmedabad-380015
Tel. No. Off. 079-26740953 Mob. No. 9978909231
Email id: anishshahcs@gmail.com

PRACTICING COMPANY SECRETARIES

CS ANISH SHAH

B.COM, LLB. FCS

Annexure A

TO,
THE MEMBERS
GOPAL IRON AND STEELS COMPANY (GUJARAT) LIMITED
1401/2 GIDC KERALA INDUSTRIAL ESTATE
TA. DHOLKA, AHMEDABAD,
GUJARAT.

Our Report of even date is to be read with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done to test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

PLACE: AHMEDABAD
DATE:06/06/2018

FOR, A. SHAH & ASSOCIATES
PRACTISING COMPANY SECRETARIES

____SD/-_____
MR. ANISH SHAH
PROPRIETOR
FCS No: 4713
C P No.: 6560



ANNEXURE – III

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION

Part D of Schedule II of SEBI (Listing obligations and disclosure requirements) Regulation, 2015 provides that:

“The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of directors and recommend to the Board, a policy, relating to the remuneration for the directors, key managerial personnel and other employees.”

Section 178(2) & (3) of the Companies Act, 2013 provides that:

“The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board of directors their appointment and removal and shall carry out evaluation of every director’s performance.”

Therefore, to ensure compliance with the aforesaid Act, and Regulations, the Nomination and Remuneration Committee (the ‘Committee’) the Board of directors of ‘Gopal Iron and Steel Company (Gujarat) Limited’ (the ‘Company’) has formulated a Nomination and Remuneration Policy (the ‘Policy’).

2. OBJECTIVE

The objective of this Policy is to formulate the criteria for determining qualifications, positive attributes and independence for the appointment of a Director (Executive/Non-Executive/Independent) and recommend to the Board policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

The policy reflects the Company’s objectives for good corporate governance as well as sustained long-term value creation for shareholders.

3. DEFINITIONS

‘**Company**’ means ‘Gopal Iron and Steels Company (Gujarat) Limited’.

‘**Committee**’ means ‘Nomination and Remuneration Committee’ as constituted by board from time to time.

‘**Regulations**’ means ‘SEBI (Listing obligations and disclosure requirements) Regulation, 2015’

‘**Policy**’ means ‘this policy’.

‘**Key Managerial Personnel**’ means



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- Chief Executive Officer or Managing Director or the Manager,
- Whole time director
- Chief financial Officer
- Company secretary
- And such other officer as may be prescribed under the Act from time to time.

'Senior Management Personnel' (SMP) means personnel of the Company who are members of the core management team, excluding Board of Directors and are one level below the Executive Director including Functional Head.

'Remuneration' means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

4. APPLICABILITY

The Nomination and Remuneration Policy applies to the appointment and remuneration of Directors, Key Managerial Personnel and Company's Senior Management and other employees.

This Nomination & Remuneration Policy shall apply to all future employment agreements with members of Company's Senior Management, Key Managerial Personnel and Board of Directors. This Policy shall be of guidance for the Nomination & Remuneration Committee and Board of Directors.

5. APPOINTMENT CRITERIA

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.

A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient /satisfactory for the concerned position.

A person to be appointed as a Director should possess impeccable reputation for integrity, deep expertise and insights in sectors/areas relevant to the Company and ability to contribute to the Company's growth.

APPOINTMENT OF EXECUTIVE DIRECTOR

For the purpose of appointment of Executive Directors, the Committee shall identify persons of integrity who possess relevant experience, domain expertise and leadership qualities and also ensure that the incumbent fulfills such other criteria with regard to age and qualifications as laid down under Companies Act or other applicable laws.

APPOINTMENT OF NON EXECUTIVE DIRECTORS



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

The Non Executive Directors shall be persons of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of finance, taxation, law, governance, marketing and general management.

APPOINTMENT OF INDEPENDENT DIRECTORS

In the case of appointment of Independent Directors, the Committee satisfies itself with regard to the independent nature of the Director and considers the incumbent's qualification, expertise and experience in the respective field and diversity of the Board while recommending to the Board the candidature for appointment as Director so as to enable the Board to discharge its function and duties effectively.

The Nomination & Remuneration Committee shall decide whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors.

APPOINTMENT OF KMP/SENIOR MANAGEMENT/OTHER EMPLOYEES

- To possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working Environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.

6. REMUNERATION OF DIRETORS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives/ Directors.

The appointment and remuneration of the Managerial Personnel shall be governed by Chapter XIII of the Companies Act, 2013 read with Schedule V and the Rules there under.

Reward Policies

- **Attract and retain:** Remuneration packages are designed to attract high caliber executives in a competitive global market and remunerate executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance.
- **Motivate and reward:** Remuneration is designed to motivate delivery of our key business strategies, create a strong performance orientated environment and reward achievement of meaningful targets over the short-and long-term.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- **The principal terms of non-monetary benefits:** The Executives will be entitled to customary non-monetary benefits such as company cars and company health care, telephone etc. In addition thereto in individual cases company housing and other benefits may also be offered.

Remuneration of Executive Directors

- The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee and subsequently, the Board approves and adopts the same and wherever necessary forwards the same for the approval of the shareholders in the General Meetings of the Company.
- Executive remuneration is evaluated annually against performance and a benchmark of software companies, which in size and function are similar to the Company.
The Total monthly remuneration of Managing Director/Whole-time Director shall be comprised, inter alia, as follows:
 - Basic Salary
 - House Rent Allowance
 - Transport Allowance
 - Conveyance Allowance
 - Reimbursement of any out of pocket expenses incurred by the Directors in discharge of their functions/duties on behalf of the Company.

Annual Components:

- Medical reimbursement
- Leave Travel Allowance

Remuneration of Non-Executive Directors

The Non-Executive Directors (NEDs) are paid remuneration by way of Sitting Fees. The Articles of Association of the Company have entrusted the Board of Directors of the Company to decide the remuneration payable to the Non-Executive Directors of the Company within the limits permissible under the Companies Act, 2013 and Rules there under for each meeting of the Board of Directors or Committee Meetings attended by them irrespective of the number of days for which such meeting may continue consecutively.

Payment of Sitting Fees

The Directors may receive Sitting Fees for attending Board meeting as per the provisions of the Companies Act, 2013. The amount of Sitting Fees, as recommend by Nomination and Remuneration Committee and approved by Board of Directors, shall be subject to the limits as per Companies Act, 2013 and rules made there under and any other enactment for the time being in force.

Remuneration of KMP and Senior Management Personnel



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

While determining the remuneration of Key Managerial Personnel and Senior Management, the following factors are analyzed by the Committee:

- The performance and contributions of Key Managerial Personnel and Senior Management to the growth of the Company, Relative position in the organization and length of service.
- Company's performance and past remuneration paid to KMP/Senior Management.
- Limits prescribed by any Acts, rules or regulations.

Remuneration of Other employees

Apart from the Directors, KMPs and Senior Management Personnel, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and market conditions.

The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.

The annual increments to the remuneration paid to the employees shall be determined based on the appraisal carried out by the HODs of various departments. Decision on Annual Increments shall be made on the basis of this appraisal

7. POLICY REVIEW

The Nomination and Remuneration Committee shall review the Policy, from time to time, as and when any changes are to be incorporated in the Policy due to change in Act/Rules/Regulations or as may be felt appropriate by the Committee to ensure the effectiveness of the Policy. The Committee will discuss any revisions that may be required, and recommend any such revisions to the Board of Directors for their consideration and approval.

8. DISCLOSURE

The policy will be uploaded on Company's website (www.gopaliron.com) for public information.

PLACE: AHMEDABAD

DATE: 06/06/2018

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

____SD/-_____
MRS. JAINAL PATEL
DIRECTOR
(DIN: 06979778)

____SD/-_____
MR. NARESHBHAI PATEL
DIRECTOR
(DIN:06798873)

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

ANNEXURE - IV

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions:

Sr. No.	Particulars	Details
1	Name(s) of the related party Nature of relationship	MR. BALDEVBHAI PATEL BROTHER OF MR. BHAVESHBHAI PATEL, MANAGING DIRECTOR & CFO OF THE COMPANY.
2	Nature of contracts/arrangements/transaction	Payment of Remuneration
3	Duration of the contracts/arrangements/transaction	w.e.f. 1 st April, 2014
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 6,72,000/- P.A
5	Date of approval by the Board	31/05/2014
6	Amount paid as advances, if any	N.A.

2. Details of contracts or arrangements or transactions:

Sr. No	Particulars	Details
1	Name(s) of the related party Nature of relationship	: HARIGOPAL STEELS METALPRIVATE LIMITED : Mr. Baldevbhai Patel & Mrs. Kundanben Patel, Relative of Mr. BhaveshBhai Patel is director in the company.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

2	Nature of contracts/arrangements/transaction	:	Sale of goods
3	Duration of the contracts/arrangements/transaction	:	2017-18
4	Salient terms of the contracts or arrangements or transaction including the value, if any	:	Rs. 8970086/-
5	Date of approval by the Board	:	30/05/2017
6	Amount paid as advances, if any	:	N.A.

3. Details of contracts or arrangements or transactions:

Sr. No	Particulars	:	Details
1	Name(s) of the related party	:	GOPAL STEELS SUPPLIERS
	Nature of relationship	:	Relative of Directors are partners in partnership firm.
2	Nature of contracts/arrangements/transaction	:	Purchase of goods
3	Duration of the contracts/arrangements/transaction	:	2017-18
4	Salient terms of the contracts or arrangements or transaction including the value, if any	:	Rs. 5902680/-
5	Date of approval by the Board	:	30/05/2017
6	Amount paid as advances, if any	:	N.A.

4. Details of contracts or arrangements or transactions:

Sr. No	Particulars	:	Details
1	Name(s) of the related party	:	GOPAL STEELS SUPPLIERS
	Nature of relationship	:	Relative of Directors are partners in partnership firm.
2	Nature of contracts/arrangements/transaction	:	Sale of goods



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

3	Duration of the contracts/arrangements/transaction	:	2017-18
4	Salient terms of the contracts or arrangements or transaction including the value, if any	:	Rs.16635900/-
5	Date of approval by the Board	:	30/05/2017
6	Amount paid as advances, if any	:	N.A.

4. Details of contracts or arrangements or transactions:

Sr. No	Particulars		Details
1	Name(s) of the related party	:	PARUL STEEL INDUSTRIES
	Nature of relationship	:	Relative of Directors are partners in partnership firm.
2	Nature of contracts/arrangements/transaction	:	Sale of goods
3	Duration of the contracts/arrangements/transaction	:	2017-18
4	Salient terms of the contracts or arrangements or transaction including the value, if any	:	Rs. 16427246/-
5	Date of approval by the Board	:	30/05/2017
6	Amount paid as advances, if any	:	N.A.

2. Details of contracts or arrangements or transactions:

Sr. No	Particulars		Details
1	Name(s) of the related party	:	ZALAWAD STEEL CORPORATION
	Nature of relationship	:	Relative of Directors are partners in partnership firm.
2	Nature of contracts/arrangements/transaction	:	Purchase of goods
3	Duration of the contracts/arrangements/transaction	:	2017-18



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

4	Salient terms of the contracts or arrangements or transaction including the value, if any	:	Rs. 242631/-
5	Date of approval by the Board	:	30/05/2017
6	Amount paid as advances, if any	:	N.A.

PLACE: AHMEDABAD

DATE: 06/06/2018

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

_____SD/-_____ _____SD/-_____
MRS. JAINAL PATEL MR. NARESHBHAI PATEL
DIRECTOR DIRECTOR
(DIN: 06979778) (DIN:06798873)



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

ANNEXURE - V

**(Pursuant to sub-section (2) of section 186 of the Act and Rule 11 of the Companies
(Meetings of Board and its Powers) Rules, 2014)**

❖ **Detailsof Loans:**

Sr. No	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if reqd)	Rate of Interest	Security
1	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

❖ **Details of Investments:-**

Sr No	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
N.	N.A	N.A	N.A	N.A	N.A	N.A	N.A

❖ **Details of Guarantee / Security Provided:**

Sr. No	Date of providing security/guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

**PLACE: AHMEDABAD
DATE: 06/06/2018**

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

_____ SD/- _____ SD/- _____
MRS. JAINAL PATEL MR. NARESHBHAI PATEL
DIRECTOR DIRECTOR
(DIN: 06979778) (DIN:06798873)



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

ANNEXURE VI

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director & Chief Financial Officer during the Financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial year 2017-18 (Rs. in crore)	% increase in Remuneration in the Financial Year 2017-18	Ratio of Remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	MR. BHAVESHBHAI PATEL – MANAGING DIRECTOR & CFO	N.A	N.A	4:1	N.A (As PBT of company is Rs. (41362625) so no comparison can be provided)
2	MR. PRABHUBHAI PATEL- DIRECTOR	N.A	N.A	N.A	-
3	MR. BIPIN CHANDRA PATEL* INDEPENDENT DIRECTOR (*RESIGNED WITH EFFECT FROM 01ST OCTOBER, 2017)	N.A	N.A	N.A	-
4	MR. RAKESH KUMAR MOGHARIYA – INDEPENDENT	N.A	N.A	N.A	-



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

	DIRECTOR				
5	MR. NARESBHAI PATEL – INDEPENDENT DIRECTOR	N.A	N.A	N.A	-
6	MS. JAINAL PATEL – WOMEN DIRECTOR	N.A	N.A	N.A	N.A

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 57692/-
- (iii) In the Financial year, there was decrease of Rs. 110308/- in the median remuneration of employees;
- (iv) There were 10 permanent employees on the rolls of Company as on March 31, 2018;
- (v) Relationship between average increase in remuneration and company performance: -

As PBT of company is Rs. (913.62) lakhs so no comparison can be provided.
- (vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

As LBT of company is Rs. (413.62) lakhs so no comparison can be provided.
- (vii) a) Variations in the market capitalization of the Company: The market capitalization as on January 31, 2018 was Rs. 30387678/- (Rs.76854273/- as on March 31, 2017).
- b) As earning per share of the Company is NIL Price Earnings ratio of the Company is not provided.
- c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year- The Company had come out with last public offer in 22nd April, 1996. The closing price of the Company's equity shares on the BSE as on March 31, 2018 was Rs. 6.18/- , representing a 38.2% (BSE) Decrease over the last public offer price.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- (viii) There is no increase made in the salaries of employees other than the managerial personnel in the financial year i.e. 2017-18 and there is no increase in the managerial remuneration in financial year 2017-18.
- (ix) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- (x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- (xi) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

PLACE: AHMEDABAD
DATE: 06/06/2018

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

____SD/-____ ____SD/-____
MRS. JAINAL PATEL MR. NARESHBHAI PATEL
DIRECTOR DIRECTOR
(DIN: 06979778) (DIN:06798873)

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate governance is about maximizing shareholder value legally, ethically and on a sustainable basis. Corporate Governance helps to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances. The Corporate Governance philosophy is scripted as:

“As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success.”

The company believes in sustainable corporate growth that emanates from the top leadership down through the organization to the various stakeholders which is reflected in its sound financial system, enhanced market reputation and improved efficiency.

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our stakeholders, consumers, employees and the community at large.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards.

I. BOARD OF DIRECTORS

A. Board Of Directors:

The names and category of Directors on the Board, their attendance at the Board meetings held during the year and also at the last Annual General Meeting, the number of Directorships held by them in other companies as on 31st March, 2018 are given below:



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

NAME OF DIRECTOR	CATEGORY	NO. OF BOARD MEETING	ATTENDED	LAST AGM ATTENDANCE	NO. OF DIRECTORSHIP IN OTHER PUBLIC LIMITED COS.	RELATION SHIP OF DIRECTOR INTER SE
MR. BHAVESHBHAI PATEL	MANAGING DIRECTOR	5	5	YES	0	FATHER OF MS. JAINAL PATEL
MR. PRABHUBHAI PATEL	WHOLE TIME DIRECTOR	5	5	YES	0	-
MR. BIPINCHANDRA PATEL*	NON EXECUTIVE INDEPENDENT DIRECTOR	3	3	YES	0	-
MR. NARESHBHAI PATEL	NON EXECUTIVE INDEPENDENT DIRECTOR	5	5	YES	0	-
MR. RAKESH MOGHARIYA	NON EXECUTIVE INDEPENDENT DIRECTOR	5	5	YES	0	-
MS. JAINAL PATEL	NON EXECUTIVE WOMEN DIRECTOR	5	5	YES	0	DAUGHTER OF MR. BHAVESH PATEL

*MrBipinchandra Patel has resigned from the directorship of the company with effect from 01st October, 2017.

Five Board Meetings were held during the year and the gap between two meetings did not exceed One Hundred Twenty Days. The dates on which the said meetings were held:

SR. NO.	BOARD MEETING
1	30.05.2017
2	14.08.2017
3	10.10.2017
4	14.12.2017
5	08.02.2018



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

B. INDEPENDENT DIRECTOR:

None of the Director of the Company is on the Board of more than 7 listed companies as an Independent Director. Further, none of the Director of the Company is acting as a Whole Time Director of any listed company as well as Independent Director in more than 3 listed companies.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder, all the independent directors of the Company met once during a year, without the attendance of non-independent directors and members of the Management.

C. PERFORMANCE EVALUATION:

On the bases of performance evaluation criteria laid down by the Nomination and Remuneration Committee & Pursuant to the provisions of the Companies Act, 2013, overall performance and contribution of independent directors and board as whole is evaluated by the board of directors of the company at its meeting held on 28th February, 2018 and framed the opinion that all the independent directors as well executive and nonexecutive director have performed their duty satisfactorily and making their best efforts for the advancement of the company.

D. CODE OF CONDUCT:

The Board has laid down code of conduct for all Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company at www.gopaliron.in.

All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to this effect signed by the Chief Executive Officer (CEO) has been obtained.



GISCO

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

A declaration signed by Mrs. Jainal Patel, Director of the company is attached herewith forming part of his Annual Report.

II. AUDIT COMMITTEE:

The Audit Committee comprises of 3 members out of which 2 are Non-Executive are independent directors. Accordingly, the Company has complied with the requirements of Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 relating to composition of Audit Committee.

The terms of reference of the Audit Committee includes following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as provided in Companies Act, 2013.

Additionally, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Committee met 4 times during the year 2017-18 and the attendance of members at the meetings was as follows:



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

NAME OF MEMBER	CATEGORY	STATUS	NO. OF MEETINGS ATTENDED / HELD
Mr. Nareshbhai Patel	Non Executive-Independent Director	Chairman	4/4
Mr. Bipinbhai Patel*	Non Executive-Independent Director	Member	2/2
Mr. Bhaveshbhai Patel	Managing Director	Member	4/4
Mr. Rakeshbhai Moghariya*	Non Executive-Independent Director	Member	2/2

****The Composition of Audit Committee has been changed due to resignation of Mr. Bipinbhai Patel from the directorship of the Company. Accordingly Mr. Rakeshbhai Moghariya has been appointed as a member of the Audit Committee to maintain proper composition of Audit Committee.***

The Audit Committee has reviewed financial condition and results of operations forming part of the management discussion and analysis, statement of significant related party transactions as submitted by the management, and other information as mentioned in part C Schedule II of SEBI (Listing Obligations and disclosure Requirement) Regulations, 2015.

The Chairman of the Audit Committee of the Company was present at the last Annual General Meeting of the Company held on September 28, 2017.

III. NOMINATION AND REMUNERATION COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015, the Nomination and Remuneration Committee comprises of 3 Non-Executive Directors out of which all 3 are independent directors. The Chairman of the Committee is an Independent Director. Accordingly, the Company has complied with the requirements of Regulation 19 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015 relating to composition of Nomination and Remuneration Committee.

The terms of reference of the Committee inter alia, include the following:

- a) To identify persons who are qualified to become directors and who may be appointed in senior



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

management in accordance with the criteria laid down, recommend to the Board their appointment and removal

- b) To carry out evaluation of every director's performance.
- c) To formulate criteria for determining qualification, positive attributes & Independence of director
- d) To recommend to board policy relating to remuneration for the directors, KMP and employees.
- e) NRC shall while formulating policy ensure that,
 - a. The level & composition of remuneration is reasonable & sufficient to attract, retain & motivate directors of the quality required to run the company successfully.
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
 - c. Remuneration to directors, KMP and senior management involve balance between fixed & incentive pay reflecting short and long-term performance objective appropriate to the working of the co. & its goals.
- f) To devise a policy on Board diversity;
- g) To perform any other functions as may be assigned to Committee by the Board from time to time.

The Committee met once during the year 2017-18 and the attendances of members at the meetings were as follows:

NAME OF MEMBER	CATEGORY	STATUS	NO. OF MEETINGS ATTENDED /HELD
Mr. Naresh Patel	Non Executive-Independent Director	Chairman	1/1
Mr. RakeshMoghariya	Non Executive-Independent Director	Member	1/1



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

Mr. Bipinbhai Patel*	Non Executive- Independent Director	Member	1/1
Mr. Jainal Patel*	Non Executive- Non Independent Director	Member	0/0

**The Composition of Nomination & Remuneration Committee has been changed due to resignation of Mr. Bipinbhai Patel from the directorship of the Company. Accordingly Mrs.Jainal Patel has been appointed as a member of the Nomination & Remuneration Committee to maintain proper composition of Nomination & Remuneration Committee.*

No sitting fees are paid to any Director.

IV. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and, Regulation 20 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015 the Board has constituted Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee comprises of following members:

1. Mr. Nareshbhai Patel - Chairman
2. Mr. RakeshMoghariya – Member

The role of the Committee is as under:

- To hear the complaint and grievances of various securities holders so as ensure that timely relief is extended to securities holders including shareholders in respect of their compliant. Additionally the Committee also looks into the shareholders' complaints, if any, related to non-receipt of balance sheet, non-receipt of declared dividend, revalidation of dividend warrants etc. and redress the same expeditiously.
- To consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc

The Committee met four times during the year 2017-18 and the attendance of members at the meetings was as follows:

NAME OF MEMBER	CAPACITY	STATUS	NO. OF MEETINGS ATTENDED / HELD
Mr. Nareshbhai Patel	Non Executive- Independent Director	Chairman	4/4



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

Mr. RakeshMoghariya	Non Executive- Independent Director	Member	4/4
---------------------	--	--------	-----

There were no pending complaints from the shareholders at the beginning of the Financial Year 2017-18 and no complaint has been received by the Company from the shareholders during the Financial Year 2017-18.

COMPLIANCE OFFICER: MR. BHAVESH PATEL

V. GENERAL BODY MEETING:

a. The details of last 3 Annual General Meetings (AGMs) of the Company are as under:

Financial Year	Date	Time	Venue
2016-17	28/09/2017	10.00 A.M.	1401/2, GIDC, KERALA IND. ESTAT BAVLA- BAGODARA RD., N.H. NO. 8, BAVI AHMEDABAD.
2015-16	29/09/2016	10.00 A.M.	
2014-15	24/09/2015	10.00 A.M.	
2013-14	25/09/2014	10.00 A.M.	

➤ SPECIAL RESOLUTION IN LAST 3 AGMS:

In AGM held on September 28, 2017, no Special Resolutions were passed.

In AGM held on September 29, 2016, no Special Resolutions were passed.

In AGM held on September 24, 2015, Two Special Resolutions were passed as under:

- (i) To re-appoint Mr. Bhaveshbhai Patel as Managing Director for further period of consecutive five financial years commencing from September 05, 2015 upon terms and conditions including remuneration as set out in the draft agreement to be entered into by the Company with Mr. Bhaveshbhai Patel. Further in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Bhaveshbhai Patel, the remuneration shall be paid to Mr. Bhaveshbhai Patel as minimum remuneration and the same shall be subject to the



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013

- (ii) To appoint Mr. Prabhu Patel as Whole Time Director of the company at a remuneration of Rs. 3,60,000/- P.A for a consecutive period of five years with effect from 24TH September, 2015, upon terms and conditions as set out in the draft agreement to be entered into by the Company with Mr. Prabhubhai Patel. Further the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Prabhubhai Patel, the remuneration mentioned above be paid to Mr. Prabhubhai Patel as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013

VI. DISCLOSURES:

a) Management Discussion and Analysis:

Annual Report has a detailed chapter on Management Discussions and Analysis.

b) Related Party Transaction:

There were no transactions with related parties, which are not in the ordinary course of business and not on arm's length basis.

There were no materially significant related party transactions that may have potential conflict with the interests of company at large, during the year.

The Company has received representation from Senior Management personnel that there was no material significant financial and commercial transaction entered into by them along with their relative where they have personal interest that may have a potential conflict with the interest of the Company at large.

The company has formulated a policy on dealing with Related Party Transactions; such policy has been disclosed of the company's website www.gopaliron.in.

c) Accounting treatment

The company has followed accounting treatment as prescribed in Accounting Standard applicable to the company.



GISCO

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

d) Neither any non-compliance nor any penalty, strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

e) Whistle Blower Policy (Vigil Mechanism)

The Company established the Whistle Blower Policy (vigil mechanism). In line with the best Corporate Governance practices, the Company has put in place a system through which the Directors or employees may report concerns about unethical and improper practices or Alleged Wrongful Conduct, without fear of reprisal. The functioning of the vigil mechanism is being monitored by the Audit Committee from time to time

The details of Whistle Blower Policy has been disclosed on the company's website www.gopaliron.in

VII. MEANS OF COMMUNICATION:

a. Financial Results:

The Company has published its Quarterly Results in Economic Times – English & Gujarati.

The Results of the Company were displayed on web site www.gopaliron.in and the same were also submitted to the Stock Exchanges after the conclusion of the Board Meeting.

b. News, Release, Presentations etc.

Official news, releases, and presentation made to analysts, institutional investors etc. are displayed on the website of the Company www.gopaliron.in

c. Website:

Company's website www.gopaliron.in contains a separate dedicated section namely "Investors" where all information relevant to shareholders' is available. The Annual Report of the Company is also available on the website of the Company www.gopaliron.in in a downloadable form.

VIII. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting, Book Closure & Dividend Payment



GISCO

GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

The information of forthcoming Annual General Meeting, Book Closure and Dividend payment details have been provided in the Notice of Annual General Meeting enclosed along with this Annual Report.

Financial Calendar

Financial Year: 1st April, 2018 to 31st March, 2019

Financial Results:

First Quarter Results : by 14th August, 2018
Half Year Results : by 14th November, 2018
Third Quarter Results : by 14th February, 2019
Annual Results : by 30th May, 2019

Listing:

At present, the equity shares of the Company are listed on the BSE Limited (BSE)

Name of Stock Exchange	Stock Code
BSE Limited P J Towers, Dalal Street, Fort, Mumbai 400001	531913

The Company has paid the listing fees for the year 2017-18 to the Bombay Stock Exchange Limited.

MARKET PRICE DATA AT BOMBAY STOCK EXCHANGE LIMITED:

MONTH	HIGH (RS.)	LOW (RS.)
April, 2017	16	10.35
May, 2017	10.35	7.95
June, 2017	7.75	6.26
July, 2017	6.50	6.50
August, 2017	----	----
September, 2017	6.50	6.18
October, 2017	----	----
November, 2017	----	----
December, 2017	----	----
January, 2018	6.18	6.18
February, 2018	----	----
March, 2018	----	----



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

REGISTRAR AND SHARE TRANSFER AGENT:

BIGSHARE SERVICES PVT. LTD

1ST FLOOR, BHARAT TIN WORKS BUILDING,
OPP. VASANT OASIS, MAKWANA ROAD,
MAROL, ANDHERI (EAST), MUMBAI,
MAHARASHTRA, 400059

Tele: 022 - 40430200 / 62638200

Fax: 022 - 28475207 / 62638299

SHARE TRANSFER SYSTEM:

The share transfer work is handled by registrar and transfer agent for the company. Share Transfers are registered and dispatched within a period of fifteen days from the date of the lodgments if the transfer documents are correct and valid in all respects. The Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities as per the requirement of Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. These certificates have been submitted to the Stock Exchanges.

Distribution Pattern as on the 31st March, 2018:

Particulars	No of Shares	Percentage
Promoters and Relatives	2488949	50.62
Banks/ FII/ FI	0	0
Public	2566551	47.8
Body Corporate	18602	0.38
Clearing Members	400	0.01
NRI	58600	1.19
Total	4917100	100.00

Dematerialization of Shares and Liquidity:

4176200 shares constituting 84.93 % of total number of shares of the Company are in electronic form as on March 31, 2018.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

ISIN No (For Dematerialized Shares):INE641H01018

The Company has no GDRs/ADRs/Warrants/Convertible Instruments outstanding as on March 31, 2018.

ADDRESS FOR CORRESPONDENCE:

1401/2, GIDC, KERALA IND.
ESTATE, BAVLA- BAGODARA RD.
N.H. NO. 8, BAVLA,

PLACE: AHMEDABAD

DATE: 06/06/2018

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

____SD/-_____
MRS. JAINAL PATEL **MR. NARESHBHAI PATEL**
DIRECTOR **DIRECTOR**
(DIN: 06979778) **(DIN:06798873)**



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

1. OVERALL REVIEW:

The company is in manufacturing industry. The overall performance during the current financial year 2017-18 has been satisfactory.

2. FINANCIAL REVIEW:

Total Business turnover for the year ended 31st March, 2018 was Rs. 519.39lacs. This decrease was mainly on account of global depression prevailing in the economy.

3. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or deposition. The management continuously reviews the internal control systems and procedure for efficient conduct of business. A strong system of internal audit committee of the Board has strengthened the internal control within the organization.

4. BUSINESS ENVIRONMENT:

The Performance of the company for the year under review was satisfactory.

5. RISK AND CONCERN:

The building, plant and machinery, vehicle and stocks of the Company are adequately insured.

6. CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information of events.

PLACE: AHMEDABAD

DATE: 06/06/2018

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

____SD/-_____
MRS. JAINAL PATEL **MR. NARESHBHAI PATEL**
DIRECTOR **DIRECTOR**
(DIN: 06979778) **(DIN:06798873)**



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

CEO/CFO CERTIFICATION

To,
Board of Directors
GOPAL IRON & STEELS CO. (GUJARAT) LTD

I, Mrs. Jainal Patel, Director of GOPAL IRON & STEELS CO. (GUJARAT) LTD, to the best of our knowledge and belief, hereby certify that:

(a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2018 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

(b) To the best of our knowledge and belief, no transaction entered into by the Company during the years which are fraudulent, illegal or volatile of the Company's Code of Conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee:

1. That there is no significant changes in internal control over financial reporting during the year;
2. That there is no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. That there is no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

PLACE: AHMEDABAD
DATE: 06/06/2018

_____SD/-_____
MR. JAINAL PATEL
DIRECTOR



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

DECLARATION BY THE MANAGING DIRECTOR OF THE COMPANY ABOUT CORPORATE GOVERNANCE

I, Mr. Prabhuhai Patel, Whole time Director of GOPAL IRON & STEEL CO. (GUJARAT) LTD hereby confirm pursuant to Regulation 26(3) and PART D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that:

1. The Board of Directors of GOPAL IRON & STEEL CO. (GUJARAT) LTD has laid down a code of conduct has been placed on the company's website.
2. All the members of the board as well as senior management personal have complied with the said code of conduct for the year ended 31st March 2018.

PLACE: AHMEDABAD
DATE: 06/06/2018

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

_____SD/-_____

MR. PRABHUBHAI PATEL
WHOLE TIME DIRECTOR
(DIN: 00287615)



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

CERTIFICATE OF COMPLAINE WITH CORPORATE GOVERNANCE

To,
The Members of
GOPAL IRON & STEELS CO. (GUJARAT) LIMITED

We have examined the compliance of the conditions of Corporate Governance by **M/S.GOPAL IRON & STEELS CO. (GUJARAT) LIMITED** ('the Company') for the year ended **March 31, 2018** as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

• **Management's Responsibility:**

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents.

• **Auditor's Responsibility:**

Our examination was limited to review of procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended on 31st March, 2018.

• **Opinion:**

In our opinion and to the best of our information and explanations given to us, we certify that the Company is yet to comply with following regulations/conditions of Corporate Governance as stipulated Listing Agreement and SEBI Regulations:

1. The Composition of **Board Of Director** of the Company **is not** as per Regulation 17(1)(b) of SEBI(Listing Obligation & Disclosure Requirement) Regulation, 2015 regarding Optimum number of Independent Directors in the Company.
2. The Company is **yet to comply with clauses (b) to (i) of regulation 46 (2)** of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 with respect to updating the website of the company.



GOPAL IRON AND STEELS CO. (GUJARAT) LIMITED

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**PLACE: SURAT
DATE: 06.06.2018**

**FOR, M/S MEHUL KANANI & CO,
CHARTERED ACCOUNTANTS**

____SD/-____
**CA MEHUL KANANI
PROPRIETOR
M.N NO: 138121**



Mehul S. Kanani
BBA, ACA

Mehulkumar S. Kanani
Chartered Accountants

207, Opera House,
B/h Super Diamond Market
Mini Bazar, Varachha Road
Surat - 395 006.
Phone No: 99092 67118

To
Board of Directors
Gopal Iron & Steels Co. (Gujarat) Ltd.
Ahmedabad

Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company
Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015

We have audited the quarterly financial results of Gopal Iron & Steels Co. (Gujarat) Ltd. for the quarter ended on March 31, 2018 and the year to date results for the period April 1, 2017 to March 31, 2018, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with India Accounting Standards prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued there under; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.



In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

- (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (ii) give a true and fair view of the net loss and other financial information for the quarter ended March 31, 2018 (Date of the quarter end) as well as the year to date results for the period from April 1, 2017 to March 31, 2018.



For: Mehul Kanani & Co.

Mehul Kanani

Proprietor

Membership Number :138121

Place: Surat

Date: 06/06/2018

Independent Auditor's Report

To the Members of
GOPAL IRON & STEEL CO. (GUJARAT) LTD
Ahmedabad

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Gopal Iron & Steel Co. (Gujarat) Limited ("*the Company*") which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) on the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.



For, Mehul Kanani & Co.

Mehul Kanani

A handwritten signature in black ink, appearing to read "Mehul Kanani".

Proprietor

Membership Number :138121

Place: Surat

Date: 06/06/2018

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1(f) under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2018

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of INFOSYS LIMITED ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.



For, Mehul Kanani & Co.

Mehul Kanani

A handwritten signature in black ink, appearing to read "Mehul Kanani".

Proprietor

Membership Number : 138121

Place: Surat

Date: 06/06/2018

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, Mehul Kanani & Co.

Mehul Kanani



Proprietor

Membership Number : 138121

Place: Surat

Date: 06/06/2018

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Infosys Limited of even date)

- 1)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2)
 - (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

- 5) The Company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- 6) As informed to us, the company is not required to maintain cost record as prescribed by the Central Government under sub-section (1) of Section 14B of the Act.
- 7) a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. except Provident Fund Aggregating Rs. 29,03,987/-
- b) Gujarat Commercial Tax Department have raised a demand aggregating Rs. 50.65 Lacs (Rs. 66.53 Lacs) for the financial year 2002-2003 and 2008-2009 which has been disputed by the Company, as it is of the opinion that the same shall be quashed in the appeal preferred by the company. Hence no provision for this disputed Sales Tax demand has been made. Central Excise Authorities have raised demand aggregating Rs. 33.53 Lacs (Rs. 33.53 Lacs) for the financial year 1998-1999 and 1999-2000 which has been disputed by the Company, as it is of the opinion that the same shall be quashed in the appeal preferred by the company. However company has paid under protest Rs. 36.24 Lacs (Rs. Nil) and shown as an asset under the head of "Short Term Loans and Advances".
- 8) Based on our review conducted as above, The Punjab National Bank had declared the Loan Account as NPA for the loans given to the company and for the same company had not made any kind of provision for interest and principal to be payable to the Bank.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.



- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For, Mehul Kanani & Co.

Mehul Kanani



Proprietor

Membership Number :138121

Place: Surat

Date: 06/06/2018

Gopal Iron & Steels Co. (Gujarat) Limited

Balance Sheet as at 31-03-2018

Particulars	Note	31-03-2018 Rs.	31-03-2017 Rs.
I Assets			
Non Current Assets			
(a) Property, plant and equipment	3	109727820	127785778
(b) Financial assets			
(i) Investments		0	0
(ii) Long Term Loans and Advances	4	4910762	4886196
Current Assets			
(a) Inventories	5	66841650	67169822
(b) Financial assets			
(i) Trade Receivables	6	93154355	105108840
(ii) Cash and Cash Equivalents	7	89486	463350
(iii) Short Term Loans and Advances	4	8278284	12425457
I Total		283002357	317840443
II Equity and Liabilities			
Equity			
(a) Equity Share Capital	8	49171000	49171000
(b) Reserve and Surplus	9	-132191654	-89368984
Non Current Liabilities			
(a) Financial Liabilities			
(i) Long Term Borrowings	10	118109564	130926306
(b) Deferred Tax Liabilities (Net)	11	15122635	15122635
(c) Long Term Provisions	12	0	193368
Current Liabilities			
(a) Financial Liabilities			
(i) Short Term Borrowings	13	143552189	147711295
(ii) Trade Payables	14	14017998	14725332
(b) Other Current Liabilities	15	75220625	49359493
II Total		283002357	317840443
Summary of Significant Accounting Policies Notes to the Financial Statements	2.1		

As per Separate Report of even date Annexed

For Mehul Kanani & Co.

Chartered Accountants

(Mehul Kanani)

Proprietor



Place: Ahmedabad

Date : 06/06/2018

For and on behalf of Board of Directors
Gopal Iron & Steels Co. (Guj) Limited

Jainal

(Jainal Patel)

Director

(DIN - 06979778)

Nareshbhai Patel

(Nareshbhai Patel)

Director

(DIN - 06798873)

Gopal Iron & Steels Co. (Gujarat) Limited

Statement of Profit and Loss for the year ended on 31-03-2018

	Note	31-03-2018 Rs.	31-03-2017 Rs.
I Revenue from Operations	16	51939030	57318806
II Other Income	17	36572	916985
III Total Revenue (I + II)		51975602	58235791
IV Expenses			
(a) Cost of Materials Consumed	18	49745413	40064072
(b) Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-trade	19	-276413	23962076
(c) Employee Benefits Expense	20	1413829	3421119
(d) Other Expenses	21	5456818	29277472
(e) Finance Costs	22	26931643	38484464
(f) Depreciation and Amortization	3	0	14388621
V Sub Total of Expenses		83271090	149597824
VI Profit before Exceptional and Extra Ordinary Items and Tax (III-V)		-31295488	-91362033
VII Exceptional Items		0	0
VIII Profit before Extraordinary Items and Tax (VI - VII)		-31295488	-91362033
IX Extraordinary Items		10067137	0
X Profit before Tax (VIII - IX)		-41362625	-91362033
XI Tax Expenses			
(1) Current Tax		1460045	0
(2) Tax of Earlier Years		0	0
(3) Deferred Tax			-1491410
XII Profit for the period (X - XI)		-42822670	-89870623
XIII Earnings Per Equity Shares	23		
(1) Basic		-8.71	-18.28
(2) Diluted		-8.71	-18.28
Summary of Significant Accounting Policies Notes to the Financial Statements	2.1		

As per Separate Report of even date Annexed

For Mehul Kanani & Co.
Chartered Accountants

(Mehul Kanani)
Proprietor



Place: Ahmedabad
Date : 06/06/2018

For and on behalf of Board of Directors
Gopal Iron & Steels Co. (Guj) Limited

Jainal

(Jainal Patel)
Director
(DIN - 06979778)

Nareshbhai Patel

(Nareshbhai Patel)
Director
(DIN - 06798873)

Gopal Iron & Steels Co. (Guj) Limited

Cash Flow Statement for the year ended on 31st March 2018

(In Rs.)

	31-03-2018	31-03-2017
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	-31295488	-91362033
Adjustment For		
- Depreciation and Amortization	0	14388621
- Financial and Interest Charges	26931643	38484464
- Interest Income	0	-176227
Operating Profit before Working Capital Changes	-4363845	-38665175
Adjustment For Changes in Working Capital		
- Trade Payables	-707334	3559432
- Long Term Provisions	-193366	98589
- Short Term Provisions	0	-794204
- Other Current Liabilities	25861132	712394
- Decrease (Increase) in Inventories	328172	18363314
- Trade Receivables	11955485	-20091619
- Long Term Loans and Advances	-24566	0
- Short Term Loans and Advances	4147173	-460638
Cash Generated from Operations	37002851	-37277907
- Taxes Paid	0	-176414
Net Cash Flow from operating activities - A	37002851	-37454321
B CASH FLOW FROM INVESTING ACTIVITIES		
- Purchase of Fixed Assets and Others	0	328000
- Sale of Fixed Assets and Others	8000000	0
- Interest Received	0	176227
Net Cash used in investing activities - B	8000000	504227
C CASH FLOW FROM FINANCING ACTIVITIES		
- Proceeds (-Payment) from Long Term Borrowings	-12816742	15285910
- Proceeds from None Current Investments	0	0
- Proceeds (-Payment) from Short Term Borrowings	-4159106	7652915
- Financial and Interest Charges	-26931643	-26498140
Net Cash used in Financing Activities - C	-43907491	-3559315
Net (-) Decrease in Cash & Cash Equivalents (A+B+C)	1095360	-40509409
Cash & Cash Equivalents as at 31-03-2017 (Sch 15)	-38694622	1814787
Cash & Cash Equivalents as at 31-03-2018 (Sch 15)	-37599262	-38694622

Note

The Cash Flow Statement has been prepared under the indirect Method as set out in AS 3 on Cash Flow Statements issued by Companies (Accounting Standard) Rules, 2006.

As per Separate Report of even date Annexed

For Mehul Kanani & Co.
Chartered Accountants

(Mehul Kanani)
Proprietor

Place: Ahmedabad
Date : 06/06/2018

For and on behalf of Board of Directors
Gopal Iron & Steels Co. (Guj) Limited

Jainal
(Jainal Patel)
Director
(DIN - 06979778)

Nareshbhai Patel
(Nareshbhai Patel)
Director
(DIN - 06798873)

Gopal Iron & Steels Co. (Gujarat) Limited

Notes to financial statements for the year ended 31st March, 2018

1 Corporate Information

Gopal Iron and Steels Co. (Gujarat) Limited (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The company is engaged in the manufacturing of SS/MS bars, MS Sections, ERW Pipes and other iron and steel items. The company caters domestic market.

2 Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention.

Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles. In applying the accounting policies considerations have been given to prudence, substance over form and materiality.

2.1 Summary of Significant Accounting Policies

(A) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(B) Tangible fixed assets

Fixed Assets are stated at cost of acquisition and installation, net of cenvat, Vat and Gst less accumulated Depreciation. Borrowing costs incurred during the period of construction/Acquisitions of assets are added to the cost of Fixed Assets. Major expenses on modification / alterations increasing efficiency / capacity of the plant are also capitalized.



Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred. Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(C) Depreciation on Tangible Fixed Assets

Depreciation on tangible fixed assets is has not been provided for the financial year.

(D) Borrowing Costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(E) Impairment of Tangible Assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An impairment loss is recognised in the accounts to the extent the carrying amount exceeds, the recoverable amount.

(F) Income taxes

Current tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred tax is recognized, on difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Where there is an unabsorbed depreciation or carry forward loss, deferred tax assets are recognised only to the extent there is reasonable certainty of realization in future. Such assets are reviewed at each balance sheet date to reassess realization.



(G) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(H) Inventories

Raw materials and stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the stores and spares are determined on FIFO basis.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty and is determined on First-in-First-out basis.

Waste is valued at net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(I) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized



Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

(J) Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that the company will comply with the conditions attached to them, and the grant / subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Such grants are deducted in reporting the related expense. Where the grant relates to an asset, it is recognized as deferred income and released to income in equal amounts over the expected useful life of the related asset.

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds.

(K) Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.



(L) Employee benefits

Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, short term compensated absences, etc, and the expected cost of bonus, ex-gratia is recognized in the period in which the employee renders the related service.

Post-Employment Benefits

(i) Defined Contribution Plans

The contribution paid / payable under the scheme is recognized during the period in which the employees render the related services.

(ii) Defined Benefit Plan

The employee's gratuity fund scheme is company's defined benefit plan. The present value of the obligation under such defined benefit plan is determined on estimate basis.

(M) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the number of equity shares outstanding during the period.

(N) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(O) Measurement of EBITDA

As permitted by the Guidance note on the Revised Schedule VI to The Companies Act, 1956, the company has to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. In its measurement, the company does not include depreciation and amortization expense, finance cost and tax expense.



Gopal Iron & Steels Co. (Gujarat) Limited

Note - 3 Property, Plant and Equipment

Sr	Name of Assets	Gross Block (At Cost)			Depreciation Block			Net Block as on		
		Opening Balance	Addition	Deduction	Closing Balance	Opening Balance	Addition	Deduction	31-03-2018	31-03-2017
1	Land (Lease Hold)	2467337	0	0	2467337	0	0	0	2467337	2467337
2	Furniture & Fixtures	406448	0	0	406448	301662	0	0	301662	104786
3	Office Equipment	1000099	0	0	1000099	967127	0	0	967127	32972
4	Electric Installation	7416736	0	0	7416736	6564182	0	0	6564182	852554
5	Plant & Machinery	60064023	0	0	60064023	45925861	0	0	45925861	14138162
6	Vehicles	8463296	0	0	8463296	6215007	0	0	6215007	2248289
7	Factory Building	14741087	0	0	14741087	8709821	0	0	8709821	6031266
8	Other Building	2332130	0	0	2332130	705887	0	0	705887	1626243
9	Wind Mill	36238000	0	36238000	0	18170862	0	0	0	18067138
10	Electric Installation (Tube)	997978	0	0	997978	528248	0	0	528248	469730
11	Plant & Machinery (Tube)	85018185	9180	0	85027365	24704226	0	0	24704226	60313959
12	Factory Building (Tube)	25215852	0	0	25215852	3862558	0	0	3862558	21353294
13	Laboratory Equipments	129930	0	0	129930	49882	0	0	49882	80048
Total as on 31-03-2018		244491101	9180	36238000	208262281	116705323	0	18170862	98534461	109727820
Total as on 31-03-2017		244491101	0	0	244491101	102316702	14388621	0	116705323	127785778



Gopal Iron & Steels Co. (Gujarat) Limited

**As at
31-03-2018**

**As at
31-03-2017**

Note - 4 Loans and Advances

Long Term Loans and Advances (Non Current)		
Capital Advances (Unsecured, considered good)	4000000	4000000
Security Deposits	910762	886196

Total	4910762	4886196
--------------	---------	---------

Short Term Loans and Advances (Current)		
Advances to Suppliers (Unsecured, considered good)	1050000	2061152
Advance / Income Tax Payment	79118	1513157
Balance with Statutory / Government Authorities	7149166	8851148
Total	8278284	12425457

**Note - 5 Inventories
(Physical verification done by Management)**

Raw Materials and Spares	47871829	48476414
Work-in-Progress	2034405	762690
Finished Goods	13791004	14623806
Scrap and Waste	3144412	3306912
Total	66841650	67169822

**Note - 6 Trade Receivables
(Unsecured, but considered good)**

Outstanding for more than 6 months	73113412	77464083
Other Debts	20040943	27645757
Total	93154355	105109840

Note - 7 Cash and Cash Equivalents

Cash on Hand	2419	448394
Balance with Punjab National Bank (Current A/C)	0	14956
Balance with Bank Of India	25218	0
Balance with The Kamavati Co-Op Bank Limited	61849	0
Total	89486	463350



Gopal Iron & Steels Co. (Gujarat) Limited**As at
31-03-2018****As at
31-03-2017****Note - 8 Equity Share Capital****Authorized Shares**

6000000 (6000000) Equity Shares of Rs. 10/- each

60000000

60000000

6000000060000000**Subscribed and Fully Paid up Share Capital**

4917100 (4917100) Equity Shares of Rs. 10/- each

49171000

49171000

Total4917100049171000**Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period**

	No.	Rs.	No.	Rs.
At the beginning of the period	4917100	49171000	4917100	49171000
Add / Less during the year	0	0	0	0
Out standing at the end of the period	<u>4917100</u>	<u>49171000</u>	<u>4917100</u>	<u>49171000</u>

Terms / Rights attached to issued Equity Shares

The Company has only one class of Equity Shares having at Par value of Rs. 10/- per Share. Each holder of Equity Shares is entitled to one vote per Share.

In the event of Liquidation, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all Preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

Details of Shareholders holding more than 5% Shares in the Company

	No.	Rs.	No.	Rs.
Equity Shares of Rs. 10/- each Fully paid up				
- Bhaveshbhai Gopalbhai Patel	876782	17.83%	876782	17.83%
- Baidevbhai Gopalbhai Patel	460700	9.37%	460700	9.37%
- Ganeshbhai Harjibhai	337900	6.87%	337900	6.87%
- Sharad Kanaiyalal Shah	283537	5.77%	283537	5.77%

As per records of the Company, including its register of Shareholders / Members and other declarations received from Shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of Shares.



Gopal Iron & Steels Co. (Gujarat) Limited**As at
31-03-2018****As at
31-03-2017****Note - 9 Reserves and Surplus****Capital Reserve**

State Cash Subsidy

1000000

1000000

Profit & Loss Account

Balance as per Last Balance Sheet

-90368984

-498361

Add : Profit for the year

-42822670-89870623

-133191654

-90368984

Total-132191654-89368984**Note - 10 Long Term Borrowings****Secured**

Term Loan from Punjab National Bank

40942738

40942738

Term Loan from Punjab National Bank

40733168

40733168

Term Loan from Punjab National Bank (Funded Interest)

9877830

9877830

Term Loan from Punjab National Bank (Funded Interest)

9727194

9727194

101280930101280930

Less :

Current Maturities

0

0

101280930101280930**Unsecured**

- From Directors

3792754

2736748

- From Shareholder and Relatives

13035880

26908628

Total118109564130926306

Term Loan from Punjab National Bank are taken during the Financial Year 2010-2011 and carries interest.

Term Loan from Punjab National Bank secured by first charge on all Plant and Machinery, movable and immovable fixed assets both present and future save and except asset acquired under Hire Purchase agreement.

Hire Purchase Loan secured against hypothecation of Motor Cars acquired under Hire Purchase Agreement.

Note - 11 Deferred Tax Liabilities (Net)

Deferred Tax Liabilities

15122635

15122635

Fixed Assets : Impact of difference between Tax Depreciation and Depreciation Charged for the period.

Total1512263515122635

Gopal Iron & Steels Co. (Gujarat) Limited

**As at
31-03-2018**

**As at
31-03-2017**

Note - 12 Provisions

Long Term Provisions

Provisions for Employee Benefits (Gratuity)

0 193366

Total

0 193366

Note - 13 Short Term Borrowings

Secured

Working Capital Loan from Bank

143552189 147711295

Secured by first charge on Stocks and Bookdebts present and future and first charge on immovable fixed assets both present and future save and except asset acquired under Hire Purchase agreement.

Working Capital Loan is repayable on demand and carries interest.

Total

143552189 147711295

Note - 14 Trade Payables

Trade Payables for Goods

8022503 2466305

Trade Payables for Others

5995495 12259027

Total

14017998 14725332

Note - 15 Other Current Liabilities

Statutory Liabilities Payable

3064127 3602250

Unpaid Expenses

1979664 1568287

Unpaid Bank Interest

65409363 38477720

Payables on Purchase of Fixed Assets

4718536 5711236

Advance from Customer

48935 0

Total

75220625 49359493



Gopal Iron & Steels Co. (Gujarat) Limited**As at
31-03-2018****As at
31-03-2017****Note - 16 Details of Revenue from Operations**

Sale of Products	49741687	54187586
Job Charges	2197343	3131220
<u>Other operating Revenue</u>		
- Wind Mill Power Generation Income	0	0
Total	51939030	57318808

Note - 17 Details of Other Income

Interest Received	0	74952
Discount received and Balances Written off	36572	842033
Total	36572	916985

Note - 18 Details of Cost of Materials Consumed

Inventory at the beginning of the year	253778	10449374
Add : Purchases for the year	49617635	29888476
	49871413	40317850
Less : Inventory at the end of the year	126000	253778
Cost of Materials Consumed for the year	49745413	40064072
Total	49745413	40064072

Note - 19 Details of Change in Inventories

Inventory at the end of the year		
- Finished Goods	13791004	14623806
- Work-in-Progress	2034405	762690
- Scrap	3144412	3306912
	18969821	18693408
Inventory at the beginning of the year		
- Finished Goods	14623806	26990854
- Work-in-Progress	762690	4101220
- Scrap	3306912	11563410
	18693408	42655484
Total	-276413	23962076

Note - 20 Employee Benefits

Salary, Wages and Bonus	1265060	3090217
Contribution to Provident and Other Funds	140362	286138
Contribution to Gratuity Funds	0	0
Other welfare expenses	6167	44764
Total	1413629	3421119



Gopal Iron & Steels Co. (Gujarat) Limited

**As at
31-03-2018**

**As at
31-03-2017**

Note - 21 Details of Other Expenses

Manufacturing Expenses

- Fuel, Coal and Power Consumed	2587063	4446938
- Stores and Spares Consumed	297260	15389785
- Repairs and Maintenance Expenses	10600	56790
- Other Manufacturing Expenses	66773	83978

Administrative Expenses

- Conveyance Expenses	360156	100986
- Insurance Charges	62690	257916
- Telephone Expenses	66103	121806
- Professional and Consulting Fees	183513	175000
- Office Expenses	129138	230056
- Donation	11111	0
- Stationery, Printing and Xerox	2340	19661
- Payment to Auditors	0	25000
- Miscellaneous Expenses	203397	156471
- Licence, Renewal and Filing Fees	477564	269206
- Postage Expenses	670	0
- Rate Difference	0	21320
- Repairs to Shed Building	4000	23950
- Repairs to office Equipments	42593	11450
- Repairs to Vehicles	81377	93014
- Bad Debts Written off	255345	6974016

Selling and Distribution Expenses

- Advertisement Expenses	55897	32414
- Other Carriages	19228	11800
- Brokerage Charges	540000	540000
- Sales Promotion Expenses	0	0
- VAT / CST / Sales Tax Paid	0	235915

Total

5456818

29277472

Note - 22 Details of Finance Costs

To Bank	26931643	38484464
To others	0	0

Total

26931643

38484464

Note - 23 Details of Earnings Per Share (EPS)

Net Loss for calculations of Basic and Diluted EPS	-42822670	-89870623
Weighted average number of Equity Shares in Calculating EPS	4917100	4917100
Basic EPS	-8.71	-18.28



Notes to financial statements for the year ended 31st March 2018

(24) In the opinion of the Board of Directors Current Assets, Loans and Advances are approximately of the same value if realized in the ordinary course of business. The provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.

(25) Contingent Liabilities

(a) Gujarat Commercial Tax Department have raised a demand aggregating Rs. 50.65 Lacs (Rs. 50.65 Lacs) for the financial year 2002-2003 and 2009-2010 which has been disputed by the Company, as it is of the opinion that the same shall be quashed in the appeal preferred by the company. Hence no provision for this disputed Sales Tax demand has been made.

(b) Central Excise Authorities have raised demand aggregating Rs. 33.53 Lacs (Rs. 33.53 Lacs) for the financial year 1998-1999 and 1999-2000 which has been disputed by the Company, as it is of the opinion that the same shall be quashed in the appeal preferred by the company. However company has paid under protest Rs. 36.24 Lacs (Rs. Nil) and shown as an asset under the head of "Short Term Loans and Advances".

(26) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

Based on the information available with the company there are no suppliers who are registered under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2018. Hence the disclosure relating to amounts unpaid as at the year end together interest paid / payable under this act have not been given.

(27) Payment to Auditors (In Rs.)

	31-03-2018	31-03-2017
For Statutory Audit	25000	25000
Total	25000	25000

(28) Gratuity and other post-employment benefit plan

The Company has various schemes for Long-term benefits such as Provident Fund, Pension Fund, Gratuity and Leave Encashment. In case of funded schemes, the funds are recognized by the Tax authorities and administered through separate trust. The company's defined contribution plans are Provident Fund and Pension Scheme since the company has no further obligation beyond making the contributions. The company's defined benefit plans include Gratuity and Leave Encashment.



The company operates defined benefit plan, viz., gratuity, for its employees. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. As actuarial valuation using the projected unit method is not received yet for the year end, the company has made provision for gratuity based on the premium demanded by LIC of India, which accordingly to the company is more or less adequate. Adjustments, if any will be made on receipt of the valuation report.

(29) Segment information

Based on the guiding principle given in Accounting Standard - 17 on Segment Reporting (issued by the Institute of Chartered Accountants of India) the Company's Primary Business is manufacturing of SS / MS Bars, MS Section, ERW Pipers and other Iron & Steel Items, which have similar risks and returns. Accordingly there are no separate reportable segments as primary segment is concerned.

(30) Balances of Sundry Creditors, Sundry Debtors, Advances, Deposits, Secured and Unsecured Loans are as per the book and subject to confirmation and reconciliation from respective parties.

(31) Disclosure in respect of Related Parties Pursuant to AS - 18

(a) Details of Key Management Personnel

Bhaveshbhai Gopalbhai Patel
Prabhubhai Laxmanbhai Patel
Jainal Bhaveshbhai Patel

Details of Relatives of Key Management Personnel

Baldev Gopalbhai Patel	Kundan Bhaveshbhai Patel
Govind Laxmanbhai Patel	Jainal Bhaveshbhai Patel
Hitesh Ramniklal Patel	Gopalbhai Naranbhai Patel
Harsha Baldevbhai Patel	Surajben Gopalbhai Patel
Harshad Malubhai Patel	Hireni Bhaveshbhai Patel
Vijay Ramniklal Patel	Darshan Dashrathbhai Patel
Harsh Bhaveshbhai Patel	Dhanjibhai Ramjibhai Patel

Details of Enterprises owned or significantly influenced by key management personnel

Harigopal Steels and & Metals Private Limited
Gopal Steel Suppliers
Parul Steel Industries
Zalawad Steel Corporation
The Lotus Primary School
The Lotus Girls High School



- (b) During the year the following transactions (In Rs.) were carried out with related parties in the ordinary course of business:

		31-03-2018	31-03-2017
1	Managerial Remuneration paid to Key Personnel and their Relatives	802585	1786813
2	Gross Loans from Key Personnel and their Relatives	2839498	5041678
3	Gross Loans repaid to Key Personnel and their Relatives	15656240	20750479
4	Loans payable to Key Personnel and their Relatives	13028634	25845375
5	Purchase of Goods	6145311	23063946
	Sale of Goods	42033232	20201453

The above loan amount brought in by the promoters by way of Unsecured Loans in pursuance of stipulations of the Bank for the finance and it is exempted under Section 73 to 76 of the Companies Act, 2013.

- (32) There are no amounts due to be credited to Investor Education and Protection Fund.
- (33) Earning in Foreign Exchange at F.O.B. Value: Rs. Nil (Rs. Nil).
- (34) Expenses in Foreign Currency at CIF Value: Rs. Nil (Rs. Nil).
- (35) Value of Imports on CIF basis accounted for during the year: Rs. Nil (Rs. Nil).

As per attached report of even date

For Mehul S. Kanani & Co.
Chartered Accountants

(Mehul S. Kanani)
Proprietor



Place: Ahmedabad
Date: 06/06/2018

For and behalf of Board of Directors

Jainal
Jainal Patel
(Director)

Nareshbhai Patel
(Director)

GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED
GOPAL IRON & STEEL CO. (GUJARAT) LIMITED
1401/2 GIDC KERALA INDUSTRIALESTATE TA DHOLKA, AHMEDABAD,
GUJARAT, 382220

ATTENDANCE SLIP

Name of the attending Member (In Block Letters): _____

Folio No/ DPID / Client ID : _____

Name of the Proxy : _____

(To be filled in if the Proxy attends instead of the Member)

No. of Shares held: _____

(In words) _____

I hereby record my presence at Annual General Meeting of the Company at **1401/2 GIDC KERALA INDUSTRIALESTATE TA DHOLKA, AHMEDABAD, GUJARAT, 382220** on 27th day of September, 2018 and at any adjournment thereof.

Signature of Shareholder / Proxy

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L27101GJ1994PLC022876**

Name of the company: **GOPAL IRON & STEEL CO. (GUJARAT) LIMITED**

Registered office: **1401/2 GIDC KERALA INDUSTRIALESTATE TA DHOLKA, AHMEDABAD, GUJARAT**

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

2. Name:

Address:



GISCO

AN ISO 9001 : 2008 COMPANY

GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED

E-mail Id:

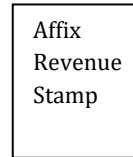
Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the company, to be held on 27th day of September, 2018 At 11:30 a.m. at **1401/2 GIDC KERALA INDUSTRIAL STATE TA DHOLKA, AHMEDABAD, GUJARAT** and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTION	FOR	AGAINST
Ordinary Business			
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2018		
2.	Appointment of a director in place of Mr. Prabhubhai Patel (DIN: 00287615), who retires by rotation and being eligible, seeks re-appointment.		

Signed this.....day of, 2018.

Signature of Shareholder



Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED

Form No. MGT-12

Polling Paper

[Pursuant to section 109 (5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: GOPAL IRON & STEEL CO. (GUJARAT) LIMITED				
Registered office: 1401/2 GIDC KERALA INDUSTRIALESTATE TA DHOLKA, AHMEDABAD, GUJARAT				
BALLOT PAPER				
Sr. No.	Particulars	Details		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary/ Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:				
Sr. No.	Particulars of Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2018			
2.	Appointment of a director in place of Mr. Prabhubhai Patel (DIN: 00287615), who retires by rotation and being eligible, seeks re-appointment			

PLACE: AHMEDABAD

DATE:

Signature of the shareholder



GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED

GOPAL IRON & STEEL CO. (GUJARAT) LIMITED

1401/2 GIDC, KERALA INDUSTRIAL ESTATE ,
DHOLKA, AHMEDABAD- 382220
TEL: +91 2714 268268, 268465,
+91 79 25830475
EMAIL- gisco_guj@yahoo.com
www.gopaliron.in;
CIN: L27101GJ1994PLC022876

Name of the Sole / First Named Member:

Address of Sole / First Named Member:

Registered Folio no :

DPID /Client ID :

Number of shares held :

Dear Member,

SUBJECT: PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44 of SBEI LODR Regulations 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the 24th Annual General Meeting of the Company to be held on 27th SEPTEMBER, 2018 at 1401/2 GIDC KERALA INDUSTRIALESTATE TA DHOLKA, AHMEDABAD, GUJARAT, 382220. The Company has engaged the services of Central Depository Services (I) Limited ("CDSL") to provide remote e-voting facilities. Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM. The remote e-voting facility is available at the link <https://www.evotingindia.com>.

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID :	Password / Sequence No:

The remote e-voting facility will be available during the following voting period:



GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
24 th SEPTEMBER, 2018 (09.00 A.M.)	26 th SEPTEMBER, 2018 (5.00 P.M.)

Please read the instructions printed below before exercising the vote. These details and instructions form integral part of the Notice for the Annual General Meeting to be held on 27th SEPTEMBER, 2018.

MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS FOR REMOTE E-VOTING AS MENTION IN THE ANNUAL REPORT.



GISCO

AN ISO 9001 : 2008 COMPANY

GOPAL IRON AND STEEL CO. (GUJARAT) LIMITED

❖ ROUTE MAP FOR AGM

GOPAL IRON & STEELS CO. (GUJARAT) LIMITED

1401/2 GIDC KERALA INDUSTRIAL,
ESTATE TA DHOLKA,
AHMEDABAD, GUJARAT, 382220

