



Gyscoal Alloys Ltd.

**Regd. Office :**

2nd Floor, Mrudul Tower, B/h. Times of India,
Ashram Road, Ahmedabad - 380 009. Gujarat, INDIA.
Phone : +91-79-66614508
Fax : +91-79-26579387
E-mail : info@gyscoal.com
Web : www.gyscoal.com

Factory :

Ubkhali, Kukarwada-382830
Tal. : Vijapur.
Dist. : Mehsana, Gujarat, INDIA.
Tele. : +91-2763-252384
Fax : +91-2763-252540

Ref. No.

22nd FEBRUARY, 2013

TO

CORPORATE RELATION DEPARTMENT
BOMBAY STOCK EXCHANGE LTD
FLOOR 1, NEW TRADING RING,
ROTUNDA BUILDING, P J TOWERS
DALAL STREET
MUMBAI - 400 001

DEPARTMENT OF CORPORATE SERVICES
NATIONAL STOCK EXCHANGE OF INDIA LTD.
EXCHANGE PLAZA, 5th FLOOR
BANDRA-KURLA COMPLEX
BANDRA (E)
MUMBAI - 400 051.

SCRIP CODE: **533275**

COMPANY SYMBOL: GAL

SUB: NOTICE OF POSTAL BALLOT

Dear Sir,

With the ref to the above kindly find enclosed herewith the Notice of Postal Ballot (along with Postal Ballot Form) for passing of Resolution u/s 146 of the Companies Act, 1956 for change of Registered Office of the Company.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For GYSCoAL ALLOYS LIMITED


Neha Choksi
Company Secretary &
Compliance Officer

Encl: as above



GYSCOAL ALLOYS LIMITED

Regd. Office: 2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad - 380009.

Notice pursuant to Section 192A of the Companies Act, 1956

Dear Members,

Notice is hereby given to the members of GYSCOAL ALLOYS LIMITED that the Resolution as set out below requires the consent of the members by means of Postal Ballot as per the provisions under Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. An Explanatory Statement pursuant to Sections 173(2) of the Companies Act, 1956, setting out all material facts pertaining to the Resolution is annexed along with the Postal Ballot Form for consideration of the Members. The Company has appointed Mr. Chirag Shah, Practicing Company Secretary, Ahmedabad, as Scrutinizer in accordance with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 for conducting the Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and to send their assent or dissent through e-voting or in writing by returning the said Postal Ballot Form duly completed, in all respects, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on 25th March, 2013. It should be noted that the response received from members after 25th March, 2013 shall be treated as if no response is received in terms of Rule 6(f) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. The Scrutinizer will submit his report to the Board of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced at the Registered Office of the Company on Friday, the 29th March, 2013.

To consider and, if deemed fit, to pass through postal ballot, the following Resolution as an Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 146, 192A and other applicable provisions, if any, of the Companies Act, 1956, the Registered office of the Company be changed from '2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009' to 'Plot No. 2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana 382830, which falls within the State of Gujarat but outside the local limits of the City of Ahmedabad.

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby authorized to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incident and as may be necessary to give effect to the above resolution.

**By order of the Board of Directors
For, GYSCOAL ALLOYS LIMITED**

Place: Ahmedabad
Date: 12th February, 2013

**Sd/-
Neha Choksi
Company Secretary**

Notes:

1. The Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 in respect of the above mentioned business is annexed
2. The members voting Physical Forms are requested to exercise their voting rights by using the attached Postal Ballot Form.
3. E-Voting option facility is provided to the members, whose e-mail ID are registered with the Registrar and Transfer Agent.
4. The members voting through e-voting are requested to follow instruction provided in the e-mail.

Explanatory Statement [Sec 173(2)]

The Board of Directors at their meeting held on February 12, 2013 has decided to shift the Registered Office of the Company from '2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009' to 'Plot No. 2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana 382830.

The Factory Premises of the Company is located at Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana 382830 which falls outside the local limits of Ahmedabad City. The Presence of Senior Officers and Directors of the Company is necessary for better Supervision and Administrative Operations at the Factory. Your Directors believe that the Company's business interests as a whole are best served by having the registered office at the location of the Factory of the Company and it would be more economical and more efficient to manage the entire operations of the Factory if the registered office is also situated at the Factory Premises.

Section 146(2) of the Companies Act, 1956 (the "Act") provides that the registered office of the Company shall not be removed outside the local limits of any city, town or village except with the authority of a special resolution passed by the shareholders. Section 192A of the Act read with Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 provides that change in place of the registered office outside the local limits of any city, town or village as specified in sub-section (2) of Section 146 shall be passed through postal ballot.

The change in registered office within the State of Gujarat but outside the local limits of the city of Ahmedabad does not result in change in jurisdiction of the Registrar of Companies. This resolution has been proposed under Section 146 and Section 192A of the Act, read with Companies (Passing of the Resolutions by Postal Ballot) Rules 2011, which require passing of a special resolution for the changing of the registered office within the Gujarat but outside the local limits of the city of Ahmedabad.

Your Directors recommend the Special Resolution for your approval.

None of the Directors is concerned or interested in the said resolution.

Place: Ahmedabad
Date: 12th February, 2013

**By order of the Board of Directors
For, GYSCOAL ALLOYS LIMITED**

**Sd/-
Neha Choksi
Company Secretary**

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot should complete the Postal Ballot Form in all respect duly signed and send it to the Company in the enclosed self-addressed postage pre-paid envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholders will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Member as per specimen signature registered with the Company/DP. In case, shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of a member may vote on the Postal Ballot mentioning the Registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
3. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
4. The exercise of vote by Postal Ballot is not permitted through proxy. The items of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
5. The self-addressed envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company.
6. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of joint member(s).
7. The Voting rights shall be reckoned in proportion to the Member's share on voting rights on the paid up value of the equity shares registered in the name of the member as on the date of the Notice.
8. Unsigned / Blank / Incomplete, improperly tick marked Postal Ballot Forms will be rejected.
9. A member need not use all his / her votes nor does he / she need to cast all his / her votes in the same way.
10. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified above. No other form or photocopy of the form is permitted.
11. Duly completed envelopes addressed to the scrutinizer containing the Postal Ballot Form should reach the scrutinizer not later than the close of working hours on 25th March, 2013. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
12. Members are requested not to send any other paper (other than the resolution/authority as mentioned under instruction Nos. 2 & 3 above) along with the postal ballot form in the enclosed self-addressed postage pre-paid envelope, any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
13. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final.
14. The Special resolution mentioned above shall be declared as passed if the number of votes cast in favour is three times more than the votes cast against, if any, against the said resolution.
15. The result of the voting on the resolution will be declared on Friday, the 29th March, 2013 at the Registered Office of the Company
16. Any queries in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Ms. Neha Choksi, Company Secretary, GYSCOAL ALLOYS LTD. 2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad, 380009, Gujarat.