

Ref:B/GSCL/SE/AMF/13-14

August 1, 2013

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051.

Stock Code No: GSCLCEMENT

Dear Sir,

Sub : Proceedings at 39th Annual General Meeting

We refer to our letter dated 8th July 2013 enclosing therewith our Annual Report 2012-13 containing Notice for the AGM, Directors' Report, Balance Sheet etc.

We are pleased to enclose herewith Business transacted at 39th Annual General Meeting held on 30.7.2013 at the Registered Office of the Company and would like to inform you that all the Ordinary and Special Business mentioned in the Notice were approved by the Members unanimously.

Please acknowledge receipt.

Yours faithfully,
For Gujarat Sidhee Cement Limited.



A. M. Fadia
Director (Legal) & Company Secretary

GUJARAT SIDHEE CEMENT LIMITED

Ref: Proceedings at the 39th Annual General Meeting.

The 39th Annual General Meeting of the Members of the Company was held a 10.00 a.m. on Tuesday, the 30th July, 2013 at the Registered Office of the Company at "Sidheegram", Offf Veraval-Kodinar Highway – Pin Code 362 276, Gujarat and the following business was transacted.

Resolution No.	Description
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ORDINARY BUSINESS :

1.	Adoption the Audited Balance Sheet as at 31 st March, 2013, the Statement of Profit & Loss Account for the financial year ended on the date and Director's and Auditors Report.
2.	Dividend @10% (Ten persent) per equity share of Rs.10/- each was declared.
3.	Mr. Ashok B. Shah, Director retiring by rotation was re-appointed as a Director of the Company.
4.	Mr. Sanat M. Mehta, Director retiring by rotation was re-appointed as a Director of the Company.
5.	Mr. S. V. S. Raghavan, Director retiring by rotation was re-appointed as a Director of the Company.
6.	Mr. M. L. Tandon, Director retiring by rotation was re-appointed as a Director of the Company.
7.	M/s. Manubhai & Co., Chartered Accountants, were re-appointed as Statutory Auditors of the Company for the financial year 2013-2014 at a remuneration of Rs.5,50,000/- (Rupees Five Lacs, Fifty Thousand only) per annum plus Service Tax and out of pocket expenses.

SPECIAL BUSINESS :

8.	Pursuant to the Provisions of Section 31 and other applicable provisions if any, of the Companies Act 1956, the Articles of the Association of the Company be amended.
9.	Pursuant to Section 293(1)(d) and all other applicable provisions, if any , of the Companies Act, 1956 consent of the Company was granted to the Board of Directors of the Company to borrow money for the purpose of business of the Company from time to time shall not at any time exceed Rs.500,00,00,000 (Rupees Five Hundred Crores only).
10.	Pursuant to Section 293(1)(a) and other applicable provisions if any of the Companies Act, 1956, the Board of Directors of the Company to mortgage and charge on such terms and

	conditions as the Board may deem fit all or any part of the movable and or immovable properties of the Company a sum not exceeding Rs.500,00,00,000/- (Rupees Five Hundred Crores only)
11.	Increase in remuneration of Mr. Jay Mehta, Executive vice-chairman with effect from 1.04.2013 upto 31.12.2013 was approved unanimously subject to the approval of Central Government. And the commission of 2% (Two percent) of the Net Profit of the Company computed in the manner laid down in Section 349 of the Companies Act, 1956 with effect from 1.04.2013 upto 31.12.2013 was approved unanimously subject to the approval of Central Government.
12.	The commission of 1% (One percent) of the Net Profit of the Company computed in the manner laid down in Section 349 of the Companies Act, 1956 to Mr. M. S. Gilotra Managing Director with effect from 1.04.2013 was approved unanimously subject to the approval of Central Government.
13.	Member of the Company approved for sub-division of equity shares of the Company including paid-up shares each existing equity share of the Company of the face value of Rs.10/- (Rupees Ten) each be sub-divided into Five equity shares of the face value of Rs.2/- (Rupees Two) each.
14.	Members of the Company approved for alteration of the memorandum of Association of the Company. The authorized share capital of the Company is Rs.500,00,00,000(Rupees Five Hundred Crores only) divided into 250,00,00,000(Two Hundred Fifty Crores) equity shares of Rs.2/- (Rupees Two) each.
15.	Member of the Company approved for alteration in the Articles of Association of the Company for deleting Clause 3 of the Articles of Association and substituting in place and stead thereof new Clause 3. The authorized share capital of the Company is Rs.500,00,00,000(Rupees Five Hundred Crores only) divided into 250,00,00,000(Two Hundred Fifty Crores) equity shares of Rs.2/- (Rupees Two) each. The said Authorised Capital may be divided in any other manner as may be thought expedient by the Company.

All the above Resolutions were passed unanimously.