

February 8, 2025

To,
The Manager – Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Scrip Code- 513337

Subject: Voting Results and Scrutinizer's Report of the Postal Ballot

Dear Sir / Madam,

With reference to the captioned subject, we hereby inform you that the approval of the Members of the Company by way of ordinary resolution was sought by Postal Ballot Process through remote e-voting mode vide notice dated January 6, 2025. In this regard, please find enclosed the Voting Results and Scrutinizer's Report.

We hereby inform, that the following resolutions have been passed by the Shareholders with requisite majority as mandated under the Companies Act, 2013 and other applicable laws:

| Sr. No. | Resolution | Type of Resolution |
|----------------|---|---------------------------|
| 1. | Issue of Bonus Shares | Ordinary |
| 2. | Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association | Ordinary |

Further, as required voting results will also be submitted in XBRL mode.

This is for your information and records.

Thanking You,

Yours faithfully,

For Gujarat Toolroom Limited

RAKESH
KUMAR
SHARMA

Digitally signed by
RAKESH KUMAR
SHARMA
Date: 2025.02.08
21:15:47 +05'30'

Rakesh Kumar Sharma
Managing Director



| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Issue of Bonus Shares | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 66579810 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 66579810 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | | 2637729 | 1.5939 | 2589307 | 48422 | 98.1643 | 1.8357 |
| | Poll | 165485820 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 165485820 | 2637729 | 1.5939 | 2589307 | 48422 | 98.1643 | 1.8357 |
| Total | | 232065630 | 2637729 | 1.1366 | 2589307 | 48422 | 98.1643 | 1.8357 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

Resolution(2)

| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 66579810 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 66579810 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | | 2622956 | 1.585 | 2549529 | 73427 | 97.2006 | 2.7994 |
| | Poll | 165485820 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 165485820 | 2622956 | 1.585 | 2549529 | 73427 | 97.2006 | 2.7994 |
| Total | | 232065630 | 2622956 | 1.1303 | 2549529 | 73427 | 97.2006 | 2.7994 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |



H TOGADIYA & ASSOCIATES

PRACTICING COMPANY SECRETARY

SCRUTINIZER'S REPORT

[Remote e - Voting]

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015)

To,

The Chairman of Extra Ordinary General Meeting,

GUJARAT TOOLROOM LIMITED

404 - 4th floor, Samarth Co.Op.H.Soc, Nr. Silicon Tower,
Nr. Law Garden, Ellishbridge, Ellisbridge,
Ahmedabad, Ahmadabad City, Gujarat, India, 380006

Sub: Scrutinizer Report on postal ballot through Electronic Voting process in respect of passing of the resolution set-out in the postal ballot notice dated 06th January, 2025

Dear Sir,

I, **CS Himanshu K. Togadiya**, Proprietor, H Togadiya & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Gujarat Toolroom Limited (the Company) having its registered office at 404 - 4th floor, Samarth Co.Op.H.Soc, Nr. Silicon Tower, Nr. Law Garden, Ellishbridge, Ahmedabad, Ellisbridge, Ahmedabad, Ahmadabad City, Gujarat, India, 380006 in its meeting held on 06th January, 2025, pursuant to the provisions of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the postal ballot voting conducted by way of remote e-voting process in a fair and transparent manner on the resolution contained in the postal ballot notice dated **06th January, 2025** issued in accordance with the MCA Circulars, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2), issued by the Institute of Company Secretaries of India (ICSI).

The management of the Company is responsible to ensure compliance with the requirements of:

1. The Act and Rules made thereunder;
2. The MCA Circulars; and
3. The Listing Regulations.



H TOGADIYA & ASSOCIATES

PRACTICING COMPANY SECRETARY

The management of the company is responsible for ensuring a secured framework and robustness of the electronic voting system.

My responsibility as scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a scrutinizer report of the votes cast in favour and against the resolution stated in notice. My report is based on verification of data and report generated from National Securities Depository Limited (NSDL), engaged by the Company to provide e-voting facility to its members.

The shareholders of the Company holding shares as on the "Cut -Off" date i.e. **03/01/2025** were entitled to vote on the proposed resolutions as set out at Item Nos. 1 and 2 in the notice of Extra-Ordinary General Meeting of the Company.

The voting period for remote e-Voting commenced on Thursday, 09th January, 2025 at 09.00 A. M (IST) and the remote e-Voting platform was blocked thereafter on Friday, 07th February, 2025 at 5.00 P.M.

The votes cast during the e-voting were unblocked on **Saturday, 08th February, 2025** around 5.20 PM after the conclusion of e-voting period for postal ballot in the presence of two witness who are not in the employment of the company. They have signed below in confirmation of the same.

Mr. Narendra Sharma

Mr. Pradhyuman Vaghasiya

Votes casted by the members through e-voting were reconciled with the record maintained by the Registrar and share transfer agent of the Company.

All relevant records shall be handed over to the Chairman for safe keeping.

I now submit herewith the scrutinizer's Report on the result of the e-voting for postal ballot, based on the report generated by CDSL in respect of the following resolution as under.

SPECIAL BUSINESS:

ITEM NO. 1: Ordinary Resolution

1. Issue of Bonus Shares:



H TOGADIYA & ASSOCIATES

PRACTICING COMPANY SECRETARY

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for capitalisation of a sum not exceeding ₹ 1,16,03,28,150 /-(Rupees One Hundred & Sixteen Crores Three Lakhs Twenty Eight Thousand One Hundred Fifty Rupees) out of securities premium received in cash and / or general reserve and / or retained earnings of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares of ₹ 1/- (Rupees One only) each credited as fully paid-up to eligible members of the Company holding equity shares of ₹ 1/- (Rupees One only) each whose names appearing the Register of Members / Register of Beneficial Owners on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 5:1 i.e., 5 (Five) new fully paid up equity share of ₹ 1/- (Rupees One only) each for every 1(One) existing fully paid-up equity share of ₹ 1/- (Rupees One only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited

to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form;



H TOGADIYA & ASSOCIATES

PRACTICING COMPANY SECRETARY

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

| Total Number of members participated through remote e-voting | Total Number of votes cast |
|--|----------------------------|
| 789 | 26,37,729 |

| Particulars of voting | Votes in favour of the resolution | | Votes against the resolution | | Invalid Votes |
|-----------------------|-----------------------------------|-------|------------------------------|-------|---------------|
| | Number | % | Number | % | |
| Remote e-voting | 2589307 | 98.16 | 48422 | 01.84 | - |
| Total | 2589307 | 98.16 | 48422 | 01.84 | - |

ITEM NO. 2: Ordinary Resolution

- 2. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.**



H TOGADIYA & ASSOCIATES

PRACTICING COMPANY SECRETARY

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹100,00,00,000/- (Rupees Hundred Crore only) divided into 100,00,00,000 (One Hundred Crore) equity shares of ₹ 1/- (Rupees One only) each by creation of additional ₹40,00,00,000/- (Rupees Forty Crore) equity shares of ₹ 1/- (Rupees one only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

“V. The Authorised Share Capital of the Company is ₹ 1,40,00,00,000/- (Rupees One Hundred & Forty Crore only) consisting of 1,40,00,00,000 (One Hundred & Forty Crore only) equity shares of ₹ 1/- (Rupees one only) each, with power to the Board to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

| | |
|--|----------------------------|
| Total Number of members participated through remote e-voting | Total Number of votes cast |
| 786 | 26,22,956 |

| Particulars of voting | Votes in favour of the resolution | | Votes against the resolution | | Invalid Votes |
|-----------------------|-----------------------------------|-------|------------------------------|------|---------------|
| | Number | % | Number | % | |
| Remote e-voting | 2549529 | 97.20 | 73427 | 2.80 | - |
| Total | 2549529 | 97.20 | 73427 | 2.80 | - |



H TOGADIYA & ASSOCIATES

PRACTICING COMPANY SECRETARY

The Resolutions mentioned in the postal ballot notice has been passed with requisite majority by the shareholders who voted remote through e-voting.

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the above Electronic Voting System.

Yours faithfully,
For H Togadiya & Associates
Company Secretaries

CS Himanshu Togadiya
Proprietor

FCS: 11822 COP: 18233

Peer Review Certificate No. 2005/2022

UDIN: F011822F003902269



Date: 08.02.2025

Place: Rajkot

Counter signed by

RAKESH
KUMAR
SHARMA

Digitally signed by
RAKESH KUMAR
SHARMA
Date: 2025.02.08
20:24:54 +05'30'

Rakesh Kumar Sharma

Managing Director

Gujarat Toolroom Limited