

GUJARAT TOOLROOM LIMITED

(CIN: L45208GJ1983PLC006056)

Reg. Office: 404 - 4th floor, Samarth Co.Op.H. Soc, Nr. Silicon Tower,

Nr. Law Garden, Ellishbridge, Ahmedabad 380006

MO. No: [7227013356](mailto:cs@gujarattoolroomgmail.com) Mail Id: cs@gujarattoolroomgmail.com

website: www.gujarattoolroom.com

July 22, 2024

To,
BSE Limited,
Listing Department
P.J. Towers,
Dalal Street,
Mumbai - 400 001.

Sub: Outcome of Board Meeting pursuant to Regulation 30 of SEBI (LODR), 2015

BSE Scrip code: 513337

Dear Sir/Madam,

With regards to the captioned matter and pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that at the meeting of the Board of Directors of GUJARAT TOOLROOM LIMITED is held today i.e. Monday July 22, 2024 at the Registered office of the Company situated at 404 - 4th floor, Samarth Co.Op.H.Soc, Nr. Silicon Tower, Nr. Law Garden, Ellishbridge, Ahmedabad- 380006, Gujarat, India.

Pursuant to the previous Board meeting was held on 6th July, 2024 the Board of Directors of the Company ("Board") comes up with the same (with some changes) and other agenda and considered, deliberated and discussed, approved / noted the following matters:

1. Increase in Authorised Capital of the Company and consequential amendment to the Capital Clause of the Memorandum of Association of the Company:

Increase of Authorized Share Capital from Rs. 56 crores divided into 56,00,00,000 equity shares of face value Re.1/- per share to Rs. 100 crores divided into 1,00,00,00,000 equity shares of face value Re.1/- per share subject to the approval of shareholders of the Company.

The Board also approved the consequential alteration to the Capital Clause of the Memorandum of Association subject to the approval of the shareholders of the Company.

2. Enabling Approvals for raising of funds as mentioned below: (As Discussed in the Board Meeting on 6th July, 2024)

Raising of funds by way of a Qualified Institutions Placement (by means of issuing Equity Shares) for an amount upto Rs. 200 crores, in one or more tranche or tranches, in accordance with the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as

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amended and such other acts, rules and regulations and subject to approval of the Members and such regulatory / statutory approvals, as may be applicable. The Board has also approved ancillary actions including the convening of Shareholders' meetings through the Extraordinary General Meeting ("EoGM") to seek approval of the shareholders for the aforementioned issue.

3. Increase in Foreign Limits: (As Discussed in the Board Meeting on 6th July, 2024)

Approved the increase in the limit of investment in the capital of the company up to 49% of the total paid up capital of the Company by foreign portfolio investors, foreign institutional investors, foreign direct investment and non-resident Indians subject to compliance with Foreign Exchange Management Act, 1999 as amended from time to time, the rules made thereunder and any other applicable laws.

4. Appointment of Mr. Vishal Chandubhai Kothiya (DIN: 10656383) as an Additional Executive Director on the Board of Directors of the Company: (Brief Profile)

Appointment of Mr. Vishal Chandubhai Kothiya (DIN: 10656383) as an Additional Executive Director on the Board of Directors of the Company and also regularisation as Director to be done in the EGM to be held on 14th August, 2024.

5. Appointment of Mr. Rakesh Sharma (DIN:10703752) as an Additional Executive Director on the Board of Directors of the Company: (Brief Profile)

Appointment of Mr. Rakesh Sharma (DIN:10703752) as an Additional Executive Director on the Board of Directors of the Company and also regularisation as Managing Director to be done in the EGM to be held on 14th August, 2024.

6. Approved the Resignation of Mr. Narendra Sharma (DIN: 10295571) as a Managing Director of the Company from the Board of Directors of the Company: (Resignation Letter attached)

7. Extra-Ordinary General Meeting ('EGM') Of the Company:

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, we are pleased to inform that the Extra Ordinary General Meeting ("EGM") of the Members of Gujarat Toolroom Limited ("the Company") will be held on Wednesday, 14th August, 2024 at 2.00 P.M. (IST).

The Board, inter alia, approved the Notice of the ensuing (01) Extraordinary General of the Company inclusion of the matters as mentioned under sr. nos. 1-3 above in the Notice of the ensuing i.e, 1st Extra Ordinary General Meeting for seeking the approval of the Members of the Company.

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Further, separate intimation will be given for conducting the EGM with regard to mode and place of EGM.

8. Appointment of CS Himanshu Togadiya, Practicing Company Secretary as the Scrutinizer: (As Discussed in the Board Meeting on 6th July, 2024)

Approved the appointment of CS Himanshu Togadiya, practising Company Secretary (CP No. 18233; M. No. 11822) as Scrutinizer for conducting the voting process in a fair and transparent manner of the EGM to be held on 14th August, 2024 at 2.00 P.M.

The meeting commenced at 03:00 pm and concluded at 06:00 pm.

We request you to kindly take the above on record and do the needful.

Thanking you.

Yours Faithfully,

For Gujarat Toolroom Limited

Director

Avchalbhai Hemtabhai Chaudhary

(DIN: 10049028)

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July 22, 2024

To,
BSE Limited,
Listing Department
P.J. Towers,
Dalal Street,
Mumbai - 400 001.

Sub: Outcome of Board Meeting pursuant to Regulation 30 of SEBI (LODR), 2015

BSE Scrip code: 513337

Dear Sir/Madam,

With regards to the captioned matter and pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that at the meeting of the Board of Directors of GUJARAT TOOLROOM LIMITED is held today i.e. Saturday, July 06, 2024 commenced at 03:00 pm and concluded at 06:00 pm at the Registered office of the Company situated at 404 - 4th floor, Samarth Co.Op.H.Soc, Nr. Silicon Tower, Nr. Law Garden, Ellishbridge, Ahmedabad- 380006, Gujarat, India.

Pursuant to the previous Board meeting which was held on 6th July, 2024 the Board of Directors of the Company ("Board") comes up with the same (with some changes) and other agenda and considered, deliberated and discussed, approved / noted the following matters:

9. Increase in Authorised Capital of the Company and consequential amendment to the Capital Clause of the Memorandum of Association of the Company:

Increase of Authorized Share Capital from Rs. 56 crores divided into 56,00,00,000 equity shares of face value Re.1/- per share to Rs. 100 crores divided into 1,00,00,00,000 equity shares of face value Re.1/- per share subject to the approval of shareholders of the Company.

The Board also approved the consequential alteration to the Capital Clause of the Memorandum of Association subject to the approval of the shareholders of the Company.

10. Enabling Approvals for raising of funds as mentioned below: (As Discussed in the Board Meeting on 6th July, 2024)

Raising of funds by way of a Qualified Institutions Placement (by means of issuing

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Equity Shares) for an amount upto Rs. 200 crores, in one or more tranche or tranches, in accordance with the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and such other acts, rules and regulations and subject to approval of the Members and such regulatory / statutory approvals, as may be applicable. The Board has also approved ancillary actions including the convening of Shareholders' meetings through the Extraordinary General Meeting ("EoGM") to seek approval of the shareholders for the aforementioned issue.

11. Increase in Foreign Limits: (As Discussed in the Board Meeting on 6th July, 2024)

Approved the increase in the limit of investment in the capital of the company up to 49% of the total paid up capital of the Company by foreign portfolio investors, foreign institutional investors, foreign direct investment and non-resident Indians subject to compliance with Foreign Exchange Management Act, 1999 as amended from time to time, the rules made thereunder and any other applicable laws.

12. Extra-Ordinary General Meeting ('EGM') Of the Company:

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, we are pleased to inform that the Extra Ordinary General Meeting ("EGM") of the Members of Gujarat Toolroom Limited ("the Company") will be held on Wednesday, 14th August, 2024 at 2.00 P.M. (IST).

The Board, inter alia, approved the Notice of the ensuing (01) Extraordinary General of the Company inclusion of the matters as mentioned under sr. nos. 1-3 above in the Notice of the ensuing i.e, 1st Extra Ordinary General Meeting for seeking the approval of the Members of the Company.

Further, separate intimation will be given for conducting the EGM with regard to mode and place of EGM.

13. Appointment of CS Himanshu Togadiya, Practicing Company Secretary as the Scrutinizer: (As Discussed in the Board Meeting on 6th July, 2024)

Approved the appointment of CS Himanshu Togadiya, practising Company Secretary (CP No. 18233; M. No. 11822) as Scrutinizer for conducting the voting process in a fair and transparent manner of the EGM to be held on 14th August, 2024 at 2.00 P.M.

14. Appointment of Mr. VISHAL CHANDUBHAI KOTHIYA (DIN: 10656383) as an Additional Executive Director on the Board of Directors of the Company:

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Approved the appointment of Mr. VISHAL CHANDUBHAI KOTHIYA (DIN: 10656383) as an Additional Executive Director on the Board of Directors of the Company.

Disclosure required pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with [Para A] of (Part A) of Schedule II to the said Regulations, with regard to appointment of Directors is annexed herewith.

15. Appointment of Mr. RAKESH KUMAR SHARMA (DIN:10703752) as an Additional Executive Director on the Board of Directors of the Company:

Approved the Appointment of Mr. RAKESH KUMAR SHARMA (DIN:10703752) as an Additional Executive Director on the Board of Directors of the Company.

Disclosure required pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with [Para A] of (Part A) of Schedule II to the said Regulations, with regard to appointment of Directors is annexed herewith.

16. Approved the Resignation of Mr. Narendra Sharma (DIN: 10295571) as a Managing Director of the Company from the Board of Directors of the Company: (Resignation Letter attached)

Approved the Resignation of Mr. Narendra Sharma (DIN: 10295571) as a Managing Director of the Company from the Board of Directors of the Company. (Resignation Letter of the Director is attached herewith.)

The meeting commenced at 03:00 pm and concluded at 06:00 pm.

We request you to kindly take the above on record and do the needful.

Thanking you.

Yours Faithfully,

For Gujarat Toolroom Limited

AVCHALBHAI HEMTABHAI CHAUDHARY

Director

(DIN:10049028)

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ANNEXURE-I

BRIEF PROFILE

Particulars	Details
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
Date of appointment/cessation (as applicable) & term of appointment	Date of Appointment: 22 nd July, 2024. Term of Appointment: He shall hold office as the Additional Executive Director of the Company from 22 nd July 2024 up to the ensuing EGM or AGM.
Brief profile (in case of appointment)	Mr. Vishal Chandubhai Kothiya possess relevant experience in the field of Gems and jewels.
Disclosure of relationships between directors (in case of appointment of a director)	NIL

BRIEF PROFILE

Particulars	Details
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
Date of appointment/cessation (as applicable) & term of appointment	Date of Appointment: 22 nd July, 2024. Term of Appointment: He shall hold office as the Additional Executive Director of the Company from 22 nd July, 2024 up to the ensuing EGM or AGM.
Brief profile (in case of appointment)	Mr. Rakesh Kumar Sharma is having more than 05 Years of experience in corporate fields
Disclosure of relationships between directors (in case of appointment of a director)	NIL

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For Gujarat Toolroom Limited

AVCHALBHAI HEMTABHAI CHAUDHARY

Director

(DIN:10049028)

NARENDRA SHARMA

Add: 144, Bahuchar Nagar Society, Ved Road, Surat City, Surat Gujarat-395004

E-mail: narendrakbs17@gmail.com

BY HAND DELIVERY

Date: 06th July, 2024

To

The Board of Directors

GUJARAT TOOLROOM LIMITED

404 - 4th floor, Samarth Co.Op.H.Soc,

Nr. Silicon Tower, Nr. Law Garden,

Ellishbridge, Ahmedabad- 380006

Sub: Resignation from the position of Managing Director:

Dear Sir/Madam,

I hereby tender my resignation due to some unavoidable circumstances not able to renders the services to Company, from the position of Managing Director of the Company w.e.f. **06th July, 2024**.

I agree that my name be removed as a Managing Director, under the Companies Act, 2013. I request you to arrange to file necessary forms with the concerned Registrar of Companies and Stock Exchange in this regard.

I wish to express my gratitude towards the Board of the company for giving me an opportunity to serve on the Board. I also thank the senior management and other staff of the company for extending their support during my tenure.

Further, I request to consider this letter as prior notice for resignation and kindly arrange for my relieving on the due date 06th July, 2024 and confirm the acceptance of my resignation.

Thanking You,

Yours Faithfully,



NARENDRA SHARMA

Managing Director

DIN: 10295571