

# Gujarat TOOLROOM LIMITED

402, Sheel Complex, 4th Floor, Mayur Colony, Nr. Mithakhali Under Bridge, Navrangpura, AHMEDABAD - 380 009.  
Tel No. : 079 - 2640 3311, 2640 1304, Tel-Fax : 079 - 2640 1304, Email: info@gujarattoolroom.com, Website : www.gujarattoolroom.com

(CIN: L45208GJ1983PLC006056)

To,  
BSE Ltd.  
Floor 25, P. J. Towers  
Dalal Street,  
Mumbai - 400 001.

**SUB.: Notice of the 37<sup>th</sup> Annual General Meeting and Annual Report of the Company for the financial year 2020-21**

**Scrip Code: 513337**

Dear Sir,

We would like to inform you that the 37<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on Thursday, 30<sup>th</sup> September, 2021 at 03:30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.


Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of Annual General Meeting ("AGM") for the financial year 2020-21 which is being sent through electronic mode to the Members..

Kindly take the above information on your record.

Thanking You,

Yours faithfully,

**For, GUJARAT TOOLROOM LIMITED**

  
**VISHAL M. SHAH**  
**MANAGING DIRECTOR**  
**(DIN: 03279724)**

**DATE: 09/09/2021**

**PLACE : AHMEDABAD.**



***37<sup>TH</sup> ANNUAL REPORT***  
***GUJARAT TOOLROOM LIMITED***  
***FINANCIAL YEAR 2020-2021***

**: KEY MANAGERIAL PERSONNEL & BOARD OF DIRECTORS:**

<b><u>Key Managerial Personnel &amp; Board of Directors</u></b>	Mr. Vishal Shah : Managing Director Mr. Manish Shah : Non-Executive Director Mr. Kunjan Vora : Independent Director Mr. Prakash Rahevar : Independent Director Ms. Neha Jain : Chief Financial Officer Ms. Avani Sejpal : Company Secretary
<b><u>Audit Committee</u></b>	Mr. Vishal Shah : Chairman Mr. Manish Shah : Member Mr. Kunjan Vora : Member
<b><u>Nomination and Remuneration Committee</u></b>	Mr. Manish Shah : Chairman Mr. Kunjan Vora : Member Mr. Prakash Rahevar : Member
<b><u>Stakeholders' Relationship Committee</u></b>	Mr. Vishal Shah : Chairman Mr. Manish Shah : Member Mr. Kunjan Vora : Member
<b><u>Statutory Auditor</u></b>	M/s. Dharmesh Parikh & Co LLP Chartered Accountants, Ahmedabad
<b><u>Secretarial Auditor</u></b>	Mr. Jitendra Parmar, Practicing Company Secretary, Ahmedabad
<b><u>Share Transfer Agent</u></b>	Bigshare Services Private Limited, A-802, Samudra Complex, Near Klassic Gold Hotel, Off C.G Road, Navrangpura, Ahmedabad – 380 009
<b><u>Registered Office</u></b>	402, Sheel Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad – 380 009

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# NOTICE

## **NOTICE OF THE 37<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of the Shareholders of Gujarat Toolroom Limited will be held on Thursday, 30<sup>th</sup> September, 2021 at 3:30 P.M. through Video Conferencing (VC) / Other Audio Video Means (OAVM) to transact the following businesses to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statement of the Company for the Financial Year ended on 31<sup>st</sup> March, 2021 and statement of Profit and Loss account together with the notes forming part thereof and Cash Flow Statement for the Financial Year ended on that date, and the reports of the Board of Directors ("The Board") and Auditor thereon.
2. To appoint a director in place of Mr. Vishal Shah (DIN: 03279724), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. Re-appointment of Mr. Kunjan Vora as an Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and as approved by Board of Directors, Mr. Kunjan Vora (DIN: 03612667), whose term is expired and who has submitted a declaration that he meets the criteria for independence, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from 14<sup>th</sup> August, 2021 upto 13<sup>th</sup> August, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

#### **Registered Office**

402, Sheel Complex, Nr. Mithakhali Under Bridge,  
Navrangpura, Ahmedabad – 380 009.

**Place: Ahmedabad**

**Dated: 14/08/2021**

**By order of Board of Directors  
GUJARAT TOOLROOM LIMITED**

**Sd/-**

**Vishal Mukesh Kumar Shah  
Chairman &  
Managing Director  
DIN: 03279724**

## NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 37<sup>th</sup> Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 19 and available at the Company's website [www.gujarattoolroom.com](http://www.gujarattoolroom.com).
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

- 6.** Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 7.** In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at [www.gujarattoolroom.com](http://www.gujarattoolroom.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- 8.** The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- 9.** In continuation of this Ministry's General Circular No. 20/2020, dated 05<sup>th</sup> May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.
- 10.** The helpline number regarding any query / assistance for participation in the AGM through VC/ OAVM is 1800225533
- 11.** The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 12.** Information regarding appointment/re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 set out in the Notice is annexed hereto.
- 13.** The Register of members and share transfer books of the Company will remain closed from Friday, 24<sup>th</sup> September, 2021 to Thursday, 30<sup>th</sup> September, 2021 (both days inclusive) for the purpose of Annual General Meeting.
- 14.** Members seeking any information with regard to accounts are requested to write to the Company at least 7 days before the meeting, so as to enable the management to keep the information ready.
- 15.** Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

- 16.** In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The Members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
- 17.** The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
- 18.** Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

(a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PANcard), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@gujarattoolroom.com](mailto:info@gujarattoolroom.com)

(b) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of AadharCard) to [gurjarvrain@rediffmail.com](mailto:gurjarvrain@rediffmail.com).

**19. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- i. The voting period begins on Monday, 27<sup>th</sup> September, 2021 at 9.00 a.m. to Wednesday, 29<sup>th</sup> September, 2021 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 Thursday, 23<sup>rd</sup> September, 2021 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.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/



websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email I'd in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a> .
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the

	AGM.
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/Ideas Direct Reg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen Digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting

their Depository Participants	feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:ahelpdesk.evoting@cdslindia.com">ahelpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:atevoting@nsdl.co.in">atevoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on Shareholders
- 3) 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
- 4) Next enter the Image Verification as displayed and Click on Login
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used
- 6) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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.
	<ul style="list-style-type: none"> <li>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 (iv).</li> </ul>

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN of the Company.
  - x. 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 YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. 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

- xvi. Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.
- xvii. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details, 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai -400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058542/43.

**20. The instructions for shareholders voting on the day of the AGM on e-voting system are as under:-**

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.

- c. If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- d. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**21. INSTRUCTION FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER: -**

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote E-voting.
3. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
4. Members are encouraged to join the Meeting through Laptops for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request in advance at least 7 days before AGM mentioning their name, demat account number/folio number, email id, mobile number at [info@gujarattoolroom.com](mailto:info@gujarattoolroom.com)
8. Shareholders who would like to express their views/have questions may send their questions in advance in advance at least 7 days before AGM mentioning their name demat account number/folio number, email id, mobile number at [info@gujarattoolroom.com](mailto:info@gujarattoolroom.com). The same will be replied by the company suitably
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**22. Process and manner for members opting for voting through Electronic means :**

1. The Members whose names appear in the Register of Members / List of Beneficial Owners as on Thursday, 23<sup>rd</sup> September, 2021 (cut – off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the

Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

2. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Thursday, 23<sup>rd</sup> September, 2021 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the PollPaper at the AGM by following the procedure mentioned in this part.
3. The remote e-voting will commence on Monday, 27<sup>th</sup> September, 2021 at 09.00 a.m. and ends on Wednesday, 29<sup>th</sup> September, 2021 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 Thursday, 23<sup>rd</sup> September, 2021, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
4. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Thursday, 23<sup>rd</sup> September, 2021.

The Company has appointed Mr. CS Gaurav Bachani, Practicing Company Secretary (Membership No. A61110; COP No: 22830), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Registered Office**

Office No.402, Sheel Complex,  
Near, Mithakhali Under Bridge,  
Navrangpura, Ahmedabad - 380 009.

**Place: Ahmedabad**

**Dated: 09/09/2021**

**By order of Board of Directors  
GUJARAT TOOLROOM LIMITED**

**Sd/-**

**Vishal Mukeshkumar Shah  
Chairman & Managing Director  
DIN: 03279724**

**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No. 3:**

Mr. Kunjan Vora is appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, in the Board Meeting of the Directors of the Company held on 14<sup>th</sup> August, 2021.

After the performance evaluation of Mr. Kunjan Vora, and considering his knowledge, expertise and experience in the field of Law and Management, the Board has considered to appoint Mr. Kunjan Vora as an Independent Director for further five years with effect from 14<sup>th</sup> August, 2021 to 13<sup>th</sup> August, 2026.

Brief profile of Mr. Kunjan Vora is attached as annexure to the notice along with the names of the Companies in which he holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided in the annexure to the explanatory statement attached herewith.

Save and except Mr. Kunjan Vora and his relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 3.

**Registered Office**

Office No.402, Sheel Complex,  
Near, Mithakhali Under Bridge,  
Navrangpura, Ahmedagad - 380 009.

**Place: Ahmedabad**

**Dated: 14/08/2021**

**By order of Board of Directors**

**GUJARAT TOOLROOM LIMITED**

**Sd/-**

**Vishal Mukeshkumar Shah**

**Chairman & Managing Director**

**DIN: 03279724**



## ANNEXURE TO NOTICE

Relevant details as stipulated under Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, in respect of directors seeking appointment / reappointment as director under Item No. 2 and 3 is as under:

Name of the Director	Mr. Vishal Shah	Mr. Kunjan Vora
Date of Birth	13/09/1987	20/11/1986
Date of first Appointment on the Board	24/05/2017	24/09/2015
Qualifications	Under Graduate	Graduate
Experience / Brief Resume/ Nature of expertise in specific functional areas;	More than 10 years of experience of general administration and accounts.	More than 5 years of experience in Marketing.
Terms and Conditions of Appointment along with remuneration sought to be paid	N.A.	N.A.
Remuneration last drawn by such person, if any	Nil	Nil
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2021	34,320	0
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company/ Disclosure of relationships between directors inter-se;	N.A.	N.A.
Number of Meetings of the Board attended during the year	5	5
Directorship in other Companies*	0	0
Chairman / Member of the Committees of Board of other Companies / Names of listed entities in which the person also holds the directorship and the membership of the Committees of the board	0	0

**\*Excluded Private Companies**

## BOARD'S REPORT

To,  
The Members,  
**GUJARAT TOOLROOM LIMITED**

Your Directors present the 37<sup>th</sup> Annual Report of the Company along with the Audited Statement of Accounts for the Financial Year ended on 31<sup>st</sup> March, 2021.

### 1. FINANCIAL PERFORMANCE:

During the period under review your Company has made a loss of Rs. 4.49 Lacs. Your directors are confident and optimistic of achieving upward growth and achieving much better results in the coming years.

The details of the financial performance are as under:

Particulars	(Rs.in Lakhs)	
	2020-21	2019-20
Revenue from Operations	0.00	0.00
Other Income	0.00	0.00
<b>Total Revenue</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Expenses</b>	<b>4.49</b>	<b>5.1</b>
<b>Profit/Loss Before Exceptional and Extra Ordinary Items and Tax</b>	<b>0.00</b>	<b>0.00</b>
Exceptional Items	0.00	0.00
<b>Profit/Loss before Extra-Ordinary Items and Tax/ Profit/Loss Before Tax</b>	<b>(4.49)</b>	<b>(5.1)</b>
Extraordinary Items	0.00	0.00
<b>Profit/Loss after Extra-Ordinary Items and Tax/ Profit/Loss Before Tax</b>	<b>(4.49)</b>	<b>(5.1)</b>
Tax Expense: Current Tax	0.00	0.00
Deferred Tax	0.00	0.00
Total Tax expense	0.00	0.00
<b>Profit/Loss for the Period</b>	<b>(4.49)</b>	<b>(5.1)</b>

### 2. CHANGE IN NATURE OF BUSINESS, IF ANY

There is no change in nature of Business during the year under review.

### 3. ANNUAL RETURN

The Annual Return of the Company as on 31<sup>st</sup> March, 2021 is available on the website of the Company at <http://gujarattoolroom.com/annual-reports/>

#### **4. BOARD MEETINGS AND ATTENDANCE**

The Directors of the Company met at regular intervals at least once in a quarter with the gap between two meetings not exceeding 120 days to take a view of the Company's policies and strategies apart from the Board Matters.

During the year under the review, the Board of Directors met 6 (Six) times i.e. 22<sup>nd</sup> June, 2020, 16<sup>th</sup> July, 2020, 7<sup>th</sup> September, 2020, 15<sup>th</sup>. September, 2020 12<sup>th</sup> November, 2020, and 12<sup>th</sup> February, 2021.

#### **5. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(3)(c) and Section 134(5) of the Companies Act, 2013, to the best of their knowledge and belief the Board of Directors hereby submits that:

- a. In the preparation of the Annual Accounts, for the year ended on 31<sup>st</sup> March, 2021 the applicable accounting standards have been followed and there are no material departure from the same,
- b. The Directors had 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 at the end of financial year and of the profit of the Company for the Financial Year ended on 31<sup>st</sup> March, 2021,
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 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 were adequate and operating effectively.

#### **6. COMMENT ON AUDITORS' REPORT**

There were no qualifications, reservations, adverse remarks or disclaimer made by the Auditors in their report on the financial statement of the Company for the Financial Year ended on 31<sup>st</sup> March, 2021. Maintenance of cost records as specified under Companies Act, 2013 is not applicable to the Company.

#### **7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, investment, guarantees and securities made by the Company as per provisions of Section 186 of the Companies Act, 2013.

#### **8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

During the year no contracts or arrangements were made with related parties falling under the purview of Section 188 of the Companies Act, 2013.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

#### **9. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:**

The Company has in place adequate internal financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, such Controls were tested and no reportable material weakness was observed.

#### **10. CHANGE IN REGISTERED OFFICE OF THE COMPANY:**

During the year, there was no change in the Registered Office of the Company.

#### **11. Reserves & Surplus**

<b>Sr. No.</b>	<b>Particulars</b>	<b>(Rs. in Lakhs)</b>
1.	Surplus / (Deficit) in Statement of Profit and Loss at the beginning of the year	(38.88)
2.	Current Year's Profit / Loss	(4.48)
3.	Amount of Securities Premium and other Reserves	0.47
	<b>Total</b>	<b>(42.90)</b>

#### **13. TRANSFER TO RESERVES & SURPLUS:**

During the year under review, the Company has not transferred any amount to Reserves.

#### **14. DIVIDEND**

The company has incurred loss of Rs4.49 lacs and therefore, your directors have not recommended any dividend for the year 2020-21.

#### **15. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT**

There are no material changes and commitments, affecting the financial position of the Company which has occurred in the Financial Year 2020-21.

#### **16. TRANSFER TO THE UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unpaid/unclaimed Dividend declared, the provisions of Section 125 of the Companies Act, 2013 does not apply

## **17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

### **A. CONSUMPTION OF ENERGY & TECHNOLOGY ABSORPTION:**

As the Company is not engaged in any production activity, no steps towards conservation energy or technology absorption are taken by the Company and hence no particulars as required under Section 134 (3) (m) of the Companies Act, 2013, in respect of Conservation of Energy, Technology Absorption are furnished by the Board

### **B. FOREIGN EXCHANGE EARNING & OUTGO:**

Foreign Exchange Earning: **NIL**

Foreign Exchange Outgo: **NIL**

## **18. COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD - 1 AND SECRETARIAL STANDARD - 2:**

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

## **19. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:**

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

## **20. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF THE RISK MANAGEMENT POLICY OF THE COMPANY**

The Company has in place, a mechanism to identify, assess, monitor and mitigate various risks towards the key business objectives of the Company. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

## **21. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **i. COMPOSITION OF BOARD**

The Directors and Key Managerial Personnel of the Company are summarized below:

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>	<b>DIN</b>	<b>No. of Board Meeting Held</b>	<b>No. of Board Meeting attended</b>
1.	Mr. Vishal Shah	Managing Director	03279724	6	6
2.	Mr. Manish Shah	Additional Director	03060959	6	5
3.	Mr. KunjanVora	Independent Director	03612667	6	6
4.	Mr. Prakash Rahevar	Independent Director	00717541	6	6

5	Ms. AvaniSejpal*	Company Secretary	-	-	-
6.	Mr. Bhavin Parekh**	Director	00034258	6	1

\* Ms. AvaniSejpal appointed as Company Secretary and Compliance Officer of the Company with effect from 11<sup>th</sup> May, 2021.

\*\* Mr. Bhavinparekh has resigned from the post of Director and Mr. Manish Shah as an Additional Director has been appointed as an Additional Director with effect from 16<sup>th</sup> July, 2021

#### **ii. APPOINTMENT AND RESIGNATION:**

There were no other changes in the composition of the Board of Directors of the Company during the Financial Year 2020-21 except Resignation of Mr. Bhavin Parekh from the post of Director and Appointment of Mr. Manish Shah as an Additional Director of the Company w.e.f. 16<sup>th</sup> July, 2020.

However, Ms. AvaniSejpal was appointed as Company Secretary of the company w.e.f. 11<sup>th</sup>May,2021.

#### **iii. RETIREMENT BY ROTATION:**

In accordance with the provisions of section 152[6] of the Act and in terms of Articles of Association of the Company, Mr. Vishal Shah (DIN: 03279724) being liable to retire by rotation, shall retire at the ensuing Annual General Meeting and being eligible, offer himself for reappointment. The Board recommends his reappointment.

#### **iv. STATEMENT ON FORMAL ANNUAL EVALUATION OF BOARD**

Nomination and Remuneration Committee annually evaluates the performance of individual Directors, Committees, and of the Board as a whole in accordance with the formal system adopted by it. Further, the Board also regularly in their meetings held for various purposes evaluates the performance of all the Directors, committees and the Board as a whole. The Board considers the recommendation made by Nomination and Remuneration Committee in regard to the evaluation of board members and also tries to discharge its duties more effectively. Each Board member's contribution, their participation was evaluated and the domain knowledge they bring. They also evaluated the manner in which the information flows between the Board and the Management and the manner in which the board papers and other documents are prepared and furnished.

#### **v. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:**

Regular meetings of the Board are held to discuss and decide on various business policies, strategies, financial matters and other businesses.

During the year under review, the Board duly met 6 (Six) times i.e. 22<sup>nd</sup> June, 2020, 16<sup>th</sup> July, 2020, 7<sup>th</sup> September, 2020, 15<sup>th</sup>. September, 2020 12<sup>th</sup> November, 2020, and 12<sup>th</sup> February, 2021 in respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

#### **vi. MEETINGS OF INDEPENDENT DIRECTORS:**

The Independent Directors met once during the year under review on 7<sup>th</sup> September, 2020 and 12<sup>th</sup> February, 2021. The Meetings were conducted in an informal manner without the presence of the Wholetime Directors, the Non-Executive Non-Independent Directors, or any other Management Personnel.

## **22. DECLARATION BY INDEPENDENT DIRECTORS**

Mr. Prakash Rahevar(DIN: 00717541) andMr.KunjanVora (DIN: 03612667)Independent Directors of the Company have confirmed to the Board that they meet the criteria of Independence as specified under Section 149 (6) of the Companies Act, 2013 and they qualify to be Independent Director. Also confirmed that,they havemet all the requirements of Independent Director as mentioned under Regulation 16 (1) (b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The confirmation was noted by the Board.

## **23. CORPORATE GOVERNANCE**

Since the Paid up Capital of Company is less than Rs. 10 Crores and Turnover is less than Rs. 25 Crores therefore by virtue of Regulation 15 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company. Hence Corporate Governance does not form part of this Board's Report.

## **24. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company has noSubsidiaries / Joint Venture / Associate Company.

## **25. PUBLIC DEPOSITS**

As per Section 73 of the Companies Act, 2013 the Company has neither accepted nor renewed any deposits during the Financial Year. Hence the Company has not defaulted in repayment of deposits or payment of interest during the Financial Year.

## **26. FORMAL ANNUAL EVALUATION PROCESS BY BOARD**

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, the Board has carried the evaluation of its own performance, performance of Individual Directors, Board Committees, including the Chairman of the Board on the basis of attendance, contribution towards development of the Business and various other criteria as recommended by the Nomination and Remuneration Committee of the Company. The evaluation of the working of the Board, its committees, experience and expertise, performance of specific duties and obligations etc. were carried out. The Directors expressed their satisfaction with the evaluation process and outcome.

In a separate meeting of Independent Directors the performances of Executive and Non-Executive Directors were evaluated in terms of their contribution towards the growth and development of the Company. The achievements of the targeted goals and the achievements of the Expansion plans were too observed and evaluated, the outcome of which was satisfactory for all the Directors of the Company.

## 27. AUDITORS:

### A. STATUTORY AUDITOR

M/s.DharmeshParekh &Co. LLP Chartered Accountants, Ahmedabad, (FRN:112054W/W100725), were appointed as the Statutory Auditors of the Company. The Auditor's report for the Financial Year ended 31<sup>st</sup>March, 2021has been issued with an unmodified opinion, by the Statutory Auditors.

However, in accordance with the Companies Amendment Act, 2017, enforced on 7<sup>th</sup> May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

### B. SECRETARIAL AUDITOR

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practicing Company Secretary. The Board has appointed Mr.JitendraParmar, Company Secretary, Ahmedabad to conduct Secretarial Audit for the Financial Year 2020-21. Secretarial Audit Report issued by M/s.GuaravBachani& Associates, Practicing Company Secretary, and Company Secretaries in Form-**MR-3**, attached and marked as **Annexure "A"**, for the period under review forms part of this report.

The said report contains certain observation or qualifications which are as under:

Sr. No.	Qualification	Explanation
1.	<i>Non-Compliance of Schedule B Regulation 4 (2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 which stipulates that the listed entity shall close the trading window after the end of every quarter till 48 hours after the declaration of Financial Results of that quarter. However, the Company has not closed its trading window for the June Quarter.</i>	The Board would like to inform you that during the Financial Year 2020-21, the Company has regularly closed its Trading Window as stipulated Schedule B Regulation 4 (2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 but failed to intimate about such closure of trading window for the June 2020 Quarter due to disturbance in working caused by the Covid-19, and such error is inadvertent in nature.
2.	<i>Non-Compliance of Regulation 74(5) of the Securities and Exchange Board India (Depository and Participant) Regulations, 2018 which stipulates that the listed entity shall submit the Certificate from depository confirming that securities comprised in the said certificatehave been listed on the Stock Exchange. However, the Company has not submitted this Certificate under regulation 74(5) for the June and December Quarter.</i>	The Board would like to inform you that the present issued and paid up share capital of the Company is listed on BSE and due to non-availability of Whole time Company Secretary during the period of non-compliance, the Company missed to submit the Certificate under regulation 74(5) for the June 2020 and December 2020 Quarter.



3.	<i>Non-Compliance of Section 117 of Companies Act, 2013 which stipulates that the Company is required to file E-Form MGT-14 for approval of financial statement &amp; the Board's report for the year ending 31st March, 2020 within 30 days from the date of Board Meeting. However, the Company has not filed E-Form MGT-14 for approval of financial statements, the Board's report, appointment of Internal Auditor and Secretarial Auditor for the year ending 31st March, 2020</i>	The Board would like to state that the Company failed to submit the details of the Board Resolution in MGT 14 and the said error is inadvertent in nature, further.
4.	<i>Non-Compliance of Section 203(4) of the Companies Act, 2013 which stipulates that the company has to appoint Whole-time Key Managerial Personnel within a period of six months from the date of resignation of Key Managerial Personnel. The Company appointed Ms. AvaniSejpal as whole-time Company secretary and Compliance officer of the Company which is w.e.f. 11th May, 2021 i.e. delay of more than 6 months from resignation of previous Company secretary.</i>	The Board would like to intimate you that the Company was in search for the Qualified Company Secretary to be appointed as Company secretary and Compliance officer but looking to the size and turnover, the Company couldn't get any interested candidate during the period of non-compliance.
5.	<i>Non-Compliance of Section 149 (1) of the Companies Act, 2013 which stipulates that Every Listed Company is required to appoint at least one woman director on the Board.</i>	The Board would like to intimate you that the Company is in process of appointment of Woman Director. However, the Company will intimate the same as and when process of appointment gets completed.

### **C. COST AUDITORS:**

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company

### **28. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:**

During the financial year ended on March 31,2021. There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code,2016 (31 of 2016) against the Company.

### **29. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

Not applicable during the year under review.

### 30. DISCLOSURES OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS

#### A. Composition of Audit Committee:

Pursuant to the provisions of section 177(8) of the Companies Act, 2013, the Board hereby discloses the composition of the Audit Committee and other relevant matters as under:

Name Of Director	Category of Directorship	Designation	Number of meeting held	Number of meeting attended
Mr. Prakash Rahevar	Independent Non Executive	Member	4	4
Mr. Vishal Shah	Managing Director	Member	4	4
Mr. KunjanVora	Independent Non Executive	Chairman	4	4

The broad terms of reference of the Audit Committee are as under:

- Reviewing 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
- Recommending the appointment, remuneration and terms of appointment of external Auditor.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- 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.
- Monitoring the end use of funds raised through public offers and related matters.
- Reviewing with management the Annual financial statements and half yearly and Quarterly financial results before submission to the Board.
- Reviewing periodically the adequacy of the internal control system.
- Discussions with Internal Auditor on any significant findings and follow up there on.

The Audit Committee acts in accordance with the terms of reference specified by the Board of Directors of the Company. Further during the period under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

**Four meetings** of the Audit Committee were held during the year viz. on 22/06/2020, 15/09/2020, 12/11/2020 and 12/02/2021.

B. Composition of Nomination and Remuneration Committee:

The members of the Committee are as follows:

Name Of Director	Category of Directorship	Designation	Number of meeting held	Number of meeting attended
Mr. Prakash Rahevar	Independent Non Executive	Member	3	3
Mr. Vishal Shah	Managing Director	Member	3	3
Mr. KunjanVora	Independent Non Executive	Chairman	3	3

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining the qualifications, positive attributes and independence of Director;
- Devising a policy on Board diversity;
- Formulation of Remuneration policy;
- Review the structure, size and composition of the Board;
- Identifying and selection of candidates for appointment as Directors;
- Identifying potential individuals for appointment as Key Managerial Personnel and Senior Management;
- Formulation of criteria for evaluation of Independent Directors and the Board.

During the financial year ended on 31<sup>st</sup>March 2021, the Nomination and Remuneration Committee met **three times** 16/07/2020, 07/09/2020 and 12/02/2021.

C. Composition of Stakeholder Relation Committee:

The members of the Committee are as follows:

Name Of Director	Category of Directorship	Designation	Number of meeting held	Number of meeting attended
Mr. Prakash Rahevar	Independent Non Executive	Member	1	1
Mr. Vishal Shah	Managing Director	Member	1	1
Mr. KunjanVora	Independent Non Executive	Chairman	1	1

During the financial year ended on 31<sup>st</sup>March 2021, the Stakeholders Relationship Committee met **one time** on 12/02/2021.

**Details of Investor's grievances/ Complaints:**

All investor complaints received during the year were resolved. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31<sup>st</sup> March, 2021 are **NIL**.

There were no pending requests for share transfer/dematerialization of shares as of 31<sup>st</sup> March 2020.

**Compliance Officer:**

The Company Secretary and Compliance officer of the Company is Ms. Avani Sejpal.

**31. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company has always been committed to provide a safe and conducive work environment to its employees. Your Directors further state that during the year under review there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as confirmed by the Internal Complaints Committee as constituted by the Company.

**32. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has established vigil mechanism/Whistle Blower Policy for Directors and employees of the Company to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct and ethics Policy. The said mechanism also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The Board of Directors of the Company frequently reviews the vigil mechanism/whistle blower policy in order to ensure adequate safeguards to employees and Directors against victimization. The said policy is also available on the website of the Company at [www.gujarattoolroom.com](http://www.gujarattoolroom.com)

**33. PARTICULARS OF EMPLOYEES:**

The Company does not have any employee getting remuneration under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, Disclosures regarding the above is not required to be mentioned.

**34. MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the Company's current working and future outlook as per Annexure -B.

### **35. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are **not applicable**.

### **36. ACKNOWLEDGEMENTS**

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory Bodies, Stakeholders including Financial Institutions, Suppliers, Customers and other business associates who have extended their valuable sustained support and encouragement during the year under review.

Your Directors take this opportunity to recognize and place on record their gratitude and appreciation for the commitment displayed by all executives, officers and staff at all levels of the Company. We look forward for the continued support of every stakeholder in the future.

**Registered Office:**

402-Sheel Complex,  
Nr. Mithakhadi under Bridge,  
Navrangpura, Ahmedabad- 380009

**Place:** Ahmedabad

**Date:** 14<sup>th</sup> August, 2021

**By the Order of the Board  
Gujarat Toolroom Limited**

Sd/-  
Manish Shah  
Director  
DIN: 03060959

Sd/-  
Vishal Shah  
Managing Director  
DIN: 03279724

## **Annexure-B**

### **Management Discussion and Analysis**

#### **A. Industry structure and developments**

The Indian Economy has shown significant resilience amidst the global pandemic and trade shock that began to impact the global economy towards the end of 2019-20 and acquired catastrophic proportions in 2020-21. The cumulative value of overall exports (merchandise & services) during April-March 2020-21 has been estimated at USD 493.19 Billion compared to USD 528.37 Billion during April-March 2019-20, registering a negative growth of 6.66 percent. He added that it reflects a remarkable recovery over the course of the financial year after the huge downturn in April 2020 reflected in decline in merchandise exports by (60.28)% and services exports by (8.92) %.

The overall trade deficit, taking merchandise and services together, for April-March 2020-21 is estimated at 12.74 USD billion as compared to the deficit of 77.76 US Billion in April-March 2019-20. The merchandise trade deficit between 2019-20 and 2020-21 declined from USD 161.35 Billion to 98.56 Billion.

#### **B. Opportunities and Threats**

##### **Opportunities**

Going ahead, there could be a positive side for textile and other business as festival season will start from mid 3<sup>rd</sup> Quarter till end of March, which majorly includes Diwali, Christmas and Holi. Further from November'21 to March'22 marriages will be in quantum so all these festivals and marriages will increase the demand in textile fabrics.

##### **Threats**

Currently the biggest threat is COVID 19 and its impact. It is expected that overall textile business will be severely affected which would result in various job losses across the value chain. First half of FY 22 was very tough and the second half is expected to give some relief to the business and the society in general and also it is expected that India will be able to control the COVID 19 Pandemic within next 2-3 months.

#### **C. Segment-wise or product-wise performance**

The Company is operating in only one segment.

#### **D. Outlook**

It is estimated that India's current fiscal year budget points to make a shift towards demand-side stimulus, with an uptick in public investment. In the financial year India's economic growth is projected at 12.6% by Organization for Economic Co-operation and Development (OECD) which would enable India to retain its earlier tag of the fastest growing large economy in the world. The discretionary fiscal measures announced in India during the budget will add to the overall support. However, the V shaped spike in Covid cases is expected to impact the 'V' shaped recovery projected for the Indian economy.

## **E. Risks and concerns**

Management recognizes the following principal risks that may influence decisions made by investors given their significant impact on business conditions as stated in the securities report, and among matters pertaining to accounting status, consolidated companies' financial status and business performance, as well as cash flows. Our risk management system addresses the increasingly complex risks that we face in our day-to-day operations. The risk management system conducts risk analysis of economic and social changes and implements preventive measures that are best suit for the Company.

## **F. Internal control systems and their adequacy**

The Company has adequate internal financial control systems that commensurate with the size and nature of its business. Management has overall responsibility for the Company's control systems to safeguard assets and to ensure reliability of financial records. The Company has due policies and procedures to ensure effective control of its business, including adherence to Company's policies, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of financial information.

Audit Committee reviews all financial statements and ensures adequacy of control systems. The Company has a well defined organization structure, authority levels and internal rules and guidelines for conducting business transactions.

## **G. Discussion on financial performance with respect to operational performance**

The financial performance of the Company for the Financial Year 2020-21 is described in the report of Board of Directors' of the Company.

## **H. Material developments in Human Resources / Industrial Relations front including number of people employed**

The cordial employer - employee relationship also continued during the year under the review. The Company has continued to give special attention to human resources.

### **Registered Office:**

402, Sheel Complex, Nr. Mithakhali Under  
Bridge, Navrangpura, Ahmedabad – 380 009

**Place:** Ahmedabad

**Date:** 14<sup>th</sup> August, 2021

**By the Order of the Board  
Gujarat Toolroom Limited**

Sd/-  
Manish Shah  
Director  
DIN: 03060959

Sd/-  
Vishal Shah  
Managing Director  
DIN: 03279724

## ANNEXURE A

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021

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

To,  
The Members of  
**Gujarat Toolroom Limited**  
402, Sheel Complex,  
Near Mithakali Under Bridge,  
Navrangpura, Ahmedabad-380009, Gujarat

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gujarat Toolroom Limited** (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **Gujarat Toolroom Limited's** 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, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2021, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Gujarat Toolroom Limited**("the Company") for the Financial Year ended on 31<sup>st</sup> March, 2021, according to the provisions of:-

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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; (Not applicable to the Company during the Audit Period).
5. 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period).
  - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period).
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;



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

- i. Secretarial Standards issued by the Institute of Company Secretaries of India;
- ii Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except:

1. *Non-Compliance of Schedule B Regulation 4 (2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 which stipulates that the listed entity shall close the trading window after the end of every quarter till 48 hours after the declaration of Financial Results of that quarter. However, the Company has not closed its trading window for the June, 20 Quarter and September, 20 Quarter.*
2. *Non-Compliance of Regulation 74(5) of the Securities and Exchange Board India (Depository and Participant) Regulations, 2018 which stipulates that the listed entity shall submit the Certificate from depository confirming that securities comprised in the said certificate have been listed on the Stock Exchange. However, the Company has not submitted this Certificate under regulation 74(5) for the June and December Quarter.*
3. *Non-Compliance of Section 117 of Companies Act, 2013 which stipulates that the Company is required to file E-Form MGT-14 for approval of financial statement & the Board's report for the year ending 31<sup>st</sup> March, 2020 within 30 days from the date of Board Meeting. However, the Company has not filed E-Form MGT-14 for approval of financial statements, the Board's report, appointment of Internal Auditor and Secretarial Auditor for the year ending 31<sup>st</sup> March, 2020.*
4. *Non-Compliance of Section 203(4) of the Companies Act, 2013 which stipulates that the company has to appoint Whole-time Key Managerial Personnel within a period of six months from the date of resignation of Key Managerial Personnel. The Company appointed Ms. Avani Sejpal as whole-time Company secretary and Compliance officer of the Company which is w.e.f. 11<sup>th</sup> May, 2021 i.e. delay of more than 6 months from resignation of previous Company secretary.*

*I further report that Composition of Board of Directors of the Company is not constituted as per Section 149 (1) of the Companies Act, 2013. Every Listed Company is required to appoint at least one woman director on the Board. However, the Company is in process of appointment of Woman Director as per Section 149(1) of the Companies Act, 2013.*

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.

I 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.

However, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation etc. except the scheme of capital reconstruction as detailed hereinabove.
- (iv) Foreign technical collaborations.

**SD/-**  
**Jitendra Parmar**  
**(Company Secretary)**  
FCS: 11336  
COP: 15863  
UDIN: F011336C000786814

Date: 14<sup>th</sup> August, 2021  
Place: Ahmedabad

This report is to be read with our letter of even date which is annexed as Annexure - 1 and forms an integral part of this report.

To,  
The Members  
**Gujarat Toolroom Limited**  
Ahmedabad

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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 on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I 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.

**SD/-**  
**Jitendra Parmar**  
**(Company Secretary)**

FCS: 11336

COP: 15863

UDIN: F011336C000786814

Date: 14<sup>th</sup> August, 2021

Place: Ahmedabad

## **Independent Auditor's Report**

### **To the Members of Gujarat Toolroom Limited**

### **Report on the audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying Standalone Financial Statements of Gujarat Toolroom Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2021, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, read with the emphasis of matter paragraph below, give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2021, the loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

#### **Emphasis of Matter**

We draw attention to the fact that the company has huge accumulated losses and do not have any operating revenue. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the accompanying financial statements have been prepared under the going concern assumption based on the undertaking from the management that they are looking for alternative business opportunities and do not have any intention to curtail the business.

Our opinion is not modified in respect of this matter.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Description of Key Audit Matters**

In our opinion and to the best of our information and according to the explanations given to us we have determined that there are no key audit matters to communicate in our report.

#### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Independent Auditor's Report**  
**RE: Gujarat Toolroom Limited (Continue)...**

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**Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**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 and presentation 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 accounting principles generally accepted in India, including the applicable Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

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.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibility**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

**Independent Auditor's Report**  
**RE: Gujarat Toolroom Limited (Continue)...**

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As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

**Independent Auditor's Report**  
**RE: Gujarat Toolroom Limited (Continue)...**

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**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable
2. As required by section 143(3) of the Act, 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, the Statement Cash Flows and the Statement of Changes in Equity 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 specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) The going concern matter described in the Emphasis of matter paragraph above, in our opinion, may have an adverse impact on the functioning of the company;
  - f) on the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2021 from being appointed as a director in terms of Section 164(2) of the Act;
  - g) 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 B';
  - h) 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, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**Independent Auditor's Report**  
**RE: Gujarat Toolroom Limited (Continue)...**

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3. With respect to the matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

According to the information and explanations given to us and on the basis of our examination of the records of the Company, managerial remuneration has not been paid /provided. Accordingly, reporting under section 197(16) of the Act is not applicable.

Place : Ahmedabad  
Date : 30/06/2021

For, **DHARMESH PARIKH & CO LLP**  
Chartered Accountants  
Firm Reg. No. 112054W/W100725

**Anuj Jain**  
Partner  
Membership No. 119140  
UDIN : 21119140AAAAMD8160



**ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT  
RE: GUJARAT TOOLROOM LIMITED**

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(Referred to in Paragraph 1 of our Report of even date)

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the Ind AS Financial Statements for the year ended 31<sup>st</sup> March, 2021, we report that:

- (i) The company does not have any Fixed Assets. Accordingly, the provisions of paragraph 3(i)(a) to (c) of the Order are not applicable.
- (ii) The Company has not carried out any commercial activities during the year ended on 31<sup>st</sup> March, 2021 and hence it does not carry any Inventory. Accordingly the provisions of paragraph 3(ii) of the Order are not applicable.
- (iii) According to the information and explanation given to us and the records produced to us for our verification, the company has not granted any loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly the provisions of paragraph 3 (iii) of the Order are not applicable.
- (iv) According to the information and explanations given to us and representations made by the Management, the Company has not done any transactions covered under section 185 and 186 in respect of loans, investments, guarantees and security. Accordingly the provisions of paragraph 3 (iv) of the Order are not applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) The company has not done any commercial activity during the year under review. Accordingly, the maintenance of cost records under section 148(1) of the Act as prescribed by the Central Government is not applicable to the company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account during the year in respect of undisputed statutory dues including income tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance, provident fund, goods and service tax, cess and duty of excise during the year.  

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax and other material statutory dues were in arrears as at 31<sup>st</sup> March, 2021 for a period of more than six months from the date they became payable.
- (b) According to the records of the Company and representations made by the Management, there are no statutory dues as mentioned in paragraph 3(vii) (a) as at 31<sup>st</sup> March, 2021 which have not been deposited on account of any dispute.
- (viii) The Company has not taken any loan either from banks, financial institutions or from the government and has not issued any debentures. Accordingly the provisions of paragraph 3 (viii) of the Order are not applicable.

**ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT  
RE: GUJARAT TOOLROOM LIMITED (Continue)....**

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(Referred to in Paragraph 1 of our Report of even date)

- (ix) 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.
- (x) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practice in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- (xi) According to the information and explanations given to us and on the basis of our examination of the records of the Company, managerial remuneration has not been paid/provided. Accordingly the provisions of Clauses 3(xi) of the Order are not applicable.
- (xii) In our opinion, the Company is not a nidhi Company. Accordingly the provisions of Clauses 3 (xii) of the Order are not applicable.
- (xiii) As per information and explanation given to us and on the basis of our examination of the records of the Company, all the transaction with related parties are in compliance with section 177 and 188 of Companies Act 2013 and all the details have been disclosed in the Ind AS financial statements as required by the applicable Indian Accounting Standards.
- (xiv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not made any preferential allotment or private placement or not issued any debenture during the year under review. Accordingly the provisions of paragraph 3(xiv) of the Order are not applicable.
- (xv) According to the information and explanations given to us and on the basis of our examination of the records, Company has not entered into any non-cash transactions with any director or any person connected with him. Accordingly the provisions of Clauses 3(xv) of the Order are not applicable to the Company.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable.

Place : Ahmedabad  
Date : 30/06/2021

For, **DHARMESH PARIKH & CO LLP**  
Chartered Accountants  
Firm Reg. No. 112054W/W100725

**Anuj Jain**  
Partner  
Membership No. 119140  
UDIN : 21119140AAAAMD8160

**ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT  
RE: GUJARAT TOOLROOM LIMITED**

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(Referred to in Paragraph 2(g) of our Report of even date)

**Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act 2013 (the act).**

**Opinion**

We have audited the internal financial controls over financial reporting of the company as of 31<sup>st</sup> March, 2021 in conjunction with our audit of the Standalone Financial Statements of the company for the year ended on that date.

The company is not having any defined SOP to manage its operations. Accordingly there are some limitations in the control aspects of financial reporting. In our opinion, except for the possible effects of this material weakness, 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 31<sup>st</sup> March 2021, 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.

**Management's Responsibilities for Internal Financial Controls**

The Company's management 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 (ICAI). 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, including adherence to company's policies, 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.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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.

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 judgment, including the assessment of the risks of material misstatement of the Standalone 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.

## **ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT**

**RE: GUJARAT TOOLROOM LIMITED (Continue)....**

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(Referred to in Paragraph 2(g) of our Report of even date)

### **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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent 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.

Place : Ahmedabad

Date : 30/06/2021

For, **DHARMESH PARIKH & CO LLP**

Chartered Accountants

Firm Reg. No. 112054W/W100725

**Anuj Jain**

Partner

Membership No. 119140

UDIN : 21119140AAAAMD8160

**GUJARAT TOOLROOM LIMITED**  
Balance Sheet as at 31st March 2021

(Amount in Rupees)

	Notes	As at 31-Mar-2021	As at 31-Mar-2020
<b>ASSETS</b>			
<b>(I) Non-Current Assets</b>			
(a) Property, Plant and Equipment		-	-
(b) Capital Work-In-Progress		-	-
(c) Other Intangible Assets		-	-
(d) Financial Assets		-	-
(e) Other Non-current Assets		-	-
<b>(II) Current Assets</b>			
(a) Inventories			
(b) Financial Assets			
(i) Cash & Cash Equivalents	3	503,172	26,693
(c) Other Current Assets	4	3,740,000	4,240,000
		<b>4,243,172</b>	<b>4,266,693</b>
<b>Total ASSETS</b>		<b>4,243,172</b>	<b>4,266,693</b>

**EQUITY AND LIABILITIES**

**EQUITY**

(a) Equity Share Capital	5	6,953,600	6,953,600
(b) Other Equity	6	(4,290,825)	(3,841,854)
		<b>2,662,775</b>	<b>3,111,746</b>

**LIABILITIES**

**(I) Non-Current Liabilities**

**(II) Current Liabilities**

(a) Financial Liabilities			
(i) Borrowings	7	1,390,998	371,001
(ii) Trade Payables	8	159,399	783,946
(b) Other Current Liabilities	9	30,000	-
		<b>1,580,397</b>	<b>1,154,947</b>


**Total EQUITY AND LIABILITIES**

**4,243,172**      **4,266,693**

Summary of significant accounting policies

As per our report of even date  
For **Dharmesh Parikh & CO LLP**  
Chartered Accountants  
Firm Registration Number : 112054W/W100725


For and on behalf of the board of directors of  
**GUJARAT TOOLROOM LIMITED**

  
Anuj Jain  
Partner  
Membership No. 119140



  
Manish Shah  
Director  
DIN : 03060959

  
Vishal M Shah  
Director  
DIN : 03279724

  
Neha Ketan Jain  
Chief Financial Officer

  
Avani Sejpal  
Company Secretary

Place : Ahmedabad  
Date : 30/06/2021

Place : Ahmedabad  
Date : 30/06/2021

# GUJARAT TOOLROOM LIMITED


## Statement of Profit and Loss for the year ended on 31st March 2021

(Amount in Rupees)

	Notes	For the year ended 31-Mar-2021	For the year ended 31-Mar-2020
<b>a) Revenue</b>			
Revenue from Operations		-	-
Other Income		-	-
<b>Total Revenue</b>		-	-
<b>b) Expenses</b>			
Operating Expenses		-	-
Employee Benefits Expense		-	-
Finance Costs	10	944	1,180
Depreciation and Amortisation Expense		-	-
Other Expenses	11	448,027	508,708
<b>Total Expenses</b>		<b>448,971</b>	<b>509,888</b>
<b>c) (Loss) Before Tax</b>		<b>(448,971)</b>	<b>(509,888)</b>
<b>d) Tax Expense</b>			
Current Tax		-	-
MAT Credit Availment/(Entitlement)		-	-
Deferred Tax		-	-
Adjustment of Earlier Years		-	-
<b>Total Tax Expenses</b>		-	-
<b>e) Loss For The Year</b>		<b>(448,971)</b>	<b>(509,888)</b>
<b>f) Other Comprehensive Income</b>			
- Item that will be reclassified to Profit & Loss		-	-
- Item that will not be reclassified to Profit & Loss		-	-
<b>Total Other Comprehensive Income</b>		-	-
<b>g) Total Comprehensive Income for the Year</b>		<b>(448,971)</b>	<b>(509,888)</b>
<b>h) Earning per Equity Share (Face value of Rs.10 each)</b>	17		
Basic		(0.65)	(0.73)
Diluted		(0.65)	(0.73)

Summary of significant accounting policies

As per our report of even date  
**For Dharmesh Parikh & CO LLP**  
Chartered Accountants  
Firm Registration Number : 112054W/W100725

  
Anuj Jain  
Partner  
Membership No. 119140



For and on behalf of the board of directors of  
**GUJARAT TOOLROOM LIMITED**



Manish Shah  
Director  
DIN : 03060959



Vishal M Shah  
Director  
DIN : 03279724



Neha Ketan Jain  
Chief Financial Officer



Avani Sejpal  
Company Secretary

Place : Ahmedabad  
Date : 30/06/2021

Place : Ahmedabad  
Date : 30/06/2021

**UJARAT TOOLROOM LIMITED**  
**ish Flow Statement for the year ended on 31st March 2021**

(Amount in Rupees)

	For the year ended 31-Mar-2021	For the year ended 31-Mar-2020
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
(Loss) Before Tax	(448,971)	(509,888)
<b>Adjustment on account of :</b>		
Interest & Bank Charges	944	1,180
Operating (Loss) Before Working Capital Changes	(448,027)	(508,708)
<b>Movements in Working Capital :</b>		
Increase in current Borrowing	1,019,997	371,001
Increase / (Decrease) in Trade Payables	(624,547)	353,995
Increase in Current Assets	500,000	124,000
Increase in Current liabilities	30,000	-
<b>Cash Flow from/(used in) Operations</b>	<b>477,423</b>	<b>340,288</b>
Less : Direct Taxes Paid	-	-
<b>Net Cash Used in Operating Activities</b>	<b>477,423</b>	<b>340,288</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
<b>Net Cash Flow from Investing Activities</b>	<b>-</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest & Bank Charges paid	(944)	(1,180)
<b>Net Cash Used in Financing Activities</b>	<b>(944)</b>	<b>(1,180)</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>476,479</b>	<b>339,108</b>
Cash & Cash Equivalents at the beginning of the year	26,693	(312,415)
<b>Cash &amp; Cash Equivalents at the end of the year</b>	<b>503,172</b>	<b>26,693</b>

**Notes to Cash flow Statement :**

For the year ended  
31-Mar-2021

For the year ended  
31-Mar-2020

1.Reconciliation of Cash and cash equivalents with the Balance Sheet:

Cash and cash equivalents as per Balance Sheet (refer note 5)	503,172	26,693
	<b>503,172</b>	<b>26,693</b>

2. The Statement of Cash Flow has been prepared under the 'Indirect Method' set out in IND AS 7 'Statement of Cash Flow'.

3. As per the amendment in "Ind AS 7 Statement of Cash flows : Disclosure of changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. This amendment has become effective from 1st April, 2017 and the required disclosure is made below. There is no other impact on the financial statements due to this amendment.

accompanying notes are an integral part of the financial statements.

per our report of even date  
**r Dharmesh Parikh & CO LLP**  
 Chartered Accountants  
 Registration Number : 112054W/W100725

uj Jain  
 rtner  
 mbership No. 119140



For and on behalf of the board of directors of  
**GUJARAT TOOLROOM LIMITED**

*Manish K Shah*

**Manish Shah**  
 Director  
 DIN : 03060959

*Neha*  
**Neha Ketan Jain**  
 Chief Financial Officer

Place : Ahmedabad  
 Date : 30/06/2021

*Vishal M Shah*

**Vishal M Shah**  
 Director  
 DIN : 03279724

*Avani Sejpal*  
**Avani Sejpal**  
 Company Secretary

ice : Ahmedabad  
 te : 30/06/2021

# GUJARAT TOOLROOM LIMITED

## Notes to Financial Statements for the year ended 31st March 2021

### 1 Corporate Information

Gujarat ToolRoom Limited (GTL or 'the company'), was originally incorporated as Private Limited Company on 25/03/1983 with the Registrar of Companies, Gujarat and consequently converted in to Limited company with effect from 11/09/1991. The Company is listed Company and its equity shares are presently listed at Bombay Stock Exchange & Ahmedabad Stock Exchange. The company currently do not have any significant business. However the management is working on other alternative business opportunities and are hopeful of revival in the near future.

### 2 Summary of Significant Accounting Policies

#### a) Statement of Compliance

Gujarat ToolRoom Limited ('the Company') has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from 1st April 2016, in accordance with the notification issued by the Ministry of Corporate Affairs.

Upto the year ended March 31, 2016, the Company has presented its financial statements in accordance with the requirements of previous GAAP, which includes the Standards notified under the Companies (Accounting Standards) Rules, 2006. The date of transition to Ind AS is 1st April, 2016.

#### b) Basis of preparation and presentation of financial statements

These financial statements have been prepared on historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date.

In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation of shareholders' equity as at 31st March, 2017 and 1st April, 2016 and of the comprehensive net income for the year ended 31st March, 2017 as reported under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS financial statements.

The Financial statements are presented in INR except when otherwise stated.

#### c) Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and differences between the actual results and the estimates are recognised in the periods in which the results are known / materialized.

#### Estimates and assumptions are required in particular for:

##### i) Recognition of deferred tax assets:

A deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The management assumes that taxable profits will be available while recognising deferred tax assets.

##### ii) Recognition and measurement of other provisions:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in other provisions.

##### ii) Defined benefit plans (Gratuity benefits):

The obligation arising from the defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and life expectancy.

#### d) Current & Non-Current Classification

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of activities and time between the activities performed and their subsequent realisation in cash or cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

#### e) Cash And Cash Equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.





# GUJARAT TOOLROOM LIMITED

## Notes to Financial Statements for the year ended 31st March 2021

### f) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### g) Revenue Recognition

i) Revenue from sale of goods is recognised, net of return and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customer. Sales excludes sales tax and value added tax.

ii) Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### h) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

For purposes of subsequent measurement, financial assets and liabilities are classified in various categories as under.

- > at amortised cost
- > fair value through other comprehensive income
- > fair value through profit and loss account

Financial instruments are subsequently measured and accounted based on their category. All financial instruments of the Company are covered under Amortised Cost. After initial measurement, such financial assets and liabilities are subsequently measured using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

### Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- a) The rights to receive cash flows from the asset have expired, or
- b) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement

### Impairment of Financial Assets

The Company applies simplified approach model for measurement and recognition of impairment loss on the financial assets and credit risk exposure.

Under the simplified approach the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime expected credit losses (ECL) at each reporting date, right from its initial recognition.

### Derecognition of Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.



# GUJARAT TOOLROOM LIMITED

## Notes to Financial Statements for the year ended 31st March 2021

### **i) Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### **j) Segment Accounting**

In accordance with Companies (Indian Accounting Standard) Rules, 2015 (as amended), the company has determined its business segment as Mining Services. Since, there are no other business segments in which the company operates, there are no other primary reportable segments. Further since the company's services are limited to the operation of allocated mine, it operates in a single geographical segment. Therefore, the segment revenue, results, segment assets, segment liabilities, total cost incurred to acquire segment assets, depreciation charge are all as reflected in the financial statements.

### **k) Related Party Transactions**

Disclosure of transactions with Related Parties, as required by Ind AS 24 "Related Party disclosures" has been set out in a separate note. Related Parties as defined under clause 9 of the Ind AS 24 have been identified on the basis of representation made by management and information available with the Company.

### **l) Earnings Per Share**

The Basic EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year. The Diluted EPS has been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding at the end of the year.

### **m) Taxes on Income**

Tax expense comprises of current income tax and deferred tax.

#### **i) Current Taxation**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company operates and generates taxable income.

Current tax items, relating to items recognised outside the statement of profit and loss, are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Provision for current tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemption in accordance with the Income Tax Act, 1961.

Current tax assets and liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### **ii) Deferred Taxation**

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent it is probable that these assets can be realised in future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset where a legally enforceable right exists to offset current tax assets and liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax includes MAT tax credit. The Company reviews such tax credit asset at each reporting date to assess its recoverability.

### **n) Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is possible that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are not recognised in the financial statements.

The nature of such assets and an estimate of its financial effect are disclosed in notes to the Financial Statements.



# GUJARAT TOOLROOM LIMITED

## Statement of Changes in Equity for the year ended on 31st March 2021


### A. Share Capital

Particulars	Numbers	Amount in Rupees
As at 1 <sup>st</sup> April 2019	695,360	6,953,600
Changes in the Equity Share Capital	-	-
As at 31 <sup>st</sup> March 2020	695,360	6,953,600
Changes in the Equity Share Capital	-	-
As at 31 <sup>st</sup> March 2021	695,360	6,953,600

### B. Other Equity

Particulars	(Amount in Rupees)
	Retained Earnings
As at 1st April 2019	(3,378,918)
Add : Total Comprehensive Income for the year	(509,888)
As at 31 <sup>st</sup> March 2020	(3,888,806)
Add : Total Comprehensive Income for the year	(448,971)
As at 31 <sup>st</sup> March 2021	(4,337,777)

As per our report of even date  
For Dharmesh Parikh & CO LLP  
Chartered Accountants  
Firm Registration Number : 112054W/W100725

  
Anuj Jain  
Partner  
Membership No. 119140



For and on behalf of the board of directors of  
GUJARAT TOOLROOM LIMITED



Manish Shah  
Director  
DIN : 03060959

  
Neha Ketan Jain  
Chief Financial Officer



Vishal M Shah  
Director  
DIN : 03279724

  
Avani Sejpal  
Company Secretary

Place : Ahmedabad  
Date : 30/06/2021

Place : Ahmedabad  
Date : 30/06/2021

**GUJARAT TOOLROOM LIMITED**

Notes to Financial Statements for the year ended 31st March 2021

**5 Share Capital**

**Authorised shares**  
Equity Shares of Rs. 10/- each  
**Issued, subscribed fully paid-up shares**  
Equity shares of Rs. 10/- each fully paid up

As at 31-Mar-2021		As at 31-Mar-2020	
Numbers	Amt in Rs.	Numbers	Amt in Rs.
6,000,000	60,000,000	6,000,000	60,000,000
695,360	6,953,600	695,360	6,953,600
<b>695,360</b>	<b>6,953,600</b>	<b>695,360</b>	<b>6,953,600</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

**Equity shares**  
At the beginning of the year  
Issued during the period  
Outstanding at the end of the year

As at 31-Mar-2021		As at 31-Mar-2020	
Numbers	Amt in Rs.	Numbers	Amt in Rs.
695,360	6,953,600	695,360	6,953,600
695,360	6,953,600	695,360	6,953,600

**b. Terms/ rights attached to equity shares**

Company has only one class of equity shares having a 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 liquidator may divide amongst the members, in piece or kind, the whole or any part of the assets of the company, after distribution of all preferential amounts.

**c. Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates**

Out of equity shares issued by the company, shares held by its holding company together with its nominees are as below :

Equity Shares

As at 31-Mar-2021		As at 31-Mar-2020	
Numbers	Amt in Rs.	Numbers	Amt in Rs.
-	-	-	-
-	-	-	-

**d. Details of shareholders holding more than 5% shares in the company**

Equity Shares

As at 31-Mar-2021		As at 31-Mar-2020	
Numbers	% holding	Numbers	% holding
-	-	-	-
-	0%	-	0%



# GUJARAT TOOLROOM LIMITED

Notes to Financial Statements for the year ended 31st March 2021

## 3 Cash & Cash Equivalents

	Amt in Rs.	
	As at 31-Mar-2021	As at 31-Mar-2020
i) Cash in Hand	484,808	2,808
ii) Balances with banks - In Current Account	18,364	23,885
	<b>503,172</b>	<b>26,693</b>

## 4 Other Current Assets

	As at 31-Mar-2020	As at 31-Mar-2020
(Unsecured, Considered Goods) Capital Advances	3,740,000	4,240,000
	<b>3,740,000</b>	<b>4,240,000</b>

## 6 Other Equity

	As at 31-Mar-2021	As at 31-Mar-2020
<b>General Reserve</b>		
Opening Balance B/f	46,952	46,952
Add/Less During the year	-	-
<b>Closing Balance</b>	<b>46,952</b>	<b>46,952</b>
<b>Surplus/ (Deficit) In Statement Of Profit And Loss</b>		
Balance as per last financial statements	(3,888,806)	(3,378,918)
Adjusted pursuant to capital reduction scheme		
Add : (Loss) for the Year	(448,971)	(509,898)
<b>Net surplus/ (deficit) in the statement of profit and loss</b>	<b>(4,337,777)</b>	<b>(3,888,806)</b>
<b>Total Reserves and Surplus</b>	<b>(4,290,825)</b>	<b>(3,841,854)</b>

Note: Retained earnings represents the amount that can be distributed by the Company as dividends considering the requirements of the Companies' Act, 2013.

## 7 Current Borrowings

	Amt in Rs.	
	As at 31-Mar-2021	As at 31-Mar-2020
Unsecured borrowings - Others	1,390,998	371,001
	<b>1,390,998</b>	<b>371,001</b>

Note: Borrowing is repayable on demand and it is interest free

## 8 Trade Payables

	As at 31-Mar-2021	As at 31-Mar-2020
Trade payables		
- Micro, small and medium enterprise (refer note 15)	84,000	84,000
- Other than Micro, small and medium enterprise	75,399	699,946
	<b>159,399</b>	<b>783,946</b>



# GUJARAT TOOLROOM LIMITED

## Notes to Financial Statements for the year ended 31st March 2021

### 9 Other Current Liabilities

	As at 31-Mar-2021	As at 31-Mar-2020
Statutory Dues Payable (includes TDS )	30,000	-
	<b>30,000</b>	<b>-</b>

### 10 Finance Costs

	For the year ended 31-Mar-2021	For the year ended 31-Mar-2020
Bank Charges	944	1,180
Interest on TDS	-	-
	<b>944</b>	<b>1,180</b>

### 11 Other Expenses

	For the year ended 31-Mar-2021	For the year ended 31-Mar-2020
Advertisement Expenses	23,680	27,672
<b>Payment to Auditors</b>		
- Statutory Audit Fees	29,500	29,500
Legal & Filing Fees	373,340	399,177
RTA Fees	13,507	52,358
Website Development Charges	8,000	-
	<b>448,027</b>	<b>508,707</b>

### 12 Fair Value Measurement and Hierarchy

Since the Company does not have any financial asset or liability measured at fair value, disclosure of fair value hierarchy and disclosure of category-wise assets and liabilities is not relevant. All financial assets and liabilities of the Company have been valued at amortised cost and their values are not expected to be different than those presented in financial statements.

### 13 Financial Instruments And Risk Review

The Company's principal financial liabilities comprise provisions, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations / projects. The Company's principal financial assets include mainly cash and cash equivalents, trade receivables, loans and other financial assets. In the ordinary course of business, the Company is mainly exposed to risks resulting from interest risk, credit risk and liquidity risk .

#### Interest risk

The Company is exposed to changes in interest rates due to its financing, investing and cash management activities. The Company's risk management activities are subject to the management, direction and control of Central Treasury Team of the Adani Group under the framework of Risk Management Policy for interest rate risk.

#### Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a loss to the company. The company has adopted the policy of only dealing with creditworthy counter parties as a means of mitigating the risk of financial losses from default. The carrying amount of financial assets recorded in the financial statements represents the company's maximum exposure to credit risk. Cash are held with creditworthy financial institutions.

#### Liquidity risk

The Company monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. The Company's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through the use of various types of borrowings.



# GUJARAT TOOLROOM LIMITED

## Notes to Financial Statements for the year ended 31st March 2021

### 14 Contingent Liabilities & Commitments

	As at 31-Mar-2021	As at 31-Mar-2020
Contingent Liabilities, to the extent not provided for Commitments	-	-
Estimated amount of contracts remaining to be executed on capital accounts (net of advances)	-	-
	-	-

### 15 Disclosures under MSMED Act

On the basis of the information and records available with management, outstanding dues to the Micro and Small enterprise as defined in the MSMED Act, 2006 are disclosed as below.

Particulars	For the year ended 31-Mar-2021	For the year ended 31-Mar-2020
Principal amount remaining unpaid to any supplier as at the year end.	-	-
Interest due thereon.	-	-
Amount of interest paid by the company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year.	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED.	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
Amount of further interest remaining due and payable even in succeeding years.	-	-



# GUJARAT TOOLROOM LIMITED

Notes to Financial Statements for the year ended 31st March 2021

## 16 Related Parties

Holding Company	:	Nil
Subsidiary Company	:	Nil
Fellow Subsidiaries & Associates (with transactions during the year)	:	Nil
Key Management Personnel	:	Mr. Suryakant H Parikh, Managing Director Mr. Bhavin Suryakant Parikh, Executive Director Mr. Vishal Shah - Director Mr. Prakash Rahevar, CFO

### Terms and conditions of transactions with related parties

Outstanding balances (if any) of related parties at the year-end are unsecured. There have been no guarantees received for any related party receivables or payables. Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions.

Information in respect of Related Parties	Amt in Rs. 31-Mar-2021	Amt in Rs. 31-Mar-2020
<u>Remuneration</u>	-	-

Balance with related parties: NIL

## 17 Earning Per Share (EPS)

	Amt in Rs.	
	For the year ended 31-Mar-2021	For the year ended 31-Mar-2020
Profit / (Loss) for calculation of basic and diluted EPS	(448,971)	(509,888)
Weighted average number of equity shares for calculating Basic EPS	695,360	695,360
Weighted average number of equity shares for calculating Diluted EPS	695,360	695,360
Face value of equity shares	10	10
Basic Earning Per Share (in Rupees)	(0.65)	(0.73)
Diluted Earning Per Share (in Rupees)	(0.65)	(0.73)

## 18 Previous Year Comparatives

Previous year's figures have been recast, regrouped and rearranged, wherever necessary to conform to this year's classification. Further, the figures have been rounded off to the nearest rupee.

## 19 Approval of financial statements

The financial statements were approved for issue by the board of directors on 30/06/2021.

As per our report of even date  
For Dharmesh Parikh & CO LLP

Chartered Accountants

Firm Registration Number : 112054W/W100725

Anuj Jain  
Partner  
Membership No. 119140



For and on behalf of the board of directors of  
GUJARAT TOOLROOM LIMITED

Manish Shah  
Director  
DIN : 03060959

Neha Ketan Jain  
Chief Financial Officer

Vishal M Shah  
Director  
DIN : 03279724

Avani Sejpal  
Company Secretary

Place : Ahmedabad  
Date : 30/06/2021

Place : Ahmedabad  
Date : 30/06/2021