

# 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**

**16<sup>th</sup> September, 2020**

To,  
**BSE Ltd.**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

**Ahmedabad Stock Exchange Ltd.**  
Kamdhenu Complex,  
Panjarapole, Ambawadi,  
Ahmedabad-380015

**SUB.: Submission of Annual Report for the financial year 2019-2020 in accordance to the provisions of Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

With reference to the above captioned subject, we hereby submit the soft copy of the Annual Report for the financial year 2019-2020 duly approved and adopted by the shareholders of the Company as per the provisions of the Companies Act, 2013, at the 36<sup>th</sup> Annual general meeting to be held on 30<sup>th</sup> September, 2020.

Kindly take the above information on your record.

Thanking You,

Yours faithfully,  
For, GUJARAT TOOLROOM LIMITED

  
VISHAL M. SHAH  
Director  
(DIN: 03279724)



Encls: As above

***36<sup>TH</sup> ANNUAL REPORT  
GUJARAT TOOLROOM LIMITED  
FINANCIAL YEAR 2019-2020***

**KEY MANAGERIAL PERSONNEL & BOARD OF DIRECTORS**

1. **VISHAL SHAH**  
**MANAGING DIRECTOR AND CHAIRMAN**
2. **MANISH SHAH**  
**DIRECTOR**
3. **KUNJAN VORA**  
**DIRECTOR**
4. **PRAKASH RAHEVAR**  
**CFO**
5. **NEHA KETAN JAIN**  
**INDEPENDENT WOMEN DIRECTOR**

**AUDITORS**

M/s. Dharmesh Parikh & Co. Chartered Accountants Ahmedabad

**BANKERS**

HDFC Bank UCO Bank

**REGISTERED OFFICE**

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

Website: [www.gujarattoolroom.com](http://www.gujarattoolroom.com) E-mail Id: [info@gujarattoolroom.com](mailto:info@gujarattoolroom.com)  
[gujtoolroom@gmail.com](mailto:gujtoolroom@gmail.com)

**REGISTRAR AND SHARE TRANSFER AGENT**

Bigshare Services Pvt Ltd A-802, Samudra Complex, Near Klassic Gold Hotel, Off C G Road, Navrangpura,  
Ahmedabad, Gujarat - 380 009

Phone: 0 7 9 4 0 0 2 4 1 3 5

Website: [www.bigshareonline.com](http://www.bigshareonline.com) E-Mail: [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com)

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**GUJARAT TOOLROOM LIMITED (CIN: L45208GJ1983PLC006056)**

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**NOTICE**

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, 30<sup>th</sup> September 2020 at 11.30 AM IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility. The venue of the Meeting shall be deemed to be the Registered office of the Company i.e. 402, Sheel Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad – 380 009 to transact the following businesses:-

**A. ORDINARY BUSINESS:**

1. To consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the Report of Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the members hereby take note the appointment of M/s Dharmesh Parikh & Co., Chartered Accountants, as Auditors of the Company who were appointed as Statutory Auditor of the company from the conclusion of AGM held in 2019 till the conclusion of AGM of the Company to be held in the year 2023, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors on yearly basis".

**SPECIAL BUSINESS:**

3. To approve the appointment of Mr.Manish K Shah (DIN: 03060959) as a Director:  
To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:  
"RESOLVED THAT Mr.Manish K Shah (DIN: 03060959), who was appointed as an Additional Director w.e.f 16/07/2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office will not be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013."

**Date: 07<sup>th</sup> September, 2020**

**Place: Ahmedabad**

**BY ORDER OF THE BOARD  
FOR, GUJARAT TOOLROOM LIMITED**

**Vishal Mukesh Shah  
(Director)  
DIN: 03279724**

**NOTES:**

1. In accordance with the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities Exchange Board of India (SEBI), the Notice of AGM and Annual Report including the Audited Financial Statements for the financial year 2019-20 have been sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s).
2. The Company has enabled the Members to participate at the 36<sup>th</sup> AGM through the VC facility provided by Bigshare Services Limited, Registrar and Share Transfer Agents. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
3. As per the provisions under the MCA Circulars, Members attending the 36<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 36<sup>th</sup> AGM being held through VC.

5. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again
6. The Company has appointed Mr. Jatin Kapadia, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
7. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 36<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 36<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. The Annual Report 2019-2020 of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.gujarattoolroom.com](http://www.gujarattoolroom.com).
9. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent
10. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office
12. The details of the Directors seeking appointment/ re-appointment at the 36<sup>th</sup> AGM are provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
13. As the 36<sup>th</sup> AGM is being held through VC, the route map is not annexed to this Notice

### **EXPLANATORY STATEMENT IN PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013**

#### **SPECIAL BUSINESS:**

##### **Item No.3:**

The Board of Directors, Mr. Manish K Shah was appointed as an Additional Director of the company on 16<sup>th</sup> July, 2020 under the provisions of Section 161 of the Companies Act, 2013 and will hold office upto the date of ensuing this Annual General Meeting. Mr. Manish K Shah is eligible for re- appointment and as such offers himself under the provisions of Section 160 of the Companies Act, 2013, for being re-appointed as a director.

The resolution seeks the approval of the members for the appointment of Mr. Manish K Shah as non executive director to be designated as a Director of the Company. He will not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Board recommends the aforesaid Ordinary Resolution for the approval by the members of the Company.

**ANNEXURE A**

Brief resume of the Directors seeking appointment/re-appointment at the 36<sup>th</sup> Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015)

<b>NAME OF DIRECTORS</b>	<b>Mr. Prakash T Rahevar</b>	<b>Mr. Manish K Shah</b>
<b>DIN</b>	00717541	03060959
<b>Age /Date of Birth</b>	52 YEARS	38 YEARS
<b>Date of Appointment</b>	07/06/2019	16/07/2020
<b>Qualification and experience in specific functional area</b>	Graduate	Graduate
<b>Directorship held in other companies*</b>	TPL Finance LTD	Padamshree Globe Tradelink Limited
<b>Membership / Chairmanships of Committee in other Public Companies</b>	N.A	N.A
<b>Number of shares held in the company</b>	NIL	NIL
<b>Relationship with any Director(s) of the Company</b>	N.A	N.A

\*\* Private Limited Excluded

Date: 07<sup>th</sup> September, 2020  
Place: Ahmedabad

**FOR, GUJARAT TOOLROOM LIMITED**

**Vishal Mukesh Shah  
Director  
DIN: 03279724**

**PROCEDURE AND INSTRUCTIONS FOR e- VOTING**

Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 36th AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The Board has appointed Mr. Jatin H Kapadia, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions to Members for voting electronically are as under:

- (I) The voting period begins on Saturday, September 26, 2020 at 10.00 a.m. and ends on Tuesday, September, 29<sup>th</sup> 2020 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. September 24<sup>th</sup>, 2020, may cast their vote electronically.
- (II) Members holding shares in physical or in demat form as on September 29, 2020, shall only be eligible for e-voting.
- (III) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (IV) Click on Shareholders/Members.
- (V) 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, andc. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (VI) Next enter the Image Verification as displayed and Click on Login.
- (VII) 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.
- (VIII) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)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.
Dividend Bank DetailsOR 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.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 (V).

After entering these details appropriately, click on "SUBMIT" tab.

- (IX) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (X) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (XI) A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.
- (XII) Click on the EVSN of Raymond Limited.
- (XIII) 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.
- (XIV) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (XV) 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.
- (XVI) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (XVII) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (XVIII) If Demat account holder has forgotten the changed 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.



(XIX) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- 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, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts 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.

(XX) 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).

(XXI) The results declared along with the Scrutinizer’s Report shall be displayed at the Registered Office and Corporate Office of the Company and placed on the Company’s website [www.raymond.in](http://www.raymond.in) and on website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

## DIRECTORS' REPORT

To,  
**THE MEMBERS,**

Your Directors have the pleasure of presenting their **36<sup>th</sup> Annual Report** on the business and operations of the Company and the accounts for the financial year ended **March 31, 2020**.

**I. FINANCIAL RESULTS:**

The financial performance of the Company for the year ended 31st March, 2017 is summarized below:

(Amount In Rs.)		
Financial Particular	Year ending on 31st March, 2020	Year ending on 31st March, 2019
Total Income (Net)	0	0
Total Expenditure	50,98,708	50,98,708
Gross Profit/(Loss)	(50,98,708)	(50,98,708)
<b>Less:</b>		
Depreciation	0	0
Provision For Taxation	0	0
Extra Ordinary Items	0	0
<b>Tax Expense:</b>		
Adjustment of earlier years	0	0
Profit/(Loss) After Tax	(50,98,708)	(50,98,708)

**II. PERFORMANCE REVIEW:-**

During the year under review, the Company has incurred loss and not done any commercial operations. However, your directors are optimistic about the future growth and performance of the Company.

**III. TRANSFER TO RESERVES:**

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

**IV. DIVIDEND:**

Since the Company has incurred loss in the Financial Year ended 31.03.2020. Hence no dividend is declared by the Company.

**V. PUBLIC DEPOSITS:**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

**VI. CHANGE IN THE NATURE OF THE BUSINESS:**

During the year, there is no change in the nature of the business of the Company.

**VII. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

**VIII. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary, Joint venture or Associate Company.

**IX. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report.

**X. ADEQUACY 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.

**XI. 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.

**XII. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013 during the financial period under review.

The details of the investments made by company are given in the notes to the financial statements.

**XIII. PARTICULARS OF CONTRACTS OR ARRANGEMENTS 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.

**XIV. PARTICULARS OF EMPLOYEES:**

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided in the Report as no remuneration is paid to any of the directors of the company nor any employee of the Company was in receipt of the remuneration exceeding the limits prescribed in the rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**XV. PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

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

- i. the steps taken or impact on conservation of energy : **Nil**
- ii. the steps taken by the company for utilising alternate sources of energy : **None**
- iii. the capital investment on energy conservation equipments : **Nil**

**A. TECHNOLOGY ABSORPTION:**

- i. the efforts made towards technology absorption : **None**
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution : **None**
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
  - a) the details of technology imported : **None**
  - b) the year of import : **N.A.**
  - c) whether the technology been fully absorbed : **N.A.**
  - d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof : **N.A.**
  - e) the expenditure incurred on Research and Development : **Nil**

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

Foreign Exchange Earning: NIL Foreign Exchange Outgo : NIL

**XVI. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**i. Composition of Board**

Name of Directors	Designation	Category	No. of Board Meeting held during the year	No. of Board Meeting attended during the year
Mr. Vishal M. Shah	Chairman & Director	Independent	4	4
Mr. Kunjan N. Vora	Director	Independent	4	4
Ms. Neha Jain	Director	Independent	4	4

**ii. Retirement by rotation and subsequent re-appointment:**

**Mr. Manish K Shah (DIN: 03060959)** is liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of Company and being eligible have offered herself for reappointment. Appropriate resolutions for the re- appointment are being placed for your approval at the ensuing AGM.

The brief resume of the Director and other related information has been detailed in the Notice convening the 36<sup>th</sup> AGM of your Company.

**iii. Evaluation of Board's Performance:**

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force), the process for evaluation of the annual performance of the Directors/ Board/ Committees was carried out.

**iv. Number of Board Meetings conducted during the year under review:**

The Company had 4 Board meetings on 25/05/2019, 14/08/2019, 13/11/2019 and 30/01/2020 during the financial year under review.

**XVII. DIRECTOR'S RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134 (5) of the Companies Act, 2013, the Board hereby submits its responsibility Statement:—

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. 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 the financial year and of the profit or loss of the Company for the year under review.
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The directors had prepared the annual accounts on a going concern basis.
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**XVIII. DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS:**

**[A] AUDIT COMMITTEE:**

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

Four meetings of the Audit Committee were held during the year viz. on 24<sup>th</sup> May 2019, 11<sup>th</sup> August 2019, 16<sup>th</sup> December, 2019 and 07<sup>th</sup> February 2020 respectively.

The details of composition of Audit Committee and other relevant matters as under:

Name Of Director	Category of Directorship	Remarks	Number of meeting held	Number of meeting attended
Ms. Kunjan N. Vora	Independent Non Executive	Chairman	4	4
Mr. Neha Jain	Non-Independent Non Executive	Member	4	4

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.

**[B] NOMINATION AND REMUNERATION COMMITTEE:**

The composition of the Committee is as under:

Name Of Director	Category of Directorship	Remarks	Number of meeting held	Number of meeting attended
Mr. Kunjan N. Vora	Independent Non Executive	Chairman	1	1
Mr. Vishal Shah	Non-Independent Non Executive	Member	1	1

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 said policy is furnished in “Annexure A” and is attached to this report.

During the financial year ended on 31st March 2020, the Nomination and Remuneration Committee met one time on 14<sup>th</sup> August 2019.

**[C] STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholder's Relationship Committee comprises of the following members:

Name Of Director	Category of Directorship	Designation
Mr. Kunjan N. Vora	Independent Non Executive	Chairman
Ms Neha Jain	Independent Non Executive	Member

**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 31st March, 2020 are NIL.

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

**Meetings of stakeholder relationship committee  
During the year, the Committee met duly 5 times**

**XIX. 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)

**XX. AUDITORS:**

**A. Ratification of Statutory Auditors:**

The present Auditors of the Company M/s Dharmesh Parikh & Co., Chartered Accountants, Ahmedabad were appointed as Auditors for a period of 5 year(s) at the 35<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2019 to hold office till the conclusion of 40<sup>th</sup> Annual General Meeting to be held in 2024.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company shall place the matter relating to such appointment for ratification by members at every annual general meeting and therefore it is proposed to ratify the appointment of M/s Dharmesh Parikh & Co., Chartered Accountants, as the Statutory Auditors of the Company.

The consent of M/s Dharmesh Parikh & Co., Chartered Accountants along with certificate under Section 139 of the Act has been obtained to the effect that their appointment, if made, shall be in accordance with the prescribed conditions and that they are eligible to hold the office of Auditors of the Company.

There are no qualifications, reservations or adverse remarks made by M/s. Dharmesh Parikh & Co., Chartered Accountants, the Statutory Auditors of the Company, in their report. The observations made by the Statutory Auditors in their report for the financial period ended 31st March, 2017 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

**B. 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

**C. Secretarial Auditors:**

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practicing Company Secretary. M/s Jatin Kapadia, Company Secretaries had been appointed to issue Secretarial Audit Report for the period ended on 31st March 2020.

**XXI. CORPORATE GOVERNANCE:**

As per the provisions of SEBI (Listing Obligations and Disclosures requirement) Regulation, 2015, the annual report of the listed entity shall contain Corporate Governance Report and it is also further provided that if the Company is not having the paid up share capital exceeding Rs. 10 crores and Net worth exceeding Rs. 25 crores, the said provisions are not applicable. As our Company does not have the paid up share capital exceeding Rs. 10 crores and Net worth exceeding Rs. 25 crores, the Corporate Governance Report is not applicable and therefore not provided by the Board.

**XXII. MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of the Listing Regulations is given as an annexure to this report

**XXIII. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:**

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

**XXIV. 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.

**XXV. REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY**

The Board of Directors of the company at their meeting held on 24th May, 2016 approved the appointment of M/S Bigshare Services Private Limited in place of M/s Sharepro (India) Private Limited. The Bigshare Services Private Limited acting as Common Share Registry of the Company w.e.f 15th July, 2016.

**XXVI. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:**

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in Corporate Governance Report forming part of the Annual Report.

**XXVII. LISTING:**

The Equity Shares of the Company are listed on Bombay Stock Exchange (BSE). The Company yet to pay annual listing fee for the F.Y. 2019-2020, further the Company is regular in compliances of various clauses and regulations of the Listing Agreement and/or LODR.

**XXVIII. ANNUAL RETURN:**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure "C"** and is attached to this Report.

**XXIX. FINANCIAL CALENDAR:**

The Company expects to announce the unaudited/audited quarterly results for the year 2020-2021 as per the following schedule:

First quarter	:	2 <sup>nd</sup> week of August, 2020
Half-yearly results	:	2 <sup>nd</sup> week of November, 2020
Third quarter	:	2 <sup>nd</sup> Week of February, 2021
Yearly Results	:	By end of May, 2021

**ACKNOWLEDGEMENTS:**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

Place: Ahmedabad  
Date: 01/09/2020

For and on behalf of the Board

Vishal Shah  
Chairman  
(DIN: 03279724)

**Gujarat Toolroom Limited**  
**MANAGEMENT DISCUSSION AND ANALYSIS**

**a. Industry Structure and Developments:**

The real estate sector in the country is one of great importance. India leads the pack of top real estate investment markets in Asia..The sector as a whole has been performing very well over the past decade, especially given the property prices rally experienced in most developed economies. Real Estate sector is not only the biggest contributor to Gross Domestic Product ('GDP') of the country but is also the fourth largest sector in terms of Foreign Direct Investment ('FDI') inflows in the country.

**b. Opportunities and Threats:**

Our Company's core business area of operation is in the state of Gujarat. Gujarat is one of the emerging state of India where Real estate development is on high and it is attracting the focus of the industry towards construction. The Company's registered office is situated in Ahmedabad. Ahmedabad's real estate market is booming because of to the huge growth of its industrial sector and overall high rate of development, both in commercial and residential terms. It is the largest city of Gujarat, and also its commercial capital. Hence Our Company expects high growth in the upcoming years.

**c. Segment wise Performance:**

During the year the Company has not achieved a notable progress in its operations but due to its future expansion plans, projects and emerging opportunities your directors expect increase in its revenue and income. Our Company's operations belong to a single segment and therefore no segment wise performance given.

**d. Recent Trend and Future Outlook:**

The real estate market in which the Company has been operating is developing faster and provides ample growth opportunities. Further due to rise in foreign direct investment in the sector, Company will be able to develop projects at fast pace and looking forward for better development and high investment returns.

**e. Risk and Concerns**

Long term market instability and uncertainty may damage the opportunities and prevent the expansion of training and development facilities. The current economic situation may have an adverse impact on construction industry. Infrastructure safety is a challenging task in construction industry. Natural abnormal casualties such as earth quake and floods are uncertain and can prevent the construction boom.

**f. Internal Control Systems and their Adequacy:**

The Company has adequate systems of internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business.

**g. Financial Performance with respect to operational performance:**

The Financial performance of the Company for the year **2016-17** is described in the Directors' Report under the head operations.

**h. Material developments in Human Resources/Industrial Relations front, including the number of people employed.**

During the year under review, no such initiatives and/or developments in Human Resources/Industrial Relations front has been taken by the Company.

**i. Cautionary Statement:**

Statement in this Management Discussion and Analysis Report, Describing the Company's objectives, estimates and expectations may constitute Forward Looking Statements within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

**Place:** Ahmedabad  
**Date:** 01/09/2020

For and on behalf of the Board

**Vishal Shah**  
**Chairman**  
**(DIN: 03279724)**



**Annexure-“A”**

**NOMINATION AND REMUNERATION POLICY**

**INTRODUCTION**

In pursuance to the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, key managerial personnel and employees of the Company, to harmonise the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013, this policy on Nomination and Remuneration of directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors of the Company.

**CONSTITUTION OF COMMITTEE**

The Board of Directors of Gujarat Toolroom Limited (“the Company”) constituted the “Nomination and Remuneration Committee” consisting of three (3) Non-Executive Directors of which majority are Independent Directors in accordance with the provisions of Section 178 of the Companies Act, 2013.

**OBJECTIVE**

**The key objectives of the Committee would be:**

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) Formulate the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management
- d) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage
- f) To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- g) To develop a succession plan for the Board and to regularly review the plan.

**DEFINITIONS**

“Act” means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time. “Board” means Board of Directors of the Company.

“Directors” mean Directors of the Company. “Key Managerial Personnel” means

- a) Chief Executive Officer or the Managing Director or the Manager;
- b) Whole-time director;
- c) Chief Financial Officer;
- d) Company Secretary; and
- e) Such other officer as may be prescribed.

“Senior Management” means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

**Policy for appointment and removal of Director, KMP and Senior Management**

**A. Appointment criteria and qualifications**

- I. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- II. A person should possess adequate qualification, expertise and experience for the position he / she

is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

- III. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### B. Term / Tenure

- Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

- Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### C. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

### D. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

While determining the remuneration of Executive Directors and Key Managerial Personnel, the Committee shall consider following factors:

- i) Industry standards, if the data in this regard is available.
- ii) The job description.
- iii) Qualification and experience level of the candidate.

The remuneration payable to the Executive Directors, including the value of the perquisites, shall not exceed

the permissible limits as are mentioned within the provisions of the Companies Act, 2013. They shall not be eligible for any sitting fees for attending any meetings.

The Non-Executive Directors shall not be eligible to receive any remuneration/ salary from the Company. However, the Non-Executive Directors shall be paid sitting fees for attending the meeting of the Board or committees thereof and commission, as may be decided by the Board/ Shareholders from time to time, presently the Company is not paying any sitting fee. They shall also be eligible for reimbursement of out of pocket expenses for attending Board/ Committee Meetings.

**DUTIES IN RELATION TO NOMINATION MATTERS**

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- c) Determining the appropriate size, diversity and composition of the Board;
- d) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- e) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- f) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- g) Recommend any necessary changes to the Board; and

**DUTIES IN RELATION TO REMUNERATION MATTERS:**

The duties of the Committee in relation to remuneration matters include:

- To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

**REVIEW AND AMENDMENTS:**

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this policy, if it thinks necessary.

This Policy may be amended or substituted by the NRC or by the Board and as when required and also by the Compliance Officer where there is any statutory change necessitating the change in the policy.

# Gujarat Toolroom Limited

Annexure-“B” Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2017

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

To,  
**The Members,**  
**Gujarat Toolroom Limited**  
Ahmedabad, 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** (CIN: L45208GJ1983PLC006056) (hereinafter called the company). 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 the Company'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, 2020** ('Audit Period') **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 the Company for the financial year ended on **31<sup>st</sup> March, 2020** according to the provisions of:

- i. The Companies Act, 2013 (**the Act**) and the rules made there under.
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. 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 Borrowing. (**not applicable to the company during the audit period**)
- v. 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, 2015.
  - (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 (Share Based Employee Benefits) Regulations, 2014 (**not applicable to the company during the audit period**)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**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 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**not applicable to the company during the audit period**);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**not applicable to the company during the audit period**);

I have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances of other specific applicable Acts, Laws and Regulations to the Company as mentioned hereunder;

- (i) Income-Tax Act, 1961 and Indirect Tax Laws;

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. mentioned above and subject to the following observations;

- (a) As per Section 203 of Companies Act, 2013 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, the Company has not appointed Company Secretary during the audit period.**

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the 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.

Board take decision by majority of directors while the dissenting directors' 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.

**I further report that** during the audit period there were no other instances of:

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

For, **k Jatin & Co**, Company Secretaries,

\_\_\_\_\_  
Jatin Kapadia  
FCS: 26725 COP No.:12043

**Place: Ahmedabad**  
**Date: 01/09/2020**

**Note: This report is to be read with my letter of even date which is annexed as Annexure herewith and forms and integral part of this report.**

**Annexure to Secretarial Audit Report**

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

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

1. Maintenance of secretarial records 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. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representations 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. My 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.

For, **k Jatin & Co**, Company Secretaries,

\_\_\_\_\_  
Jatin Kapadia  
FCS: 26725 COP No.:12043

**Place: Ahmedabad**  
**Date: 01/09/2020**

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31/03/2017  
 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1	<b>CIN:</b>	L45208GJ1983PLC006056
2	<b>Registration Date</b>	25/03/1983
3	<b>Name Of The Company</b>	GUJARAT TOOLROOM LIMITED
4	<b>Category / Sub-Category Of The Company</b>	Limited by shares
5	<b>Address Of The Registered Office And Contact Details</b>	402, Sheel Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad-380009
6	<b>Whether Listed Company</b>	Yes
7	<b>Name, Address And Contact Details Of Registrar And Transfer Agent, If Any</b>	<b>BIGSHARE SERVICES PVT. LTD.</b> A/802, Samudra complex, Near Klassic Gold, Girish cold drink, C.G Road, Ahmedabad-380009, Gujarat. <a href="mailto:bssahd@bigshareonline.com">bssahd@bigshareonline.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities Contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	General construction (including alteration, addition, repair and maintenance) of residential buildings, carried –out on own-account basis or on a fee or contract basis.	41001 , 41002	N.A.  (Nil Turnover during the year)

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
Nil					





e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds									
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	<b>15500</b>	-	<b>15500</b>	<b>2.23</b>	<b>15500</b>	-	<b>15500</b>	<b>2.23</b>	-
<b>2. Non Institutions</b>	-	-	-	-	-	-	-	-	-
a) Bodies Corp. (i) Indian (ii) Overseas	<b>10781</b>	<b>4540</b>	<b>15561</b>	<b>2.20</b>	<b>10121</b>	<b>4500</b>	<b>14661</b>	<b>2.10</b>	-
b) Individuals  (i) Individual shareholders holding nominal share capital uptoRs. 1 lakh  (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	170338	376801	547139	78.68	193182	136459	565723	81.35	2.73
c) Others(Specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs &ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	<b>13831</b>	<b>13831</b>	<b>100.00</b>	-	<b>13831</b>	<b>13831</b>	<b>100.00</b>	-

**ii.ShareholdingofPromoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	GopibenVaidya	1065	7.70	-	1065	7.70	-	-
2.	Yogeshvaidya	1801	13.02	-	1801	13.02	-	-
	<b>Total</b>	<b>2006</b>	<b>20.72</b>	<b>-</b>	<b>2006</b>	<b>20.72</b>	<b>-</b>	<b>-</b>

**iii.ChangeinPromoters'Shareholding(pleasespecify,ifthere is no change)**

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	<b>For Each of the Top 10 Shareholders</b>				
	At the beginning of the year	13181	95.30	13181	95.30
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Nil	Nil	Nil	Nil
	At the end of the year (or on the date of separation, if separated during the year)	13181	95.30	13181	95.30

**(v) Shareholding of Directors & KMP**

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	<b>For Each of the Directors &amp; KMP</b>				
	At the beginning of the year	2866	21%	2866	21%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Nil	Nil	Nil	Nil
	At the end of the year	2866	21%	2866	21%

## VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
Indebtedness at the beginning of the financial year <b>i) Principal Amount</b> <b>ii) Interest due but not paid</b> <b>iii) Interest accrued but not</b>	Nil	5,00,000	Nil	5,00,000
Total (i+ii+iii)	Nil	5,00,000	Nil	5,00,000
Change in Indebtedness during the financial year - Reduction	Nil	5,00,000	Nil	5,00,000
Net Change	Nil	5,00,000	Nil	5,00,000
Indebtedness at the end of the financial year <b>i) Principal Amount</b> <b>ii) Interest due but not paid</b> <b>iii) Interest accrued but not due</b>	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

## VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: N.A

## VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: N. A.

**Date: 01/09/2020**  
**Place: Ahmedabad**

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

**Vishal Shah**  
Director  
DIN : 03279724

**Kunjan Vora**  
Director  
DIN : 03612667

**Prakash Rahevar**  
CFO

**DHARMESH PARIKH & CO.**  
CHARTERED ACCOUNTANTS

303/304, "Milestone", Nr. Drive-in-Cinema, Opp. T.V Tower, Thaltej,  
Ahmedabad-380 054. Phone: 91-79-27474466 Fax: 91-79-27479955

**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, 2020, 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 March 31, 2020, 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.



# DHARMESH PARIKH & CO.

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### THE INDEPENDENT AUDITOR'S REPORT RE: GUJARAT TOOLROOM LIMITED

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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.



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### **THE INDEPENDENT AUDITOR'S REPORT** **RE: GUJARAT TOOLROOM LIMITED**

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.

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.

#### **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;



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**THE INDEPENDENT AUDITOR'S REPORT**  
**RE: GUJARAT TOOLROOM LIMITED**

- 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 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.
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 : 22/06/2020



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

*Anuj Jain*  
**Anuj Jain**  
Partner  
Membership No. 119140  
UDIN: 26119140AAAAAW1084



# DHARMESH PARIKH & CO.

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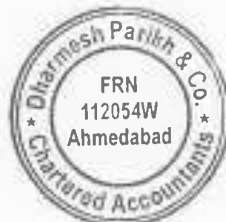
### ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT RE: GUJARAT TOOLROOM LIMITED

(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, 2020, 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, 2020 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, 2020 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, 2020 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.



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

(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 : 22/06/2020



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

**Anuj Jain**  
Partner  
Membership No. 119140  
UDIN : 2019140AAAAAW1084

**DHARMESH PARIKH & CO.**  
**CHARTERED ACCOUNTANTS**

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**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, 2020 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 the 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 2020, 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.



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

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

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.

**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 : 22/06/2020



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

**Anuj Jain**  
Partner

Membership No. 119140

UDIN: 20119140AAAARW1084

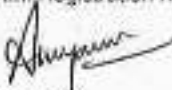
# GUJARAT TOOLROOM LIMITED

Statement of Profit and Loss for the year ended on 31 March 2020

		(Amount in Rupees)	
	Notes	For the year ended 31-Mar-2020	For the year ended 31-Mar-2019
<b>a) Revenue</b>			
Revenue from Operations		-	-
Other Income		-	-
<b>Total Revenue</b>		<b>-</b>	<b>-</b>
<b>b) Expenses</b>			
Operating Expenses		-	-
Employee Benefits Expense		-	-
Finance Costs	9	1,180	2,305
Depreciation and Amortisation Expense		-	-
Other Expenses	10	508,708	483,322
<b>Total Expenses</b>		<b>509,888</b>	<b>485,627</b>
<b>c) Profit / (Loss) Before Tax</b>		<b>(509,888)</b>	<b>(485,627)</b>
<b>d) Tax Expense</b>			
Current Tax		-	-
MAT Credit Availment/(Entitlement)		-	-
Deferred Tax		-	-
Adjustment of Earlier Years		-	-
<b>Total Tax Expenses</b>		<b>-</b>	<b>-</b>
<b>e) Loss For The Year</b>		<b>(509,888)</b>	<b>(485,627)</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>-</b>	<b>-</b>
<b>g) Total Comprehensive Income for the Year</b>		<b>(509,888)</b>	<b>(485,627)</b>
<b>h) Earning per Equity Share (Face value of Rs.10 each)</b>			
	16		
Basic		(0.73)	(0.70)
Diluted		(0.73)	(0.70)

Summary of significant accounting policies

As per our report of even date  
For **Dharmesh Parikh & Co.**  
Chartered Accountants  
Firm Registration Number - 112054W

  
**Anuj Jain**  
Partner  
Membership No. 119140



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

  
**Bhavin Parikh**  
Director  
DIN : 00031258

  
**Vishal M Shah**  
Director  
DIN : 03279724

  
**Prakash Rahevar**  
CFO

Place : Ahmedabad  
Date : 22/06/2020

Place : Ahmedabad  
Date : 22/06/2020

**GUJARAT TOOLROOM LIMITED**  
Balance Sheet as at 31 March 2020

(Amount in Rupees)

	Notes	As at 31-Mar-2020	As at 31-Mar-2019
<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	3	4,240,000	4,364,000
		<u>4,240,000</u>	<u>4,364,000</u>
<b>(II) Current Assets</b>			
(a) Inventories		-	-
(b) Financial Assets		-	-
(i) Cash & Cash Equivalents	4	26,693	28,585
(c) Other Current Assets		-	-
		<u>26,693</u>	<u>28,585</u>
<b>Total ASSETS</b>		<u><b>4,266,693</b></u>	<u><b>4,392,585</b></u>

**EQUITY AND LIABILITIES**

**EQUITY**

(a) Equity Share Capital	5	6,953,600	6,953,600
(b) Other Equity	6	(3,841,854)	(3,331,966)
		<u>3,111,746</u>	<u>3,621,634</u>

**LIABILITIES**

**(I) Non-Current Liabilities**

**(II) Current Liabilities**

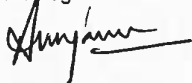
(a) Financial Liabilities		-	-
(i) Borrowings	7	371,001	341,000
(ii) Trade Payables	8	783,946	429,951
(b) Other Current Liabilities		-	-
		<u>1,154,947</u>	<u>770,951</u>

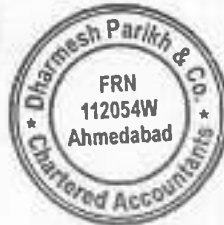
**Total EQUITY AND LIABILITIES**

**4,266,693** **4,392,585**

Summary of significant accounting policies

As per our report of even date  
For **Dharmesh Parikh & Co.**  
Chartered Accountants  
Firm Registration Number : 112054W

  
**Anuj Jain**  
Partner  
Membership No. 119140



Place : Ahmedabad  
Date : 22/06/2020

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

  
**Bhavin Parikh**  
Director  
DIN : 00039358

  
**Vishal M Shah**  
Director  
DIN : 03279724

  
**Prakash Rahevar**  
CFO

Place : Ahmedabad  
Date : 22/06/2020

**GUJARAT TOOLROOM LIMITED**

Cash Flow Statement for the year ended on 31 March 2020

(Amount in Rupees)

	For the year ended 31-Mar-2020	For the year ended 31-Mar-2019
<b>I. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) Before Tax	(509,888)	(485,627)
<b>Adjustment on account of :</b>		
Interest & Bank Charges	1,180	2,305
Operating Profit / (Loss) Before Working Capital Changes	<b>(508,708)</b>	<b>(483,322)</b>
<b>Movements in Working Capital :</b>		
Increase / (Decrease) in current Borrowing	371,001	-
Increase / (Decrease) in Trade Payables	353,995	19,924
Increase / (Decrease) in Current and Non-Current Provisions	-	(25,000)
<b>Cash Flow from/(used in) Operations</b>	<b>216,288</b>	<b>(488,398)</b>
Less : Direct Taxes Paid	-	-
<b>Net Cash Used in Operating Activities</b>	<b>216,288</b>	<b>(488,398)</b>
<b>II. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Non-current Loans and Advances	124,000	90,000
<b>Net Cash Flow from Investing Activities</b>	<b>124,000</b>	<b>90,000</b>
<b>III. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest & Bank Charges paid	(1,180)	(2,305)
<b>Net Cash Used in Financing Activities</b>	<b>(1,180)</b>	<b>(2,305)</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>339,108</b>	<b>(400,703)</b>
Cash & Cash Equivalents at the beginning of the year	(312,415)	88,288
<b>Cash &amp; Cash Equivalents at the end of the year</b>	<b>26,694</b>	<b>(312,415)</b>

**Notes to Cash flow Statement :**

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

Cash and cash equivalents as per Balance Sheet (refer note 5)

	For the year ended 31-Mar-2020	For the year ended 31-Mar-2019
	26,694	(312,415)
	<b>26,694</b>	<b>(312,415)</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.

The accompanying notes are an integral part of the financial statements.

As per our report of even date  
For **Dharmesh Parikh & Co.**  
Chartered Accountants  
Firm Registration Number : 112054W

**Anuj Jain**  
Partner  
Membership No. 119140



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

**Bhavin Parikh**  
Director  
DIN : 00074258

**Prakash Rahevar**  
CFO

**Vishal M Shah**  
Director  
DIN : 03279724

Place : Ahmedabad  
Date : 22/06/2020

Place : Ahmedabad  
Date : 22/06/2020

# GUJARAT TOOLROOM LIMITED

Notes to Financial Statements for the year ended 31 March 2020

## 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):

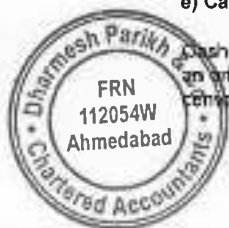
The obligation arising from the defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and life expectancy.

### 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 31 March 2020

## 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 31 March 2020

## 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).

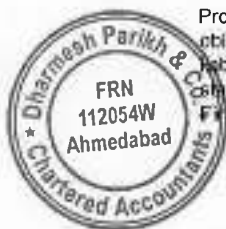
Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent it is probable that these assets can be realised in future.

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**

Notes to Financial Statements for the year ended 31 March 2020

**3 Other Non-Current Assets**

	Amt in Rs.	
	As at 31-Mar-2020	As at 31-Mar-2019
(unsecured, Considered good) Capital Advances	4,240,000	4,364,000
	<b>4,240,000</b>	<b>4,364,000</b>

**4 Cash & Cash Equivalents**

	Amt in Rs.	
	As at 31-Mar-2020	As at 31-Mar-2019
i) Cash in Hand	2,808	15,309
ii) Balances with banks - In Current Account	23,885	13,276
	<b>26,693</b>	<b>28,585</b>

**6 Other Equity**

	Amt in Rs.	
	As at 31-Mar-2020	As at 31-Mar-2019
<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	(3,378,918)	(2,893,291)
Adjusted pursuant to capital reduction scheme		
Add : Profit / (Loss) for the Year	(509,888)	(485,527)
<b>Net surplus/ (deficit) in the statement of profit and loss</b>	<b>(3,888,806)</b>	<b>(3,378,918)</b>
<b>Total Reserves and Surplus</b>	<b>(3,841,854)</b>	<b>(3,331,966)</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-2020	As at 31-Mar-2019
Unsecured borrowings - Others	371,001	341,000
	<b>371,001</b>	<b>341,000</b>

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

**8 Trade Payables**

	Amt in Rs.	
	As at 31-Mar-2020	As at 31-Mar-2019
Trade payables		
- Micro, small and medium enterprise (refer note 14.)	84,000	83,000
- Other than Micro, small and medium enterprise	699,946	346,951
	<b>783,946</b>	<b>429,951</b>



# GUJARAT TOOLROOM LIMITED

Notes to Financial Statements for the year ended 31 March 2020

## 9 Finance Costs

	For the year ended 31-Mar-2020	For the year ended 31-Mar-2019
Bank Charges	1,180	1,180
Interest on TDS	-	1,125
	<u>1,180</u>	<u>2,305</u>

## 10 Other Expenses

	For the year ended 31-Mar-2019	For the year ended 31-Mar-2019
Advertisement Expenses	27,672	24,809
Payment to Auditors		
- Statutory Audit Fees	29,500	25,000
- Certification Fees	-	-
Rates and Taxes		4,500
Professional & Consultancy Charges		28,080
Legal & Filing Fees	399,177	343,569
RTA Fees	52,358	49,964
Stipend to trainees		3,200
Miscellaneous Exps		4,200
	<u>508,707</u>	<u>483,322</u>



# GUJARAT TOOLROOM LIMITED

Notes to Financial Statements for the year ended 31 March 2020

## 11 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.

## 12 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.

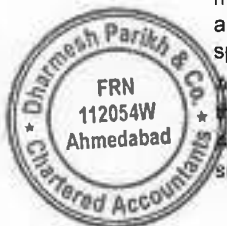
## 13 Contingent Liabilities & Commitments

	As at 31-Mar-2020	As at 31-Mar-2019
Contingent Liabilities, to the extent not provided for	-	-
Commitments	-	-
Estimated amount of contracts remaining to be executed on capital accounts (net of advances)	-	-
	-	-

## 14 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-2019	For the year ended 31-Mar-2019
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 31 March 2020

## 15 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. Viren Gurjar, 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-2020	Amt in Rs. 31-Mar-2019
<u>Remuneration</u> Viren Gurjar		

Balance with related parties: NIL

## 16 Earning Per Share (EPS)

	For the year ended 31-Mar-2019	Amt in Rs. For the year ended 31-Mar-2019
Profit / (Loss) for calculation of basic and diluted EPS	(509,888)	(485,627)
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)	(0.73)	(0.70)
Diluted Earning Per Share (in Rupees)	(0.73)	(0.70)

## 19 Previous Year Comparatives

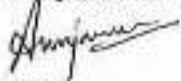
Previous year's figures have been recast, regrouped and rearranged, wherever necessary to conform to this year's classification. Further, the figures have been rounded off to the nearest rupee.

## 20 Approval of financial statements

The financial statements were approved for issue by the board of directors on 22nd June 2020

As per our report of even date

Chartered Accountants  
Firm Registration Number: 112054W



Anuj Jain  
Partner  
Membership No. 119140

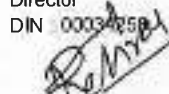
For and on behalf of the board of directors of  
GUJARAT TOOLROOM LIMITED



Bhavin Parikh  
Director  
DIN 00034258



Vishal M Shah  
Director  
DIN : 03279724



Prakash Rahevar  
CFO



Place : Ahmedabad  
Date : 22/06/2020

Place : Ahmedabad  
Date : 22/06/2020

# GUJARAT TOOLROOM LIMITED

Notes to Financial Statements for the year ended 31 March 2019

## 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-2020		As at 31-Mar-2019	
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-2020		As at 31-Mar-2019	
Numbers	Amt in Rs.	Numbers	Amt in Rs.
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>

### 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-2020		As at 31-Mar-2019	
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-2020		As at 31-Mar-2019	
Numbers	% holding	Numbers	% holding
-	-	-	-
-	0%	-	0%



# GUJARAT TOOLROOM LIMITED

Statement of Changes in Equity for the year ended on 31 March 2020

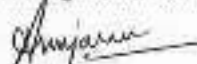
## A. Share Capital

Particulars	Numbers	Amount in Rupees
As at 1 <sup>st</sup> April 2018	695,360	6,953,600
Changes in the Equity Share Capital	-	-
As at 31 <sup>st</sup> March 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

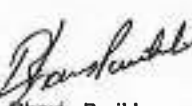
## B. Other Equity

Particulars	(Amount in Rupees) Retained Earnings
Balance as at 1 <sup>st</sup> April 2018	(2,893,291)
Add : Total Comprehensive Income for the year	(485,627)
As at 31 <sup>st</sup> March 2019	(3,378,918)
Add : Total Comprehensive Income for the year	(509,888)
As at 31 <sup>st</sup> March 2020	(3,888,806)

As per our report of even date  
For Dharmesh Parikh & Co.  
Chartered Accountants  
Firm Registration Number : 112054W

  
Anuj Jain  
Partner  
Membership No. 119140

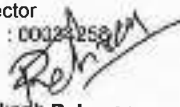
For and on behalf of the board of directors of  
GUJARAT TOOLROOM LIMITED

  
Bhavin Parikh  
Director  
DIN : 00324253



Vishal M Shah  
Director  
DIN : 03279724



  
Prakash Rahevar  
CFO

Place : Ahmedabad  
Date : 22/06/2020

Place : Ahmedabad  
Date : 22/06/2020