



BOARD OF DIRECTORS

Shri Saurabh N. Kinariwala
 Shri Samveg A. Laibhai
 Dr. M. N. Vora
 Shri G. S. Davar
 Shri Natverlal P. Kinariwala
 Shri Suresh S. Jain
 Smt. Shreya S. Kinariwala

Chairman & Managing Director

Executive Director

(Alternative to Shri G. S. Davar)

AUDITORS

C. R. Shreedalal & Co.
 Ahmedabad - 380 009

BANKERS

Union Bank of India
 Ahmedabad

**REGISTERED OFFICE
& WORKS**

37-B, Phase-I, G.I.D.C., Vatva,
 Ahmedabad - 382 445, India.
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GTL

16TH ANNUAL GENERAL MEETING

Date : 25th September, 1999

Day : Saturday

Time : 9.30 a.m.

Place : 37-B, Phase-I, G.I.D.C., Vatva,
 Ahmedabad - 382 445

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NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of Gujarat Toolroom Limited will be held on Saturday, the 25th day of September, 1999 at 9.30 a.m. at the Registered Office of the Company situated at Plot No. 37/B, Phase-1, G.I.D.C., Vatva, Ahmedabad - 382 445 to transact the following business :

ORDINARY BUSINESS :

- (1) To receive, consider and adopt the Audited Balance-Sheet as at 31st March, 1999 and the Profit & Loss Account for the year ended on that date together with Directors' and Auditors' reports thereon.
- (2) To appoint a Director in place of Shri Natverlal P. Kinariwala, who retires by rotation and being eligible, offers himself for re-appointment.
- (3) To appoint a Director in place of Dr. ... who retires by rotation and being eligible, offers himself for re-appointment.
- (4) To re-appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES :

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
 - (2) Members / Proxies should bring the attendance slip duly filled in alongwith them for attending the Meeting.
 - (3) Proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not later than 48 hours before commencement of the Meeting.
 - (4) The Registers of Members and Share Transfer Books of the Company will remain closed from 19th September, 1999 to 25th September, 1999 (both days inclusive).
- Members are requested to notify immediately change in their address to the Company at its Registered Office at Plot No. 37/B, Phase-1, G.I.D.C., Vatva, Ahmedabad-382 445.

By order of the Board of Directors

SAURABH N. KINARIWALA
Chairman & Managing Director

PLACE : AHMEDABAD
DATE : MAY 27, 1999

DIRECTOR S' REPORT

To,
The Members

Your Directors present herewith their 16th Annual Report and the Audited Account of the Company for the year ended 31st March, 1999.

FINANCIAL RESULTS :

	(Rs. in Lacs)	
	<u>1998-99</u>	<u>1997-98</u>
Sales	87.77	111.03
Other Income	5.79	3.33
Total Income	93.56	114.36
Less : Expenses	78.13	90.88
Operating Profit	15.43	23.48
Less : Interest	14.95	23.40
Depreciation	19.52	19.44
Profit / (Loss) before Tax	(19.04)	(19.36)
Less : Taxation for the year	NIL	NIL
Provision for Taxation in respect of earlier years	1.90	3.99
Net Profit / (Loss) after Tax	(20.94)	(23.35)
Balance B/F	114.73	138.08
Balance carried to Balance-Sheet	93.79	114.73

OPERATIONS :

During the year under review, sales has declined from Rs. 111.03 lacs in the previous year to Rs. 87.77 lacs due to depressed market conditions.

After providing for interest of Rs. 14.95 lacs (Rs. 23.40 Lacs) Depreciation of Rs. 19.52 Lacs (Rs. 19.44 Lacs), amortisation of Rs. 2.10 Lacs (Rs. 2.10 Lacs) and tax provision of earlier years Rs. 1.90 Lacs (Rs. 3.99 Lacs), your Company has suffered a loss of Rs. 20.94 Lacs (Rs. 23.35 Lacs). In view of losses incurred, your Directors express their inability to recommend any dividend for the year under review.

The Company continues to be adversely affected due to continuance of recession in the economy. The demand for the products in which your Company is operating is now showing some signs of improvement.

Your Directors have worked out a new strategy, whereby your company will also focus on high precision job-work and specialise in the moulds for certain items only, the demand for which is likely to increase substantially. Your Company has plans to establish a modern moulding shop.

DIRECTORS :

Shri Navverlal P. Kinariwala and Dr. M. N. Vora retire from the Board by rotation in accordance with the provisions of Article No. 22(b) of the Articles of Association of the Company and being eligible, offer themselves for re-appointment. The Board recommends re-appointments of the aforesaid directors.

FIXED DEPOSIT :

The Company has not accepted any deposit coming under purview of the provisions of section 58(A) of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975, as amended.

AUDITORS :

M/s. C. R. Shredalal & Co. Chartered Accountants, Ahmedabad, the Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting of the Company and being eligible, offer themselves for re-appointment. Your Directors recommend their re-appointment. The Auditors have also furnished a certificate to the effect that their re-appointment, if made, will be within the limits specified in sub-section (1B) of Section 224 of the Companies Act, 1956.

AUDITORS' REPORT :

The Auditors' Report and Notes on Accounts are self-explanatory and hence no further explanation is necessary.

PERSONNEL :

During the year, employee-employer relations continued to be cordial. Information as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended by the Companies (Amendment) Act, 1988 is NIL as no employee is in receipt of remuneration exceeding the limits specified in the said section.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

The details of conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are annexed hereto as Annexure-1.

LISTING OF EQUITY SHARES :

The equity shares of the Company are listed at Ahmedabad and Mumbai Stock Exchanges and the Company has paid annual listing fee to each of the above stock exchange for the year 1999-2000.

ACKNOWLEDGEMENT :

Your Directors wish to place on record their appreciation of the devoted services of all employees during the year.

Your Directors also acknowledge with thanks the co-operation and support extended by Union Bank of India, and various Government Departments.

Your Directors thank customers for the confidence reposed.

For and on behalf of the Board of Directors

SAURABH N. KINARIWALA
Chairman & Managing Director

PLACE : AHMEDABAD

DATE : MAY 27, 1999

ANNEXURE - 'A'**ANNEXURE TO DIRECTORS' REPORT****(A) CONSERVATION OF ENERGY :****Power and Fuel Consumption :**

(1) Electricity :	1998-99	1997-98
(a) Purchased		
Unit	115594	116454
Total Amount (Rs.)	499908	464440
Rate/Unit (Rs.)	4.48	3.99
(b) Own Generation	NIL	NIL
Unit	1513	6856
Total Amount (Rs.)	8926	23789
Rate/Unit (Rs.)	5.90	3.47
(2) Coal	NIL	NIL
(3) Furnace Oil	NIL	NIL
(4) L. P. G.	NIL	NIL

(a) Energy conservation measures taken :

The Company is using electricity and Diesel Generator. However, the Company has arranged for regular maintenance of drive motors and control gear equipment to get optimum efficiency.

(b) Additional investment and proposal, if any, being implemented for reduction of consumption of energy : NIL

(c) Impact of the measures at (a) and (b) above for reduction of energy consumption and cost of production of goods :

The cost of electricity in total production cost is very negligible; and hence no impact will be visible