

***36TH 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 E-mail Id: info@gujarattoolroom.com
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 E-Mail: bssahd@bigshareonline.com

C o n t e n t s	P a g e s
<i>Notice</i>	<i>04</i>
<i>Directors' Report</i>	<i>09</i>
<i>Management Discussion and Analysis Report</i>	<i>15</i>
<i>Nomination & Remuneration Policy</i>	<i>16</i>
<i>Secretarial Audit Report</i>	<i>19</i>
<i>Extract to Annual Return</i>	<i>22</i>
<i>Auditors Report</i>	<i>30</i>
<i>Profit & Loss Account</i>	<i>43</i>
<i>Balance Sheet</i>	<i>42</i>
<i>Cash Flow Statement</i>	<i>44</i>
<i>Notes to Accounts</i>	<i>45</i>

GUJARAT TOOLROOM LIMITED (CIN: L45208GJ1983PLC006056)

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Company will be held on Wednesday, 30th 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: 07th 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 36th 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 36th 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 36th 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 36th 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 36th 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.
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 36th 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 36th 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 16th 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 36th Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

** Private Limited Excluded

Date: 07th 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, 29th 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 24th, 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.
- (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, and c. 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 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 Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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 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.

- 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 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, under ‘Help’ section or write an email to 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 and on website of CDSL e-Voting 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 **36th 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)
Less:		
Depreciation	0	0
Provision For Taxation	0	0
Extra Ordinary Items	0	0
Tax Expense:		
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**