

**NOTICE**

**NOTICE** is hereby given that the 17th Annual General Meeting of the Members of HITTCO TOOLS LIMITED will be held at 11.00 A.M on Monday, the 26th September 2011 at "SHANTALA" Conference Hall, Ashraya International Hotel, # 149, Infantry Road, Bangalore – 560 001, to transact the following business :

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2011 and Profit and Loss Account for the year ended on that date along with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S.R.Satish who retires by

rotation and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. N.K.Raghunath who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajeev G Hassanand who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the Company and fix their remuneration.

**Place: Bangalore**

Date: 15th July, 2011

**By Order of the Board**

**CHINMAYA KHATUA**

**COMPANY SECRETARY**

**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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2011 to 26th September 2011 (Both days inclusive).
3. Members who are holding shares in Demat are requested to notify changes, if any, to their respective Depository Participants and those holding in physical form are requested to notify to M/s Cameo Corporate Services Limited, Subramanian Building, # 1, Club House Road, Chennai – 600 002.

**INFORMATION ABOUT DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING.**

**Item No.2**

Mr S.R.Satish aged 47 years holds Bachelor degree in Commerce. He has over 20 years of experience

Except Mr.S.R.Satish none of the Directors of the Company is interested in this item of business.

The Board of Directors recommends the resolution for approval by the members.

**Item No.3**

Mr. N.K.Raghunath, aged 62 years holds diploma in mechanical engineering has rich experience of more than 30 years in the Industry. He actively contributes in the policy decisions of the Company. He holds 1000 Equity Shares of the Company.

Except Mr.N.K.Raghunath none of the Directors of the Company is interested in this item of business.

The Board of Directors recommends the resolution for approval by the members.

**Item No.4**

Mr. Rajeev G Hassanand, aged about 40 years, holds B.E degree in mechanical engineering having rich experience of more than 15 years in the Industry. He holds directorship of HTC Properties Pvt. Ltd.

Except Rajeev G Hassanand none of the Directors of the company is interested in this item of business.

The Board of Directors recommends the resolution for approval by the members.

**Place: Bangalore**

Date: 15th July, 2011

**By Order of the Board**

**CHINMAYA KHATUA**

**COMPANY SECRETARY**

## DIRECTORS' REPORT

The Members,

Your Directors take pleasure in presenting the 17th Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2011.

### FINANCIAL RESULTS

(Rs. In Lakhs)

Particulars	2010-11	2009-10
Sales	799.71	480.81
Other Income	7.15	29.04
Increase/Decrease in Stock	-10.10	41.16
Operational Expenses	649.72	473.37
Interest and Financial Charges	6.30	3.57
Profit before Depreciation and Tax	140.74	74.07
Depreciation	42.53	38.61
Profit / (Loss) after Depreciation and Tax	78.87	29.64

### OPERATIONS AND BUSINESS PERFORMANCE

The Company has almost maintained a turnover of Rs.799.71 lakhs during the year 2010-11 as against Rs.480.81 lakhs during the previous year 2009-10. The Export Sales for the year 2010-11 was 124.34 lakhs compared to Rs.38.07 lakhs during the previous year and contributed 15.55% of the total sales. The Company's net profit for the year 2010-11 was Rs.78.87 lakhs as against profit of Rs.29.64 lakhs in the previous year. The company is competent of achieving more profitability.

### DIVIDEND

The Board is unable to recommend any Dividend for the year under review due to accumulated loss of the company.

### DIRECTORS

At the ensuing Annual General Meeting, Mr. S.R.Satish, Mr. N.K.Raghunath and Mr. Rajeev. G.Hassanand will retire by rotation and being eligible offer themselves for reappointment.

### DIRECTORS RESPONSIBILITY STATEMENT:

As per the provisions of Section 217(2AA) of the Companies Act 1956, the Directors hereby submit that -

- The Company had followed all the applicable Accounting Standards and there is no material departure from this in the preparation of the annual accounts ;
- The Company had selected the normal 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 of the Company for that period ;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ; and
- The Company had prepared the annual accounts on a going concern basis.

### DEPOSITS

The Company has not accepted/renewed any deposit from the public during the year under review.

### PERSONNEL

No employee of the Company had drawn salary in excess of the limits specified under Section 217(2A) of the Companies Act, 1956 read with

the Companies (Particulars of Employees) Rules, 1975.

### AUDITORS

M/s Sudhakar Hegde & Co., Chartered Accountants, Statutory Auditors, retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for reappointment as Statutory Auditors.

M/s Swamy & Associates, Company Secretaries, have been appointed as Secretarial Auditors of the Company for the year 2011-12.

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

The information as required under Section 217(1) (e) of the Companies Act, 1956 is enclosed as Annexure-A to this report.

### MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion & analysis report is enclosed at Annexure-B to this report.

### CORPORATE GOVERNANCE

A report on Corporate Governance is placed at Annexure-C to this report. Your Company has voluntarily got the Secretarial Audit done for the year 2010-11 as a part of good corporate governance practice and the report of M/s Swamy & Associates, Company Secretaries is placed at Annexure-D to this report.

### SECURITIES

The Company's shares are listed in the Stock Exchanges of Bangalore, Mumbai and Chennai. The addresses of the said Stock Exchanges are stated elsewhere in this Annual Report.

### ACKNOWLEDGEMENTS

Your Directors place on record their gratitude to the Governments, Financial Institutions and Banks for the assistance, co-operation and encouragement received during the year. For the continuing support of Investors, Dealers, Business Associates and Employees at all levels. Your Directors wish to place on record their sincere appreciation for their unstinting efforts in ensuring excellent performance.

Your Directors also wish to express their appreciation of dedicated efforts in pursuits of excellence put in by the employees at all levels.

**For and on behalf of the Board of Directors**

**SURENDRA BHANDARI  
CHAIRMAN**

**SIDHARTH BHANDARI  
MANAGING DIRECTOR**

**Place: Bangalore**

Date: 15th July, 2011

**ANNEXURE TO THE DIRECTORS REPORT**

**Annexure - A**

The information required in terms of Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are furnished below:

**Conservation of Energy:**

In design and execution, energy conservation measures have been implemented. The efforts to conserve and optimize the use of energy through improvements in design and operational methods will continue.

**A. Form - A**

<b>C. Power and Fuel Consumption :</b>	<b>2010-11</b>	<b>2009-10</b>
Electricity		
a) Purchased units (Lac Units)	<b>379433</b>	3,31,655
b) Total Amount (Lac Rs.)	<b>2235471</b>	15,78,527
c) Rate/Unit (Rs.)	<b>5.89</b>	4.76
a) Generated units (Lac Units)	<b>43945</b>	39,007
b) Total Amount (Lac Rs.)	<b>950260</b>	593601
c) Rate/Unit (Rs.)	<b>21.62</b>	15.22

**Annexure - B**

**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

**INDUSTRY STRUCTURE & DEVELOPMENTS**

In the financial year 2010-2011 the consumption of HSS Drills & Taps in Indian Market is Rs.2000Cr. Production in India by Different manufacturer is Rs.1800 Cr. Import from other Countries like China, Taiwan & other European Countries is Rs.200 Crores. The HSS Drills & taps market is growing annually by 10%.

The consistent demand of HSS Drills & Taps has prompted manufactures to increase the production capacity.

**OPPORTUNITIES AND THREATS**

With the vast experience of cutting tool manufacturing experience Company has started production of Carbide Drills which is having a market of Rs. 1650Cr. The major boost in Automobile market has increased the sale of Carbide tools in India. The Carbide Tool market is growing annually by 15%, which is much faster than the growth of HSS Tools. The threat perception in the country includes competition of Multi National Company's setting up plant in India & cheap priced tools from Taiwan & China.

**SEGMENT-WISE PERFORMANCE**

Your Company made Profit Rs. 78.87 lakhs on a turnover of Rs. 799.71 lakhs and other income of Rs. 07.15.

	<b>Drill Bits &amp; Taps (in Lakhs)</b>
Net Sales & Operating Revenue	<b>Rs. 799.71</b>
PBIT	<b>104.51</b>
Capital Employed	<b>829.91</b>
ROCE (%)	<b>12.60%</b>
PBIT Margins (%)	<b>13.07%</b>

**OUTLOOK FOR THE INDUSTRY**

The domestic Drill Bits and Taps supply is going increase in the coming years. Your Company has plans to increase production of Drill Bits and Taps as well as Carbide Tools. Additionally we are planning to expand our overseas marketing activities.

**OUTLOOK FOR THE COMPANY**

In your Company's future strategic growth plans, the core areas include further expansion of the capacities of machines. Its strategic plans are

**B. Technology Absorption**

Measures are taken by the Company for development of own technology through process & product development, Waste utilization, Energy conservation, Power Consumption etc. Continuous efforts are made towards technology innovation. The Company has installed two machines in the factory for Effluent Treatment Plant purposes and constructed separate room for keeping the used cotton waste which is disposed from the factory.

**C. Foreign Exchange Earnings and Outgo**

The Export Sales during the year has contributed 15.55% of the total Sales.

	<b>2010-11</b>	<b>2009-10</b>
Total Foreign Exchange – Used (Rs.) :	<b>2,53,33,422.17</b>	1,48,67,744.75
– Earned (Rs.):	<b>1,24,33,805.70</b>	<b>57,00,176</b>

**For and on behalf of the Board of Directors**

**SURENDRA BHANDARI**

**CHAIRMAN**

**SIDHARTH BHANDARI**

**MANAGING DIRECTOR**

Place: Bangalore

Date: 15th July, 2011

also directed towards meaningful utilization & redeployment of resources depending on the situations and full capacity utilization of existing operations with proactive financial management and with qualitative focus on human resource development.

**RISKS & CONCERNS**

The rising price of fuel oil and other input materials are a cause of concern for the industry.

International disturbances caused by terrorist strikes, and sudden unhealthy trends in the international scenario arising out of political uncertainty in the global context is a risk factor.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your Company has well established internal control systems commensurate with the size of the Company. Company has entrusted the jobs of internal audit to well experienced employees of the Company. The internal audit reports are discussed by an independent committee constituted by the Board. Action is being taken to further strengthen internal control procedures in respect of inventory and management.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECTS TO OPERATIONAL PERFORMANCE**

Details on financial performance with respect to operational performance are given in the Directors' Report.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED**

Human Resources Development is the key for the success of any organization. Keeping this in mind and the targets set, functional and development training needs are identified from multiple sources, primarily the competency related needs, secondly, needs arising from organizational requirements and finally departmental/sectional imperatives. So your Company has appointed in this year as many employees required for higher production.

**For and on behalf of the Board of Directors**

**SURENDRA BHANDARI**

**CHAIRMAN**

**SIDHARTH BHANDARI**

**MANAGING DIRECTOR**

Place: Bangalore

Date: 15th July, 2011

## CORPORATE GOVERNANCE REPORT

### PHILOSOPHY

Our Company believes in practicing good Corporate Governance, attaining maximum level of transparency, accountability and equity in all facets of its operations and in all its interactions with its stakeholders viz. shareholders, employees, customers, Government, bankers, society at large etc.

### BOARD OF DIRECTORS

#### a) Composition

The present strength of the Board of Directors is Ten (10). Out of Ten Directors, Seven Directors (more than 50%) are Non-Executive Directors. Besides, Five Directors (50%) are independent Directors. The composition of the Board is in conformity with the requirement of Clause 49 of the Listing Agreement.

#### b) Meetings of the Board of Directors

The Board of Directors meets regularly and is responsible for the proper direction and management of the Company. During the financial year 2010-11 Twelve Board Meetings were held on 13.04.2010, 26.05.2010, 25.06.2010, 07.07.2010, 31.07.2010, 16.09.2010, 12.10.2010, 16.12.2010, 04.01.2011, 27.01.2011, 18.02.2011 and 21.03.2011 and the maximum gap between any

#### d) Details about Company's Board of Directors :

Name of the Director	Share Holding	Category	Attendance Particulars			Directorships in other Companies	Committee Memberships	
			No of Board Meetings		Last AGM		Memberships	Chairmans hips
			Held	Attended	Attended			
1. Surendra Bhandari	4,00,100	Chairman	12	11	Yes	9		2
2. Madhu Bhandari	70,077	Director	12	8	No	9	-	-
3. Sidharth Bhandari	92,699	Managing Director	12	10	Yes	10	2	-
4. Rajib Ghosh Roy	0	Wholetime Director	12	8	Yes	-	-	-
5. K. Raghavendra Rao	1,000	Wholetime Director	12	12	Yes	4	3	-
6. Joseph Mathai	100	Independent Director	12	12	Yes	-	2	-
7. Rajeev G. Hassanand	0	Independent Director	12	11	Yes	1	-	-
8. S.R. Satish	0	Independent Director	12	12	Yes	-	-	1
9. N.K. Raghunath	1,000	Independent Director	12	8	Yes	-	1	
10. Vikram S Gupta	1,000	Independent Director	12	9	No	1	-	1

#### e) Information supplied to the Board

The Board has complete access to all information with the Company, inter-alia, the following information is regularly provided to the Board:

- Annual operating Plans, Capital Budgets, Revenue Budgets and updates;
- Quarterly results of the Company ; and
- Other relevant factors which the Board may require.

#### f) Remuneration paid to Directors

During 2010-11, the Company did not advance any loan to any of its Directors. The remuneration paid to the Directors for the year 2010-11 is given below :

Name of the Director	Category	Salary	P.P.
1. Surendra Bhandari	Chairman	-	-
2. Sidharth Bhandari	Managing Director	Rs 12,90,000/-	Rs.9,360/-
3. Madhu Bhandari	Director	-	-
4. K. Raghavendra Rao	Wholetime Director	Rs. 4,74,000/-	Rs 9,360/-
5. Rajib Ghosh Roy	Wholetime Director	Rs.5,20,000/-	Rs.9,360/-
6. Joseph Mathai	Independent Director	-	-
7. Rajeev G. Hassanand	Independent Director	-	-
8. S.R. Satish	Independent Director	-	-
9. N.K. Raghunath	Independent Director	-	-
10. Vikrain S Gupta	Independent Director	-	-

#### g) Green Initiative on Corporate Governance.

two meetings was not more than Four Months.

Quarter		Dates
April - June	1	13th April 2010
	2	26th May 2010
	3	25th June 2010
July - September	4	7th July 2010
	5	31st July 2010
	6	16th September 2010
October - December	7	12th October 2010
	8	16th December 2010
January - March	9	4th January 2011
	10	27th January 2011
	11	18th February 2011
	12	21st March 2011

#### c) Directors' Attendance Record and Directorship held

As mandated by Clause 49 of the Listing Agreement, none of the Directors are members of more than Ten Committees of Boards nor are they Chairman of more than Five Committees in which they are Members. The Independent Directors do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries.

The Ministry Of corporate Affairs(MCA) has vide its circular no. 17/2011 dated 21/04/2011 and circular no. 18/2011 dated 29/04/2011 announced the "Green Initiative in the Corporate Governance" by allowing Companies to send the notices/documents in electronic mode to its shareholders. The Board had sent the intimations to all the shareholders to get their email ids. The Annual report of the company will be sent to shareholders through email who have registered their email ids with the Company/DP and through physical mode who have not registered their email ids with the Company/DP.

### BOARD COMMITTEES

The Company has four Board level Committees - Audit Committee, Remuneration Committee, Share Transfer Committee and Shareholders / Investors' Grievances Redressal Committee. All decisions pertaining to the constitution of Committees, appointment of Committee Members and fixing of their terms of service are taken by the Board of Directors.

#### a) Audit Committee

The composition of Audit Committee as on 31.03.2011 is as follows:

1. Mr. Vikram S Gupts - Chairman
2. Mr. K. Raghavendra Rao - Member
3. Mr. Joseph Mathai - Member

The Company Secretary is the Secretary of the Committee. The Audit



# 17th Annual Report 2010-2011

## Hittco Tools Ltd.

Committee held Six meetings during 2010-11 on 13.04.2010, 26.05.2010, 07.07.2010, 31.07.2010, 12.10.2010 and 27.01.2011.

The heads of finance function, internal audit and the representative of the statutory auditors are permanent invitees to the Audit Committee meetings.

### b) Remuneration Committee

The Remuneration Committee comprises of three Directors, viz. Mr. S R Satish, Mr. Joseph Mathai and Mr. N K Raghunatha. Mr. S R Satish is the Chairman of the Remuneration Committee. The Company Secretary is the Secretary of the Committee. The Remuneration Committee held three meetings during 2010-11 on 13.04.2010, 25.06.2010 and 31.07.2010.

### c) Share Transfer Committee

The Share Transfer Committee comprises of three Directors, viz. Mr. Surendra Bhandari, Mr. Sidharth Bhandari and Mr. K. Raghavendra Rao. Mr. Surendra Bhandari is the Chairman of the Share Transfer Committee. The Company Secretary is the Secretary of the Committee. The Share Transfer Committee held eleven Meetings during 2010-11 on 30.04.2010, 05.06.2010, 25.06.2010, 15.07.2010, 30.07.2010, 16.08.2010, 20.09.2010, 07.10.2010, 15.11.2010, 30.12.2010 and 31.01.2011.

### d) Shareholders / Investors' Grievances Redressal Committee

The Shareholders / Investors' Grievances Redressal Committee comprises of three Directors, viz. Mr. Surendra Bhandari, Mr. Sidharth Bhandari and Mr. K. Raghavendra Rao. Mr. Surendra Bhandari is the Chairman of the Shareholders / Investors' Grievance Committee. The Company Secretary is the Secretary of the Committee. The Shareholders / Investors' Grievance Committee held two meetings during 2010-11 on 20.08.2010 and 10.01.2011.

### GENERAL BODY MEETINGS

Particulars of the General Meetings of the Company held during the last 3 Years:

Annual general Meeting			
Year	Date	Time	Location
2007-2008	13.08.2008	11.30 A.M.	SHANTALA" Conference Hall, Ashraya International Hotel, # 149, Infantry Road, Bangalore-560 001.
2008-2009	25.09.2009	12.00 Noon	"SHANTALA" Conference Hall, Ashraya International Hotel, # 149, Infantry Road, Bangalore-560 001
2009-2010	07.09.2010	11.00 A.M.	"SHANTALA" Conference Hall, Ashraya International Hotel, # 149, Infantry Road, Bangalore-560 001.

No special resolution was passed through postal ballot at the Annual General Meeting held during the year under report.

### DISCLOSURES:

#### (i) Related Party Transactions

There were no material significant transactions with the Directors or the management or relatives that have any potential conflict with interest of the Company at large.

#### (ii) Compliances by the Company

There was no case of non-compliance by the Company, nor any case of penalties or strictures, imposed on the Company by Stock Exchanges or SEBI or any other Statutory Authorities on any matter related to capital markets during the last three years.

#### (iii) CEO/CFO Certification

The CEO and the CFO of the Company have certified to the Board with regard to the compliance made by them in terms of Clause 49(V) of the Listing Agreement.

#### (iv) Non-Mandatory Requirements

The Company has not adopted the non-mandatory requirements as specified in Annexure 1D of clause 49 of the Listing Agreement.

#### (v) Accounting Treatment

The financial statements are prepared under the historical cost convention and have been prepared in accordance with applicable mandatory Accounting Standards and relevant presentational requirements of the Companies Act, 1956.

### MEANS OF COMMUNICATION

The Company has always promptly reported all material information including quarterly financial results, press releases issued by the Company, etc. to all Stock Exchanges where the securities of the Company are listed. The quarterly

results and other information were communicated to the shareholders by way of advertisement in a national and in vernacular language daily newspapers.

### GENERAL SHAREHOLDERS' INFORMATION

The Annual general Meeting of the Company is scheduled to be held on Monday, the 26th September 2011 at 11.00 A.M at "SHANTALA" Conference Hall, Ashraya International Hotel, # 149, Infantry Road, Bangalore – 560 001.

### Financial Calendar (tentative and subject to change):

Events	Tentative Date
Annual General Meeting for the year ending March 31, 2011	26th September, 2011
Unaudited Financial results for the first quarter ending 30th June, 2011	12th August, 2011
Unaudited Financial results for the second quarter ending 30th September, 2011	By 15th November, 2011
Unaudited Financial results for the third quarter ending 31st December, 2011	By 15th February, 2012
Audited Financial results for the year ending 31st March, 2012	May, 2012

### Book Closure Dates

Thursday, the 22nd September, 2011 to Monday, the 26th September, 2011 (both days inclusive) for requirements of Clause 16 of the Listing Agreement for the financial year 2010-11.

### Dividend

Due to accumulated loss, the Board is unable to recommend any Dividend for the year under review.

### Listing on Stock Exchanges

The Company's shares are listed in Bombay Stock Exchange Limited (BSE) P. J. Towers, Dalal Street, Mumbai – 1, The Bangalore Stock Exchange, # 51, 1st Cross, J. C. Road, Bangalore – 560 027 and The Madras Stock Exchange Limited, # 30, Second Line Beach, Chennai – 600 001..

### Stock Code

Stock Exchange	Code
Bombay Stock Exchange Limited	531661

### Market Price Data

Monthly Share Price movement during 2010-11 on Bombay Stock Exchange:

No	Date	Highest (Rs.)	Lowest (Rs.)
1.	April, 2010	16.25	12.71
2.	May, 2010	17.82	13.45
3.	June, 2010	25.85	16.50
4.	July, 2010	43.55	28.00
5.	Aug, 2010	40.25	30.00
6.	Sep, 2010	44.00	38.25
7.	Oct, 2010	51.85	38.00
8.	Nov, 2010	38.00	14.75
9.	Dec, 2010	18.56	13.00
10.	Jan, 2011	15.38	10.39
11.	Feb, 2011	10.99	8.50
12.	Mar, 2011	10.75	8.50

### Registrar and Transfer Agents:

All works related to share both for physical and electronic segments are maintained by our Registrar and Transfer Agents named M/s Cameo corporate Services Ltd., located at Subramaniam Building, #1 Club House Road, Chennai-600 002.

### Share Transfer System

All share transfers and other communications regarding share certificates, change of address, transmission, etc. should be addressed to Registrar and Transfer Agent. All share transfers now take place on fortnightly basis. All share transfers are completed within statutory time limit from the date of receipt, provided documents meet the stipulated requirement of statutory provisions in all respects.

### Distribution of Shareholding

Given below Tables A & B lists the distribution of the shareholding of the Equity Shares of the Company by size and by ownership class as on 31st March 2011.

**Table A: Shareholding Pattern by Size**

No of Equity Shares held	Total No. of Shareholders	% to total Shareholders	Total No. of shares	% to total Shares
00001 – 05000	1386	94.61	799472	15.14
05001 – 10000	32	2.18	243505	4.61
10001 - 20000	14	0.96	198950	3.77
20001 - 30000	10	0.68	241994	4.58
30001 - 40000	6	0.41	216813	4.10
40001 - 50000	3	.20	142500	2.70
50001– 100000	7	0.48	608240	11.52
100001 & above	7	0.48	2829826	53.58
Total	1465	100	5281300	100

**Table B: Shareholding Pattern by Ownership**

Particulars	No. of Shareholders	% to total shareholders	No. of shares	% to total Shares
Directors, Promoters & their family members	14	0.96	2394046	45.33
Corporate Bodies	99	6.76	1360197	25.75
Individuals	1352	92.28	1527057	28.92
Total	1465	100	5281300	100

**Dematerialization of Equity Shares**

Trading in equity shares of the Company became mandatory in dematerialized form from 1.10.2000. To facilitate trading in demat form, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has entered into agreements with both these NSDL and CDSL. Shareholders can open their accounts with any of the Depository Participants to hold their shares in dematerialized form. About 76.16% of the Equity Shares of the Company are held in the dematerialized form.

**Outstanding GDRs/ADRs/Warrants or any convertible Instruments, Conversion Date and likely impact on equity**

The Company has neither issued any GDR/ ADR nor any convertible instrument as on date.

**Plant Locations of the Company**

Unit-I	Unit-II
#78, III Phase, Peenya Industrial Area, Bangalore - 560 058.	#SB-162, 3rd Cross, Peenya Industrial Area, Bangalore - 560 058.

**Address for Correspondence**

The Company's Registered Office is situated at:  
#42, Nandidurg Road, Bangalore - 560 046.  
Tel: 080-41491251 (Extn. 131/138) Fax: 080-41491250  
E-mail ID:i) Raghavendra@hittco.com  
ii) chinmaya@hittco.com

**Our Registrar and Transfers Agent's Address is:**

M/s Cameo corporate Services Ltd.  
Subramaniam Building, #1 Club House Road, Chennai-600 002.  
Tel : 044-28460390 Fax : 044-28460129

Shareholders holding shares in electronic form should address all their correspondence regarding change of address, bank particulars etc. to their respective Depository Participants (DPs) only. There is no need to inform these changes to the Company or its Registrar Transfer Agent.

**For and on behalf of the Board of Directors**

**SURENDRA BHANDARI** **SIDHARTH BHANDARI**  
**CHAIRMAN** **MANAGING DIRECTOR**

Place: Bangalore  
Date: 15th July, 2011

**Annexure - D**

**SECRETARIAL AUDIT REPORT**

To  
The Members  
Hittco Tools Ltd.  
Bangalore.

We have examined all secretarial records and the compliance of provisions of the Companies Act, 1956, the regulations, guidelines and the instructions issued by the Securities and Exchange Board of India (SEBI) and the relevant clauses of the Listing Agreement with Stock Exchanges where the shares of Hittco Tools Ltd.(the company) are listed, the Depositories Act, 1996 and bye-laws framed there under from time to time, for the year ended 31st March, 2011 and we report that:

**1. Maintenance of Statutory Records:**

The Company is maintaining all statutory records and registers as required to be maintained under various provisions of the Companies Act, 1956 and the rules made there under and all the records and entries in the registers are upto date.

**2. Filling of Statutory Returns:**

The Company has timely filed all statutory returns with the Registrar of Companies as well as with other Statutory Authorities and has furnished

the required documents / intimations to the Stock Exchanges regularly and within the scheduled time frame as required under various clauses of the Listing Agreement.

**3. Composition of the Board:**

The Board of Directors of the Company comprised of 10 directors; consisting of the Chairman (Non-Executive Chairman), Managing Director (Executive), two executive directors, one non-executive director and five independent directors(Non-Executive) as on 31.03.2011. In terms of clause 49 of Listing Agreement, at least half of the Board should comprise of independent directors.

**4. Board Meetings:**

During the year, the Board of Directors of the Company met Twelve times 13.04.2010, 26.05.2010, 25.06.2010, 07.07.2010, 31.07.2010, 16.09.2010, 12.10.2010, 16.12.2010, 04.01.2011, 27.01.2011, 18.02.2011, 21.03.2011, in respect of which proper notices were given. The proceedings of the meetings including the resolution passed were properly recorded in the Minutes Book maintained by the Company and duly signed.

**5. Registrar & Transfer Agent:**

The Company has a Registrar & Transfer Agent named Cameo corporate