AN ISO 9001-2008 COMPANY

Hittco Tools Ltd.

22ND Annual Report 2015-2016

BOARD OF DIRECTORS	:	Mr. Surendra Bhandari-Chairman Cum Managing Director Mrs. Madhu Bhandari Mr. Sidharth Bhandari Mr. Rajib Ghosh Roy Mr. Joseph Mathai Mr. Rajeev G. Hassanand Mr. S.R. Satish Mr. N.K. Raghunath Mr. Vikram S Gupta
COMPANY SECRETARY	:	Mr. Manjeet Kumar
STATUTORY AUDITORS	:	M/s. Mishra & Co.
SECRETARIAL AUDITORS	:	M/s Swamy & Associates, Company Secretaries, Bangalore
REGISTRAR & TRANSFER AGENTS	:	M/s Cameo Corporate Services Ltd. Subramaniam Building, #1, Club House Road, Chennai-600 002. Ph: 044-28460390
PLANT	:	**Unit-I** #78, III Phase, Peenya Industrial Area, Bangalore-560 058. **Unit-II** #78, III Phase, Peenya Industrial Area, Bangalore-560 058.
REGISTERED & CORPORATE OFFICE:		#19, Aliasker Road, Bangalore - 560 052.
BANKERS	:	HDFC Bank Ltd. IndusInd Bank Ltd. Canara Bank & Kotak Mahindra Bank Ltd.
NOTE	:	***No gift will be given in the AGM***

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PROXY FORM & ATTENDANCE SLIP

NOTICE

NOTICE is hereby given that the 22ND Annual General Meeting of the Members of **HITTCO TOOLS LIMITED** will be held at 11.00 A.M on Friday, the 30th September 2016 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 2016 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. Rajib Ghosh Roy (DIN: 03050182) who retires by rotation and being eligible, offers herself for re-appointment.

3. To consider and, if thought it, to pass with or without modification the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the resolution passed by members at the AGM held on 30th September, 2015, the appointment of M/s Mishra & Co Chartered Accountants, (Firm registration no. 012355S), as Statutory Auditor of the Company to hold office from the conclusion of the 21st AGM of the Company till the conclusion of the 26th AGM be and is hereby ratified and the Board of Directors be and is hereby authorized to fix remuneration payable to him for the financial year ended 31st March, 2017."

By order of the board
Manjeet Kumar
COMPANY SECRETARY

Place: Bangalore
Date: 3rd September, 2016

IMPORTANT NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE

COMPANY DULY COMPLETED NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME FIXED FOR HOLDING THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Explanatory statement pursuant to section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.

4. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, name of companies which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under SEBI (Listing Obligation And Disclosure Requirement) Regulations,2015 with the Stock Exchanges, are annexed hereto.

5. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.

6. Members/Proxies are requested to deposit the attendance slip duly filed in and signed for attending the Meeting. Members who hold shares in dematerialization form are requested to write their client ID and DP ID numbers for identification

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of Meeting.

9. The Register of Member of the Company will remain closed from 24rd September, 2016 to 30th September, 2016 (both days inclusive).

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account. Member

holding shares in physical form can submit their PAN details to the Company at the Registered Office of the Company.

11. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

12. Due to security reasons mobile phones, camera, bags and other accessories are not allowed to be carried inside the meeting premise.

13. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least Seven days in advance of the Annual General Meeting.

14. Members holding physical shares in identical order of names in more than one folio are requested to send to the Company or Share Transfer Agent, the details of such folios together with the shares certificates for consolidating their holding in one folio. A consolidated share certificates will be returned to such members after making requisite changes thereon.

15. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Annual General Meeting. The above said shall also be available on the Company's website at www.Hittco.in and on the website of the CDSL: www.cdslindia.com

16. Business to be transacted at the meeting may be transacted through electronic voting

17. System and company is providing facility for voting by electronic means.

18. Mr. Swamy, Company Secretary in practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

19. The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutinizer report of the votes cast in favor or against, if any, forthwith to the whole Time Director and in his absence to the Company Secretary of the Company.

20. The result of voting shall be declared by the Chairman of the meeting on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.Hittco.com and on the website of the CDSL:

www.cdslindia.com within two days of passing of the resolution at the 22nd Annual General Meeting of the Company

21. The results will also be communicated to stock exchange where the shares of the company are listed.

VOTING THROUGH ELECTRONIC MEANS:

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 26th September, 2016 at 9.00 A.M and ends on 28th September, at 5:00 P.M 2016. 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) of 24th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(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,
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 first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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 (iv).

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

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the Hittco Tools Limited on which you choose to vote.

(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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) **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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) 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.

ANNEXURE TO THE NOTICE

Information required to be furnished as per the Companies Act and SEBI (LODR) Regulation:

As required under Companies Act and SEBI (LODR) Regulation, 2015, the particulars of Directors who are proposed to be appointed/ re-appointed are given below:

Name of Director	**Mr. Rajib Ghosh Roy**
DIN	03050182
Date of Birth	01.08.1970
Date of Appointment	01.07.2010
Qualification	B. Sc. Graduate
Expertise in specific functional areas	He possess good business sense and administrative capabilities.
List of other Companies in which Directorship held (excluding in Foreign companies)	NIL
Chairman/Member of Committees the Board of Directors of the Company.	NIL
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company.	NIL

Place: Bangalore **Manjeet kumar**
Date: 3rd September, 2016 **COMPANY SECRETARY**

DIRECTORS' REPORT

To
The Members,

Your Directors take pleasure in presenting the 22nd Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2016.

FINANCIAL RESULTS:

(Rs. In Lakhs)

Particulars	**2015-16**	**2014-15**
INCOME:		
Sales	724.41	740.83
Other Income	17.56	19.13
Total (A)	**741.97**	**759.96**
EXPENSES:		
Cost of Material Consumed	251.81	296.58
Purchase of Stock-in-trade		
Changes in inventories of finished goods, work in progress and stock-in-trade	44.24	(33.37)
Employee benefit expenses	209.85	224.58
Other expenses	185.01	226.69
Interest and Financial Charges	32.04	39.32
Exceptional items	0	0
Total (B)		
Profit before Depreciation and Tax (C) = (A) - (B)	**18.46**	**6.16**
Depreciation and amortisation expenses	140.51	53.71
Tax	(9.52)	5.15
Profit / (Loss) after Depreciation and Tax	**(112.53)**	**(52.70)**
Earnings Per Share(Basic)	(1.78)	(0.83)
Earnings Per Share(Diluted)	(1.78)	(0.83)

OPERATIONS AND BUSINESS PERFORMANCE:

The Company has almost maintained a turnover of Rs.724.41 lakhs during the year 2015-16 as against Rs.740.83 lakhs during the previous year 2014-15. The Export Sales for the year 2015-16 was Rs. 10.26 lakhs compared to Rs. 34.70 lakhs during the previous year and contributed 1.41 % of the total sales. The Company's net loss after tax for the year 2015-16 was Rs.112.53 lakhs as against loss of Rs. 52.70 lakhs in the previous year which is due to provision for deferred tax, provision for gratuity and lesser turnover. The company is competent of achieving profitability.