



IYKOT HITECH TOOLROOM LIMITED

TWENTY SEVENTH

# ANNUAL REPORT

2017 - 2018

**IYKOT HITECH TOOLROOM LIMITED**

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27th Annual General Meeting will be held on Thursday, 20th September, 2018 at 4.00 P.M. at Hotel Palmgrove, 13,Kodambakkam High Road, Chennai – 600 034. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.

Visit us at [www.iykot.com](http://www.iykot.com)

## IYKOT HITECH TOOLROOM LIMITED

### 27TH ANNUAL GENERAL MEETING

### CORPORATE INFORMATION

#### Board of Directors

Thiru. S. Iyempandi	Managing Director
Thiru. N.K.S. Kolappan	Director
Tmt. Sornalatha Usha	Director
Thiru. A. Paramasivam	Independent Director
Dr. S. Rajapandian	Independent Director
Thiru. M.S. Krishnan	Independent Director

**Compliance Officer** Mr.S.Chandrasekaran

**Company Secretary** Mr.P Udayakumar

**Chief Financial Officer** Mr.S.Chandrasekaran

#### Board Committees

##### 1. Audit Committee

Dr. S. Rajapandian	Chairman
Thiru. N.K.S. Kolappan	Member
Thiru. A. Paramasivam	Member
Thiru. M.S. Krishnan	Member

##### 2. Nomination and Remuneration Committee

Thiru. A. Paramasivam	Chairman
Dr. S. Rajapandian	Member
Thiru. M.S. Krishnan	Member

##### 3. Stakeholders Relationship Committee

Thiru. N.K.S. Kolappan	Member
Thiru. S. Iyempandi	Member

#### Statutory Auditors

M/s. Vivekanandan Associates

Chartered Accountants

MNO Complex, No.81, Greams Road,

Thousand Lights, Chennai-600006.

**Secretarial Auditors**

M/s. Lakshmmi Subramanian & Associates  
Murugesu Naicker Office Complex,  
No.81, Greaves Road,  
Thousand Lights, Chennai-600006.

**Principal Bankers**

State Bank of India, Chennai-600108  
Axis Bank Ltd, Chennai-600043

**Registered Office**

M/s. IYKOT HITECH TOOLROOM LTD.  
No. 19, Block-I, Sidco Electronics Complex,  
Guindy, Chennai-600032  
Email : [info@iykot.com](mailto:info@iykot.com)

**Factory**

M/s. IYKOT HITECH TOOLROOM LTD.  
131/2, Thiruneermalai Road,  
Nagalkeni, Chromepet,  
Chennai- 600044.  
Telefax: 044-43162280 Email : [production@iykot.com](mailto:production@iykot.com)

**Registrar and Share Transfer Agent**

M/s. Cameo Corporate Services Ltd "Subramanian Building", No.1,  
5th Floor, Club House Road, Chennai- 600002  
Phone: 044- 64555838  
Fax: 044- 28460129  
Email: [cameo@cameoindia.com](mailto:cameo@cameoindia.com)

**Stock Exchanges where the company's securities are listed**

Bombay Stock Exchange

**Website**

[www.iykot.com](http://www.iykot.com)

**Investor Grievances**

[info@iykot.com](mailto:info@iykot.com)  
[grc@iykot.com](mailto:grc@iykot.com)

## **YKOT HITECH TOOLROOM LIMITED**

Regd. office: No.19, block-I Sidco Electronics Complex, Thiru Vi Ka Industrial Estate, Guindy, Chennai - 32

Website: www.iykot.com email: info@iykot.com

CIN:L27209TN1991PLC021330

### **NOTICE TO THE SHAREHOLDERS**

NOTICE is hereby given that the 27th Annual General Meeting of the Company will be held on Thursday, 20th September 2018, Thursday at 4.00 p.m. at Hotel Palmgrove, 13, Kodambakkam High Road, Chennai – 600 034, to transact the following business.

#### **ORDINARY BUSINESS:**

##### **1. Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements for year ended 31st March, 2018 together with the Reports of Board of Directors and Auditors.

##### **2. Appointment of Mr. S. Iyempandi as a Director liable to retire by rotation**

To appoint a Director in the place of Mr. S. Iyempandi (DIN- 00891670) who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

##### **3. Re-appointment of Mr. A. Paramasivam as Independent Director for further term of five years.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. A. Paramasivam (holding DIN 02474561), a non-executive Director of the Company, who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. 1st April 2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

##### **4. Re-appointment of Dr. S. Rajapandian as Independent Director for further term of five years.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special

Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. S. Rajapandian (holding DIN 00749035), a non-executive Director of the Company, who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. 1st April 2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

##### **5. Re-appointment of Mr. M. S. Krishnan as Independent Director for further term of five years.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. M. S. Krishnan (holding DIN 01980260), a non-executive Director of the Company, who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. 1st April 2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

By Order of the Board of Directors

(Sd/-)

**(S.IYEMPANDI)**

Managing Director

DIN : 00891670

Place: Chennai

Date : 30.07.2018

**NOTES:**

- a) A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
  - b) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letter head of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
  - c) The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 27th Annual General Meeting of the company.
  - d) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than 3 days written notice is given to the company in advance.
  - e) The Members / Proxies / Authorised Representatives are requested to bring the duly filled Attendance Slips and their copy of Annual Report enclosed herewith to attend the Meeting.
  - f) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Thursday, 13th September 2018 to Thursday, 20th September 2018 (both days inclusive) for the purpose of Annual General Meeting.
  - g) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM.
  - h) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 setting out material facts in respect of the special business under Item Nos. 4 & 5 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) REGULATIONS, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No.2 of the Notice, is also annexed.
- Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents, Cameo Corporate Services Ltd at "Subramanian Building", No.1, 5th Floor, Club House Road, Chennai- 600002 Tel No: 044- 64555838 Fax: 044- 28460129.
- a) We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through mail. You can do this by updating your email addresses with your depository participants.
  - b) Members may also note that the notice to the 27th Annual General Meeting and the Annual Report of the Company will be available at the Company's website [www.iykat.com](http://www.iykat.com).
  - c) In accordance with the provisions of Section 191 of the Companies Act, 2013 and Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, this Notice and the Annual Report of the Company for the financial year 2017 – 18 are being sent by e-mail to those Members whose e-mail address are available with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the company by the Depositories.
  - d) Members holding shares in physical form and in electronic mode are requested to immediately notify change in their address and updates of savings bank account details, if any, to their respective Depository Participant(s) and to the Registrar and Share Transfer Agents, Cameo Corporate Services Ltd, "Subramanian Building", No.1, 5th Floor, Club House Road, Chennai- 600002. Tel No: 044- 64555838 Fax: 044- 28460129, quoting their Folio Number(s).
  - e) Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
  - f) Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Compliance Officer at least seven days in advance of the Meeting so that the information required can be readily made available at the Meeting.
  - g) All documents referred to in the accompanying

Notice requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection at the Registered Office of the Company during business hours on all days, except Saturdays, Sundays and National Holidays from the date hereof up to the date of Annual General Meeting.

- h) The route map showing directions to reach the venue of the 27th Annual General Meeting is annexed.

#### a) Voting through Electronic Means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 17th September 2018 (9:00 am) and ends on 19th September 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

#### V. The process and manner for remote e-voting are as under:

The instructions for shareholders voting electronically are as under

1. The voting period begins on Monday 17th

September, 2018 from 9.00 am and ends on Wednesday 19th September, 2018 till 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the date 13th September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

#### 2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

3. Click on Shareholders.
4. 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If 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).</p>

1. After entering these details appropriately, click on "SUBMIT" tab.
2. 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.
3. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
4. Click on the EVSN for the relevant Lykot Hitech Toolroom Limited on which you choose to vote.
5. 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.
6. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
7. 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.
8. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
9. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
10. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
11. 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.
  - 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.
12. 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).
- I. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 13th September, 2018
- II. Mrs Lakshmmi Subramanian, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the electronic voting process at the AGM in a fair and transparent manner.
- III. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IV. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The Chairman or the authorised person shall declare the result of the voting forthwith.



- V. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.iykot.com](http://www.iykot.com) and on the website of CDSL after the same is declared by the Chairman/authorised person. The Results shall also be simultaneously forwarded to the stock exchanges.
- i) Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
- ii) The Register of Members and the Share Transfer Books of the Company will remain closed from 13th September, 2018, Thursday to 20th September, 2018, Thursday (both days inclusive) for the purpose of Annual General Meeting.
- iii) Members holding shares in physical form are requested to immediately notify change in their address, to the Registrar and Transfer Agent of the Company, viz. M/s Cameo Corporate Services Limited, Subramanian Building Vth floor, Chennai-600002, quoting their Folio number(s).
- iv) Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
- v) Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
- vi) The facility for voting, either through ballot form or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- vii) The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- viii) The Annual Report of the Company circulated to the Members of the Company, shall also be made available on the Company's website at [www.iykot.com](http://www.iykot.com).
- ix) Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
- x) All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered/Corporate Office of the Company during the business hours on all working days from the date hereof up to the time of the Meeting.
- xi) Clause 32 of the Listing Agreement executed with the stock exchanges permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the purpose.
- xii) The Companies Act, 2013 has also recognized serving of documents to any Member through electronic mode. In view of the above email addresses made available by the Depository for your respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/ documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode. In light of the requirements prescribed by the aforesaid circulars, for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2018 would be dispatched.
- xiii) Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members who have not registered their email id with their Depository Participants are requested to do so and support the green initiative. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned above quoting their folio number(s).
- xiv) MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

**INFORMATION AS REQUIRED UNDER REGULATION 36 (3) SEBI (LODR) REGULATIONS,  
2015 IN RESPECT OF DIRECTORS BEING REAPPOINTED / APPOINTED**

Particulars of Director	<b>Mr. S. Iyempandi</b>
Date of Birth	09.05.1943
Qualification and Expertise in specific functional areas	B.E., MBA. He has wide experience in Electrical Distribution, Material Management In various Industries. Worked in a project as Material Manager in Saudi Arabia for More than 3 Years. Associated with this Company from the inception and is the Key Management Person (Managing Director) till now.
Chairmanships/Directorship of other Companies (excluding Foreign Companies and Section 8 Companies) Chairmanships/Directorship of Committees of other Public Companies.	Hitech Computer and Systems Private Limited
I. Audit Committee	-
ii. Stakeholders Relationship Committee	Member
iii. Nomination and Remuneration Committee	-
Number of shares held in the Company	143520

By Order of the Board of Directors

(Sd/-)

**(S.IYEMPANDI)**

Managing Director

DIN : 00891670

Place: Chennai

Date : 30.07.2018

**Route Map of the Venue of the 27th Annual General Meeting**

