

CIN: L45208GJ1983PLC006056

FORM A COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED WITH THE STOCK EXCHANGES

1.	Name of the Company:	Gujarat Toolroom Limited
2.	Annual financial statements for the year ended	31st March, 2015
3.	Type of Audit observation	<p>Matter of Emphasis</p> <p>We draw attention to Note 19(b) of the Financial Statements which indicates that the Company has accumulated losses and its net worth has been fully eroded, the company has incurred net cash loss during the current as well as previous financial year and the company also has a negative net current assets position. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the accompanying financial statements have been prepared under the going concern assumption based on the mitigating factors stated therein.</p> <p>Our opinion is not modified in respect of this matter.</p>
4.	Frequency of Observation	The para on Matter of Emphasis has been appearing second time in the statutory auditor's report on the financial statements of the Company for the financial years ended on 31 st March, 2014 and 2015.

Gujarat TOOLROOM LIMITED

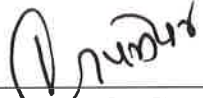
402, Sheel Complex, 4th Floor, Mayur Colony, Nr. Mithakhali Under Bridge, Navrangpura, AHMEDABAD - 380 009.
Tel No. : 079 - 2640 3311, 2640 1304, Tel-Fax : 079 - 2640 1304, Email: info@gujarattoolroom.com, Website : www.gujarattoolroom.com

5. To be signed by-


- Managing Director


(Suryakant H. Parikh)
(Din: 00038136)

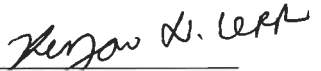
- Chief Financial Officer


(Viren G. Gurjar)

- Auditor of the company


For, Dharmesh Parikh & Co.
(Kanti Gothi)
Partner

- Audit Committee Chairman


(Kunjan N. Vora)
(Din: 03612667)

NOTICE

NOTICE is hereby given that the **31st ANNUAL GENERAL MEETING** of the Members of **GUJARAT TOOLROOM LIMITED** will be held on **Thursday, 24th September, 2015** at **03.30 P.M.** at 402, Sheel Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad – 380 009 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 Statement of Profits & Loss and together with Cash Flow Statement and Notes forming part thereto (“Financial Statement”) for the year ended on 31st March, 2015 and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Vishal M. Shah who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Auditors and fix their remuneration.

SPECIAL BUSINESS:

4. **To consider the Reduction of Capital and consolidation of face value of the shares of the Company.**

To consider and if thought fit, to give your assent/dissent to the following resolution as a **special resolution**:

“RESOLVED THAT pursuant to section 100 to 104 and other relevant provisions of the Companies Act, 1956, Article 8 of the Articles of Association of the Company and subject to confirmation by the Hon’ble High Court of Judicature at Ahmedabad, in the state of Gujarat, consent of the members of the Company be and is hereby accorded to the reduction in the paid-up share capital of the Company with effect from the appointed date of the Scheme from **Rs.3,47,68,000/-** (Rupees Three Crores Forty Seven Lacs Sixty Eight Thousand Only) divided into 34,76,800 Equity Shares of Rs.10/- (Rupees Ten Only) each fully paid up TO **Rs.69,53,600/-** (Rupees Sixty Nine Lacs Fifty Three Thousand Six Hundred Only) divided into 34,76,800 Equity Shares of Rs.2/- (Rupee Two Only) each fully paid up and that such reduction be effected by reducing the paid up value of shares of the Company from Rs.10/- per share to Rs.2/- per share, on 34,76,800 Equity Shares aggregating to Rs.2,78,14,400/- in the existing paid up Equity Share Capital which is lost or un-represented by the available assets i.e. Debit balance in Profit & Loss Account.”

RESOLVED FURTHER THAT pursuant to applicable provisions of the Companies Act, 1956 and/or the Companies Act 2013 consent of the members of the Company, subject to necessary approvals of the applicable authority, be and is hereby granted to consolidate the reduced face value of Rs.2/- per share to Rs.10/- per share as fully paid-up by issuing 1 equity share of Rs.10/- each fully paid-up against every 5 equity shares of Rs.2/- each fully paid-up and to do all such acts, deeds and things as may be necessary in this regard.

RESOLVED FURTHER THAT after reduction of the capital of the Company, the paid up capital of the Company be re-organised subject to such rights, privileges and conditions attaching thereto as are provided by the Memorandum and Articles of Association of the Company and the board be and are hereby authorized to implement, modify, amend and alter the REDUCTION OF CAPITAL of the Company in accordance with the order of the Hon’ble High Court judicature at Ahmedabad in the state of Gujarat and such other authorities, Stock Exchange, Registrar of Companies and Securities and Exchange Board of India.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to move the petition/application to the Hon’ble High Court judicature at Ahmedabad and/or to any tribunal for an order confirming the aforesaid reduction and to submit necessary applications under the Companies Act, 1956 and/or the Companies Act, 2013, Listing Agreement, SEBI Act, 1992 and other Applicable Rules and Regulation for the purpose of giving effect to the above mentioned reduction of capital and to do all such other acts, matters, deeds as may deem fit and proper to carry out the reduction of capital..”

5. **To consider with or without modification to deal with fractional share and implementation of reduction of capital of the company:**

To consider and if thought fit, to give your assent/dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT on account of reduction of capital, the paid up value of shares of the Company will be reduced from Rs.10/- per share to Rs.2/- per share and on account of consolidation of face value of the shares, every shareholder of the Company, whose name appears on the Register of Members as on the Record Date, will get 1

(one) Equity Share of Rs.10/- (Rupees Ten Only) each fully paid up against every 5 (five) Equity Shares of Rs.2/- (Rupees Two Only) each fully paid up, held earlier in the Company, therefore the fractional entitlements of the relevant shareholders of the Company shall be consolidated and thereupon New Equity Shares shall be issued and allotted in lieu of thereof to such Director(s), Officer(s) or other person(s) as shall be nominated by the Company ["Trustee(s)] who shall hold the shares in trust on behalf of the shareholders of the Company entitled to the fractional entitlements on the express understanding that such Trustee(s), shall sell the same in the market at such time or times and at such price or prices, as deemed fit by such Trustee(s), and the net sale proceeds thereof shall be distributed, subject to deduction of tax as applicable and related expenses, to the shareholders of the Company in proportion to their respective fractional entitlements.

RESOLVED FURTHER THAT for the purpose of giving effect to the reduction of capital, consolidation of reduced face value AND as per the direction of Hon'ble High Court judicature at Ahmedabad and/or applicable tribunal and/or such other authorities, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India, the Board of Directors of the Company be and is hereby authorized to:

- A. Fix the Book Closure/Record Date to give effect to the reduction of capital and to consolidate the reduce face value to Rs.10/- per share;
- B. Make necessary application to the depositories including NSDL/CDSL and Registrar and Share transfer Agent; and
- C. Issue new share certificates in accordance with Companies (Share Capital and Debentures) Rules, 2014.
- D. Listing and trading application to stock exchange(s).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to give effect the changes and take appropriate steps to intimate the CDSL / NSDL, BSE and other statutory authorities and call back the existing share certificates from the share holders or issue fresh new set of certificates as deem fit and proper or to give effect the changes in the physical shares, issue new share certificates with a new set of distinctive numbers and certificate numbers in the aforesaid proportion under intimation to CDSL / NSDL, BSE and other statutory authorities, and subject to the rules as laid down in the Companies (Share Capital and Debentures) Rules, 2014 and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and it is hereby authorised to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary."

6. To appoint Ms. Falguni Trivedi (DIN: 07243113) as a Director of the company.

To consider and if thought fit, to give your assent/dissent to the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Falguni Trivedi (DIN: 07243113) in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from Ms. Falguni Trivedi (DIN: 07243113) proposing her candidature for the office of the Director who is eligible for appointment, be and is hereby appointed as a Director of the Company whose period of office shall be liable for retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

7. To appoint Mr. Kunjan Vora (DIN: 03612667) as an Independent Director of the Company.

To consider and if thought fit, to give your assent/dissent to the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 Act and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and pursuant to the provisions of Listing Agreement, Mr. Kunjan Vora (DIN: 03612667), a Non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from Mr. Kunjan Vora under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five (5) consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

8. To appoint Mr. Viral Shah (DIN: 03603173) as an Independent Director of the Company.

To consider and if thought fit, to give your assent/dissent to the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 Act and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and pursuant to the provisions of Listing Agreement, Mr. Viral Shah (DIN: 03603173), a Non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from Mr. Viral Shah under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five (5) consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

9. To approve material related party transactions entered into by the Company with related parties.

To consider and if thought fit, to give your assent/dissent to the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges, consent of the members be and is hereby accorded for ratification / approval of material related party transactions entered into by the Company with related parties as set out in the explanatory statement annexed to the notice convening this meeting.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

10. To increase the Borrowing power Limit of the Board of Directors on behalf of the Company

To consider and if thought fit, to give your assent/dissent to the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and other enabling provisions, if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties, whether movable or immovable or stock-in process and debts, advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, provided that the total amount upto which the moneys may be borrowed shall not exceed Rs. 10 crores (Rupees Ten crores Only) at any point of time on account of the principal.

11. To Make Investments in other Body Corporates

To consider and if thought fit, to give your assent/dissent to the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to invest/acquire the securities of any body corporate by way of subscription / purchase or

otherwise, which may or may not be subsidiary(ies) of the Company from time to time in one or more tranches as the Board may think fit to the extent of Rs. 5.00 Crores (Rupees Five Crores Only) which shall be in excess of and in addition to the threshold limit as prescribed under Section 186(2) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate and finalise the terms and conditions of such investments and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any, as may be required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all agreements, deeds, applications, documents and writings that may be required and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental therewith."

Regtd. Office

402, Sheel Complex,
Nr. Mithakhali Under Bridge,
Navrangpura, Ahmedabad – 380 009.

Date : 14/08/2015**Place : Ahmedabad**

By order of Board of Directors
For, **Gujarat Toolroom Limited**

Suryakant H. Parikh
Chairman cum Managing Director
(DIN: 00038136)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable, issued on behalf of the nominating organisation.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
4. 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.
5. Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. 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, except Saturdays, during business hours up to the date of the Meeting.
7. Profile of the Directors seeking appointment / re-appointment, as required in terms of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, is annexed to this Notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 18th September 2015 to Thursday 24th September, 2015 (both days inclusive).
9. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to Sharepro Services (India) Pvt. Ltd. 416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad – 380016, Gujarat in case of holdings in physical form, mentioning your correct reference folio number.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can

contact Sharepro Services (India) Pvt. Ltd.416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad – 380016, Gujarat for assistance in this regard.

11. The Annual Report 2014-15 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.gujarattoolroom.com and also on the website of the respective Stock Exchanges at www.bseindia.com.
12. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company atleast seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.
13. Process and manner for members opting for voting through Electronic means:
 - i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("remote e-voting").
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. September 17, 2015, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. September 17, 2015, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
 - iv. The remote e-voting will commence on Monday, Sept 21, 2015 at 10.00 a.m. and will end on Wednesday, September 23, 2015 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. September 17, 2015, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
 - v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - vi. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be entitled to cast their vote again.
 - vii. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. September 17, 2015.
 - viii. The Company has appointed Mr. Devesh Khandelwal, Proprietor of Khandelwal Devesh & Associates, Practising Company Secretary (Membership No. FCS: 6897; CP No: 4202), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
 - ix. The procedure and instructions for remote e-voting are, as follows:
 - Step 1 : Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
 - Step 2 : Now click on "Shareholders" to cast your votes.
 - Step 3 : Now, fill up the following details in the appropriate boxes:

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 the Folio Number registered with the Company.
 - Step 4 : Next, enter the Image Verification as displayed and Click on Login.

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

Step 5 : 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. 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.
DOB#	Enter the Date of Birth as recorded in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or the Company records for the said folio. If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.

#Please enter the DOB or dividend bank details in order to login.

Step 6 : After entering these details appropriately, click on "SUBMIT" tab.

Step 7 : Members holding shares in physical form will then directly reach the Company selection screen. However, first time user holding shares in demat form will now reach 'Password Creation' menu where in they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that the 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

If Demat account holder has forgotten the changed password then Enter the user ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Step 8 : For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

Step 9 : Click on the EVSN for the relevant <Company Name> on which you choose to vote.

Step 10: On the voting page, you will see Resolution Description and against the same, the option "YES/ NO" for voting. Select the relevant option as desired YES or NO and click to submit.

Step 11: Click on the resolution file link if you wish to view the entire Notice.

Step 12: 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Step 13: You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step 14: Note for Non – Individual Members and Custodians:

- Non-Individual Members (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.

GUJARAT TOOLROOM LIMITED

- 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.
- A scan 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.

The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.gujarattoolroom.com and on the website of CDSL i.e. www.cdslindia.com within three days after the conclusion of the Annual General Meeting of the Company and shall also be communicated to Stock Exchanges where the shares of the Company are listed.

Brief resume of the Directors seeking appointment/re-appointment at the 31st Annual General Meeting

NAME OF DIRECTORS	Vishal M. Shah	Kunjan Vora	Viral N. Shah	Falguni Trivedi
Age /Date of Birth	13/09/1987	20/11/1986	24/12/1977	09/12/1991
Date of Appointment	30/06/2011	12/08/2011	12/08/2011	
Qualification and experience in specific functional area	11th and having more than 5 years of experience of general administration and accounts	Qualified Chartered Accountant engaged in the business of Electronics and Communication	Graduation in Commerce, L.L.B., having 10 years of experience in relevant matters as an Advocate	Master in Commerce having 3 years of experience in accounts
Directorship held in other companies*	NIL	NIL	NIL	NIL
Membership / Chairmanships of Committee in other Public Companies	NIL	NIL	NIL	NIL

*Pvt. Companies excluded

**ANNEXURE TO THE NOTICE:
EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**

In conformity with the provisions of Section 102 of the Companies Act, 2013, following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Item No. 4 to 11 of the accompanying notice dated 14th August, 2015 should be taken as forming part of Notice.

Item No. 4 and 5 Reduction of capital between Gujarat Toolroom Limited and its shareholders under section 100 to 104 of the Companies Act, 1956

**REDUCTION OF CAPITAL OF GUJARAT TOOLROOM LIMITED
(UNDER SECTION 100 TO 104 OF THE COMPANIES ACT, 1956)**

PREAMBLE

This Scheme provides for undertaking capital reduction of Gujarat Toolroom Ltd. (hereinafter referred as "GTL or "the Company"), whereby the paid-up share capital of the Gujarat Toolroom Ltd. shall be reduced from Rs.3,47,68,000/- divided into 34,76,800 equity shares of Rs.10/- each fully paid-up to Rs.69,53,600/- divided into 34,76,800 equity shares of Rs.2/- each fully paid-up and that such reduction be effected by cancelling the capital which has lost or is unrepresented by available tangible assets, to the extent of Rs.8/- per share upon each of the 34,76,800 equity shares which have been issued by reducing the paid-up value of all the shares in the capital of the Company from Rs.10/- per share to Rs.2/- per share and thereafter consolidation of face value of Rs.2/- per share to Rs.10/- per share by issuing 1 equity share of Rs.10/- each fully paid-up against 5 equity shares of Rs.2/- per share, as detailed in the Scheme as detailed below:

BENEFITS OF THE SCHEME

The background and circumstances which justify the said scheme are inter- alia as follows.

- a. The Company has accumulated loss of Rs.2,78,74,830/- as on 30th September, 2014. The Continued losses have substantially wiped off the value represented by the Share Capital thus the financial statements do not reflect the correct picture of the health of the Company.
- b. For ensuring that the financial statements of the Company reflects the real picture and the Capital which is lost is not continued to be shown on the face of balance sheet, it is necessary to carry out reduction of capital of the Company.
- c. Since writing off of losses has become inevitable for growth of the Company and its shareholders, the Company is now proposing to undertake a scheme of capital reduction exercise whereby the Company would create a "Capital Restructuring Account" from its paid up Equity Share Capital.
- d. The reduction of Capital in the manner proposed would enable the Company to have a rational structure which is commensurate with its remaining business and assets.
- e. Hence, the proposed reduction will be for the benefit of the Company and its shareholder, creditors and all concerned as a whole.

SALIENT FEATURES OF THE SCHEME

1. The Scheme provides for the reduction of equity share capital of Gujarat Toolroom Ltd. pursuant to section 100 to 104 and other relevant provisions of the Companies Act, 1956.
2. The Scheme provides for the reconstruction of capital of Gujarat Toolroom Ltd. pursuant to relevant provisions of the Companies Act, 1956.
3. The Scheme also provides for various other matters consequential, supplemental and/or otherwise integrally connected herewith.

SECTION OF THE SCHEME

The Scheme is divided into the following parts:

- a. **SECTION 1** which deals with the Definitions and Date of taking effect of the Scheme.
- b. **SECTION 2** deals with reduction of capital and consolidation of face value of Gujarat Toolroom Ltd.
- c. **SECTION 3** deals with Other Terms and Conditions.

**SECTION 1
DEFINITIONS AND DATE OF TAKING EFFECT OF THE SCHEME**

1. DEFINITIONS

In this Scheme (as defined hereinafter), unless inconsistent with the subject or context, the following expressions shall have the following meaning:

- 1.1 "Accumulated Losses" means and includes the total amount shown under the head "Profit and Loss Account" as appearing in the audited Half yearly Financials of the Company as at 30th September, 2014.
- 1.2 "Act" means the Companies Act, 1956, or as applicable, the Companies act, 2013 and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force.
- 1.3 "Appointed Date" means 01/04/2015 or such other date as may be fixed or approved by the Hon'ble High Court of Judicature at Gujarat.
- 1.4 "Effective Date" means the dates on which certified copies of the Orders of the High Court of Judicature at Gujarat or any other appropriate authority sanctioning the Scheme are filed with Registrar of Companies, Gujarat at Ahmedabad.
- 1.5 "High Court" means the High Court of Judicature at Gujarat having jurisdiction in the matter.
- 1.6 "GTL" or "the Company" means Gujarat Toolroom Ltd., a Company incorporated under provisions of the Companies Act, 1956 and having Registered Office at 402, Sheel Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad -380 009, Gujarat. The Company is engaged in the business of construction.
- 1.7 "Record Date"(For Reduction of Capital / Reorganization) means the date to be fixed by the Board of Directors of the GTL for the purpose of reckoning name of the Equity Shareholders, who shall be entitled to new share certificate, upon coming into effect, the financial restructuring (reduction of capital / arrangement), of this Scheme.
- 1.8 "Scheme" or "the scheme" or "this scheme" means this Scheme Of Capital Reduction Of Gujarat Toolroom Limited in its present form submitted to High Court or any other appropriate authority or with any modification(s) made under Clause 11 of this Scheme.
- 1.9 "Para" means paragraph of this Scheme.
- 1.10 "The Board" means the Board of Directors of Gujarat Toolroom Ltd. and shall include a duly constituted committee thereof.

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the High Court or any other appropriate authority shall be effective from the Appointed Date.

3. SHARE CAPITAL

The Authorized, Issued, Subscribed and Paid up Share Capital of GUJARAT TOOLROOM LIMITED as per the latest audited half yearly financial as at 30th September, 2014 is as under:-

Particulars	(Amount in Rs.)
Authorised Share Capital	
60,00,000 Equity Shares of Rs. 10/- each	6,00,00,000
	6,00,00,000
Total Issued & Subscribed Capital	
34,76,800 Equity Shares of Rs. 10/- each	3,47,68,000
	3,47,68,000
Total Paid-up Share Capital	
34,76,800 Equity shares of Rs.10/- each	3,47,68,000
Total	3,47,68,000

There is no change in the share capital of the Company since 30th September, 2014.

Section 2

Capital Reduction and Consolidation of Face Value of Gujarat Toolroom Limited**4. Applicability of the Scheme of Capital Reduction of Gujarat Toolroom Limited:**

The rationale for reduction of Capital is as under.

- 4.1. The Board of Directors of the Company has considered necessary to undertake a scheme of capital reduction so as to show a true and fair view of the Balance Sheet and operate with a leaner base Balance Sheet.
- 4.2. The balance in Profit & Loss Account (debit) as at 30th September, 2014 was Rs.2,78,74,830/- and presently the Company is engaged in the business of construction and real estate.
- 4.3. The company has been incurring continuous losses and the chances of recovery are remote. Hence it is prudent to write off part of the debit balance in Profit & Loss account to the extent of Rs.2,78,14,400/- by cancelling the capital which has lost or is unrepresented by available tangible assets, to the extent of Rs.8/- per share upon each of the 34,76,800 equity shares which have been issued by reducing the paid-up value of all the shares in the capital of the Company from Rs.10/- per share to Rs.2/- per share, in accordance with the provisions of Sections 100 to 104 and other applicable provisions of the Companies Act, 1956 (hereinafter referred to as "the act"). The resultant paid-up capital of the Company will be Rs.69,53,600/- divided into 34,76,800 equity shares of Rs.2/- each fully paid-up.
- 4.4. After reduction of capital, to consolidate face value of equity shares, the Company will issue 1 equity shares of Rs.10/- each fully paid-up against every 5 equity shares of Rs.2/- each fully paid-up and after such consolidation of face value, the paid up capital of the Company will be Rs. 69,53,600/- divided into 6,95,360 equity shares of Rs.10/- each fully paid up.
- 4.5. The financial restructuring will help the Company to reflect better its operational efficiency, improvements in the future years and reflect the true share value.
- 4.6. The restructuring will also not cause any prejudice to the creditors of the Company. For stake of clarity, it is specified that the reduction in Share Capital does not involve either the diminution of any liability in respect of any unpaid capital or the payment to any shareholder of any paid-up capital nor is any call being waived. The creditors of the Company are in no way affected by the proposed restructuring by way of the reduction of capital as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated with the creditors. There is no actual cash out flow. Further, the proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.

5. This Scheme of Capital Reduction is between Gujarat Toolroom Limited and its shareholders, wherein;

- 5.1. The Company shall reduce the existing Paid-Up Equity Share Capital FROM **Rs.3,47,68,000/-** divided into 34,76,800 Equity Shares of Rs.10/- each fully paid up TO **Rs.69,53,600/-** divided into 34,76,800 Equity Shares of Rs.2/- each fully paid up and that such reduction be effected by reducing the paid up value of shares of the Company from Rs.10/- per share to Rs.2/- per share on 34,76,800 Equity Shares, aggregating to Rs.2,78,14,400/- in the existing paid up Equity Share Capital which is lost or un-represented by the available assets i.e. Debit balance in Profit & Loss Account.
- 5.2. To effect such reduction in Issued, Subscribed and Paid-Up Equity Share Capital, the Company on the record date will reduce the face value of equity shares from Rs.10/- per share to Rs.2/- per shares fully paid up, and after such reduction in capital, the Company will consolidate the face value of Rs.2/- per shares to Rs.10/- per shares fully paid-up and to effect such consolidation the shareholders on record date will get 1 (One) equity shares of Rs.10/- each fully paid-up against 5 equity shares of Rs.2/- each fully paid up.
- 5.3. **The Issued, Subscribed and Paid-up Share Capital, post reduction and consolidation will be Rs.69,53,600/- divided into 6,95,360 equity shares of Rs.10/- each fully paid-up.**

6. TREATMENT OF FRACTIONAL SHARES

No New Equity Shares shall be issued by the Gujarat Toolroom Ltd. in respect of the fractional entitlements, if any, to which the shareholders of the Gujarat Toolroom Ltd. may be entitled to in terms of the Capital Reduction

and consolidation Ratio. The fractional entitlements of the relevant shareholders of the Gujarat Toolroom Ltd. shall be consolidated and thereupon New Equity Shares shall be issued and allotted in lieu of thereof to such Director(s), Officer(s) or other person(s) as shall be nominated by the Gujarat Toolroom Ltd. [“Trustee(s)"] who shall hold the shares in trust on behalf of the shareholders of the Gujarat Toolroom Ltd. entitled to the fractional entitlements on the express understanding that such Trustee(s), shall sell the same in the market at such time or times and at such price or prices, as deemed fit by such Trustee(s), and the net sale proceeds thereof shall be distributed, subject to deduction of tax as applicable and related expenses, to the shareholders of the Gujarat Toolroom Ltd. in proportion to their respective fractional entitlements.

7. The pre reduction and post reduction and consolidation Capital Structure of the Company is as under:

Particulars	Pre Reduction (Rs.)	Particulars	Post Reduction (Rs.)
Authorised Share Capital		Authorised Share Capital	
60,00,000 Equity Shares Of Rs.10/- each	6,00,00,000	60,00,000 Equity Shares Of Rs.10/- each	6,00,00,000
TOTAL	6,00,00,000	TOTAL	6,00,00,000
Issued Subscribed and Paid-up Capital:		Issued, Subscribed and Paid-up Share Capital:	
34,76,800 Equity Share of Rs.10/- Each	3,47,76,800	6,95,360 equity shares of Rs.10/- each	69,53,600
TOTAL	3,47,76,800	TOTAL	69,53,600

7.1 The pre reduction and post reduction share holding pattern is as under:

Category of Shareholder	Number of Shares (pre reduction) of Rs. 10/- each	Pre Reduction%	Number of Shares (post reduction) of Rs.10/- each	Post Reduction%
Promoter And Promoter Group	396100	11.39	79220	11.39
Financial intitutions/Bank	77500	2.23	15500	2.23
Bodies Corporate	83270	2.40	16654	2.40
Individual	2919930	83.98	583986	83.98
Any Other (OCBs, NRI)	-	-	-	-
TOTAL	3476800	100	695360	100

The Board of Directors, in consultation with the Stock Exchange where the shares of the Company are listed, will fix the record date.

There is no change in the pre and post reduction shareholding pattern of the Company.

8. FINANCIAL RESTRUCTURING AND ACCOUNTING TREATMENT

8.1 CREATION AND UTILISATION OF CAPITAL RESTRUCTURING ACCOUNT

Pursuant to this Scheme, the treatment in the books of accounts of the Company will be as follows:

Upon the coming into Effect of this Scheme and with effect from the Appointed Date:

8.1.1. The Company shall reduce the existing Paid-Up Equity Share Capital **FROM Rs.3,47,76,800/-** divided into 34,76,800 Equity Shares of Rs.10/- each fully paid up **TO Rs.69,53,600/-** divided

into 34,76,800 Equity Shares of Rs.2/- each fully paid and upon such reduction of capital a sum, aggregating to Rs.2,78,14,400/-, be transferred to "Capital Restructuring Account".

- 8.1.2. After such reduction in capital, the Company will consolidate the face value of Rs.2/- per shares to Rs.10/- per shares fully paid-up and to effect such consolidation the shareholders on record date will get 1 (One) equity shares of Rs.10/- each fully paid-up against 5 equity shares of Rs.2/- each fully paid up. As referred in Para 5, specifically in Para 5.3 of the scheme, regarding reorganization of the Equity share Capital, the paid up Equity Share Capital of the Company, post reduction and consolidation, will be Rs. 69,53,600/- divided into 6,95,360 Equity Shares of Rs.10/ each fully paid.
- 8.1.3. Part of the balance of Accumulated Losses of Rs.2,78,14,400/- as at 30th September, 2014, out of the total of Rs.2,78,74,830/- be transferred to "Capital Restructuring Account".
- 8.1.4. To the extent of the amount transferred to the Capital Restructuring Account under this Para 8.1.1 above, there shall be reduction of share capital of the Company, which shall be effected as an integral part of the Scheme in accordance with the provision of Section 100 to 104 and other applicable provisions of the Act, without involving either diminution of liability in respect of the unpaid share capital or payment to any shareholder of paid up share capital and without having to follow process under Section 100 to 104 of the Act, separately. However, the Order of the Court sanctioning the Scheme shall be deemed to be an order under Section 102 and other applicable provision of the Act.
- 8.1.5. The Company shall comply with all the Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013 or any amendment thereof.
- 8.1.6. Notwithstanding the reduction as mentioned above, the Company shall not be required to add "and reduction" as suffix to its name and the Company shall continue with its existing name.

Section 3

OTHER TERMS AND CONDITIONS

9. BONUS/RIGHT SHARES

After filing the Scheme and up to the Effective Date, the Company shall not issue or allot any shares or other financial instrument by the way of bonus shares, right shares or otherwise.

10. APPLICATION TO THE HIGH COURT

The Company shall, with all reasonable dispatch make applications to the High Court of Judicature at Gujarat, under whose jurisdiction the registered offices of the Company is situated, for sanctioning this Scheme under Section 100 to 104 of the Companies Act. 1956.

11. MODIFICATION/AMENDMENTS TO THE SCHEME

The Company through its Board of Directors may consent on behalf of all persons concerned to any modification or amendments of this Scheme or to any conditions which the Court and/or any other authorities under law may deem fit to approve of or impose or which may otherwise be considered necessary or desirable for setting any question or doubt or difficulty that may arise for carrying out the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting this Scheme into effect.

For the purpose of giving effect to this Scheme or to any modifications thereof, the Directors of the Company are authorized to give such directions and / or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

12. CONDITIONALITY OF THE SCHEME

The Scheme is and shall be conditional upon and subject to:

- 12.1 The consent, approval, sanction, etc., under any law, of the Central Government, or Stock Exchanges or any other agency, department or authorities concerned being obtained and granted in respect of any of the matters provided for in, or relating to, the Scheme for which such consent, approval, sanction, etc., is required;

- 12.2 The requisite resolutions under the applicable provisions of the said Act being passed by shareholders of the Company for any of the matter provided for or relating to the Scheme as may be necessary or desirable.
- 12.3 The sanctions of the High Court under sections 100 to 104 and other applicable provisions of the said Act in favour of the Company being obtained.
- 12.4 Certified or authenticated copies of the Order of the High Court sanctioning the Scheme being filed with the Registrar of Companies, Gujarat, at Ahmedabad by the Company.

13. EFFECT OF NON RECEIPT OF APPROVALS / SANCTIONS

In the event of any of the said sanctions and approvals not being obtained and / or the Scheme not being sanctioned by the High Court or such other competent authority by **30th September, 2016** or within such further period or periods as may be agreed upon by Boards of Directors of the Company (and which the Boards of Directors of the Company are hereby empowered and authorized to agree to and to extend the Scheme from time to time without any limitation) this Scheme shall stand revoked, cancelled and will be null and void, save and except in respect of any act or deed done prior thereto as it contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

Item No. 6

Ms. Falguni Trivedi (DIN 07243113) is to be appointed as Director in terms of Section 149,152 and 160 of the Companies Act, 2013.

Pursuant to the provisions of Section 149, 152, 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Falguni Trivedi is to be appointed in the ensuing Annual General Meeting of the Company. The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, along with a deposit of Rs. 1,00,000/- for the office of Director, to be appointed as such under the provisions of Section 160 and other applicable provision of the Companies Act, 2013. Ms. Falguni Trivedi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

No director, key managerial personnel or their relatives, except Ms. Falguni Trivedi to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

Brief particulars of Ms. Falguni Trivedi are forming part of this notice. Ms. Falguni Trivedi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Item No. 7 and 8

As per the provisions of Section 149(4) of the Companies Act, 2013 (the "Act") and Clause 49 of Listing Agreement entered into with the Stock Exchanges ("Clause 49"), every listed company shall have at least 1/3rd of its total number of directors as Independent Directors and Section 149(6) of the Act and Clause 49 II B (1) of Listing Agreement, lays down the criteria for independence.

Mr. Kunjan Vora (DIN: 03612667) and Mr. Viral Shah (DIN: 03603173), Directors of the Company, have furnished declarations to the Company under Section 149(7) of the Act, confirming that they meet the criteria prescribed for independent directors under Section 149(6) of the Act as well as Clause 49. Keeping in view the vast experience and knowledge of the aforesaid directors, it will be in the interest of the Company to appoint them as Independent Directors.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement and such Independent Directors are independent of the management. Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and are not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In terms of Section 149(11) of the Act, an independent director can hold office for two terms of up to 5 consecutive years each on the board of the company. Whereas, explanation to Section 149(10) and (11) further provides that any tenure of an independent director before commencement of the Act shall not be reckoned while calculating maximum terms of office of Independent Directors under the Act.

Accordingly, it is proposed to appoint Mr. Kunjan Vora and Mr. Viral Shah as Independent Directors of the Company for a period of 5 (Five) consecutive years with effect from the date of this Annual General Meeting, as set out at Item Nos. 7 and 8 of this Notice. Notices, as required under Section 160 of the Act along with the requisite deposit of 1.00 lac, have been received from them proposing their respective candidature as Independent Directors of the Company.

Upon the approval of the Members of the Company on the said resolutions, the appointment shall be formalized by way of issuance of the letter of appointment by the Company to the said Independent Directors.

Copy of the draft letter of appointment of all aforesaid directors as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Brief profile of the said Directors, in terms of Clause 49 of the Listing Agreement is provided at the end of this Notice.

The Board accordingly recommends the resolutions at Item Nos. 7 and 8 of this Notice for the approval of the Members.

None of the said Directors are related to any of the Director of the Company. Other than the Independent Directors themselves and their relatives in the respective resolution, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions as set out in Item Nos. 7 and 8 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

Item No. 9

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges, consent of members by way of Special Resolution is required for ratification/ approval of material related party transactions entered into by the Company with related parties.

The Company has entered into following material related party transactions with the related parties during the year under review:

(Amount in lacs)

Name of Related Parties	Nature of Relationship	Nature of Transaction	Transaction during the year	Outstanding as at 31st March, 2015
Mr. Bhavik S. Parikh	Director's Relative (Son of Mr. Suryakant H. Parikh, Managing Director)	Services	7.19	6.47

Item No. 10

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, and all other applicable provisions, if any, the Board of Directors of a Company cannot borrow money (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the Company's Paid-up Capital and Free Reserves without the consent of the shareholders by a special resolution in the General Meeting.

The sanction of the shareholder is sought to permit the Board to borrow money in excess of the Company's capital and free reserves. This is permissible under section 180 (1) (c), if the shareholders approve it. To enable the Board to borrow in excess of their limit, your Board thinks it necessary to acquire this power and commends passing of this resolution.

The Resolution set out at item No. 10 of the notice is put forth for consideration of the members as a Special resolution pursuant to section 180 (1) (c) of the Companies Act, 2013, authorizing the Board of Directors to borrow upto a sum of Rs.10.00 Crores.

Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way concerned or interested in the said resolution.

Item No. 11

As per the provisions of Section 186 of the Act read with the rules made thereunder, the Company is required to obtain the prior approval of the members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of the aggregate of the paid up capital, free reserves and securities premium account or hundred percent of its free reserves and securities premium account whichever is more.

The increasing business operations and future growth plans of the Company may necessitate making further investments into other body corporates.

It is, therefore, necessary to authorise the Board to acquire by way of subscription, purchase or otherwise the securities of other bodies corporate upto the limits provided in the proposed Special Resolution. Hence, prior approval of the members of the Company is sought for exercising these powers by the Board.

The Board of Directors recommends the said resolution for your approval.

None of the Directors or key managerial personnel of the Company are in any way concerned or interested in the said resolution. The Board of Directors recommends the resolution for approval of shareholders.

Regtd. Office

402, Sheel Complex,
Nr. Mithakhali Under Bridge,
Navrangpura, Ahmedabad – 380 009.

Date : 14/08/2015**Place : Ahmedabad**

By order of Board of Directors
For, **Gujarat Toolroom Limited**

Suryakant H. Parikh
Chairman cum Managing Director
(DIN: 00038136)