

**Date: June 09th, 2025**

To,  
Department of Corporate Services,  
The Bombay Stock Exchange Ltd,  
P.J. Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**Reference : ISIN - INE145J01032; Scrip Code-513337; Symbol-GUJTLM****Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice.**

Dear Sir/Madam,

Please find attached, the Postal Ballot Notice dated June 07, 2025, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process (“evoting”) for:

| S.No | Description of Resolution(s)                                                                                          | Type of Resolution |
|------|-----------------------------------------------------------------------------------------------------------------------|--------------------|
| 1.   | Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association | Ordinary           |
| 2    | To Approve Alteration in Main Objects Clause of Memorandum of Association of the Company by addition of New Objects   | Special            |

Postal Ballot Notice is being sent only through electronic mode to all the members whose e-mail address is registered with the Company / Company’s Registrar and Transfer Agent / Depository Participants / Depositories, as on the Cut-off date, being Friday, June 06, 2025.

The e-voting facility will be available during the following period:

|                                 |                                    |
|---------------------------------|------------------------------------|
| <b>Commencement of e-Voting</b> | Tuesday ,10th June 2025 (9.00 AM.) |
| <b>End of e-Voting</b>          | Wednesday 9th July 2025 (5.00 PM)  |

The Postal Ballot Notice is also available on the Company's website at [www.gujarattoolroom.com](http://www.gujarattoolroom.com).

We request you to kindly take the above information on record and oblige.

For Gujarat Toolroom Limited  
RAKESH KUMAR SHARMA  
KUMAR SHARMA  
Date: 2025.05.30 18:44:14  
+05'30'

**Rakesh Kumar Sharma**  
**Managing director**  
**DIN:10703752**

**POSTAL BALLOT NOTICE**

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)**

**Dear Member(s),**

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Gujarat Toolroom Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached. The Board of Directors has appointed CS Himanshu Togadiya, a Company Secretary in Practice, as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of Bigshare Services Pvt Ltd as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically.

**The votes can be cast during the following voting period**

| REMOTE E-VOTING STARTS ON          | REMOTE E-VOTING ENDS ON           |
|------------------------------------|-----------------------------------|
| Tuesday, 10th June 2025 (9.00 AM.) | Wednesday 9th July 2025 (5.00 PM) |

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director / Director Authorised by the Board of the Company or any person authorised by him. The results of e-voting will be announced on or before Friday, June 06, 2025, and will be displayed on the Company's website at [www.gujarattoolroom.com](http://www.gujarattoolroom.com). & the website of Bigshare Services Pvt Ltd at <https://ivote.bigshareonline.com>. The results will simultaneously be communicated to the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and will also be displayed at the registered office of the Company.

**SPECIAL BUSINESS****1. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.**

To consider and pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹210,00,00,000/- Rupees Two Hundred & Ten Crore only) consisting of 2,10,00,00,000 (Two Hundred & Ten Crore only) equity shares of ₹ 1/- (Rupees one only) by creation of additional ₹35,00,00,000/- (Rupees Thirty Five Crore) equity shares of ₹ 1/- (Rupees one only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

“V. The Authorised Share Capital of the Company is ₹ 2,45,00,00,000/- (Rupees Two Hundred & Fourty Five Crore only) consisting of 2,45,00,00,000 (Two Hundred & Fourty Five Crore only) equity shares of ₹ 1/- (Rupees one only) each, with power to the Board to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**ITEM NO.2 TO CONSIDER AND APPROVE THE ALTERATION IN MAIN OBJECTS  
CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY BY ADDITION  
OF NEW OBJECTS.**

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 Section 4,13, 15 and other applicable provisions if any of the Companies Act, 2013 (“the Act”) read with applicable Rules and Regulations made there under, including any statutory modification or re-enactment thereof for the time being in force and subject to such other requisite approvals, permission, and sanction of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded to Main Objects under the Objects Clause of the Memorandum of Association of the company, by the insertion of the following clauses after the existing “Clause 10 ” to the Main Object Clause (III)(A) of the Memorandum of the Company in the

following manner:

11).To carry on the business of cultivation, farming, and production of crops, fruits, vegetables, grains, and other agricultural products.To engage in the breeding, raising, and management of livestock, poultry, and aquaculture for the production of meat, dairy, eggs, and other animal-related products.To process, package, and market agricultural products, including but not limited to milling, grinding, canning, and preserving.To manufacture, import, export, buy, sell, trade, and deal in fertilizers, pesticides, seeds, and other agricultural inputs.To provide agricultural services, including crop advisory, soil testing, pest control, and farm management.To establish and operate agricultural research and development facilities for the improvement and innovation of farming techniques, crop varieties, and animal husbandry practices.To set up and manage farms, orchards, plantations, and nurseries for the cultivation and propagation of agricultural and horticultural products.To engage in the development and promotion of organic and sustainable farming practices.To establish and manage retail and wholesale outlets for the sale of agricultural products, equipment, and inputs.To enter into collaborations, joint ventures, and partnerships with other entities for the development of agriculture-related projects.To invest in and acquire shares or interests in other companies engaged in agriculture-related activities.To undertake any other business activities that are incidental or conducive to the attainment of the above objects."

**“RESOLVED FURTHER THAT** the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any Director of the Company of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto and settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors**  
Sd/-

**Rakesh Kumar Sharma**  
**Managing Director**  
**DIN:10703752**

**Registered office**  
21A Space House, 61, Srimali Soc.,  
Navarangpura, Ahmedabad- 380009

**Place:** Ahmedabad  
**Date:** Friday June 7, 2025

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts in respect of Item Nos. 1as set out in this Postal Ballot Notice is annexed hereto.

2. This Postal Ballot Notice is being published/displayed for all the Members, whose name appear in the Register of Members/Register of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Friday, June 6, 2025 and is being sent only to the Members who already have their email address registered with Bigshare Services Private Limited, Registrar & Share Transfer Agent, in accordance with the provisions of the Act read with the Rules made thereunder and MCA Circulars. A person who is not a Member as on Friday, June 6, 2025, should treat this Postal Ballot Notice for information purpose only. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.gujarattoolroom.com](http://www.gujarattoolroom.com), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and on the website of Bigshare Services Pvt Ltd at <https://ivote.bigshareonline.com>.

3. The Members of the Company whose name appear in the Register of Members or in the Register of Beneficial Owners as received from the Depositories i.e. NSDL/ CDSL as on Friday, June 6, 2025, (including those Members who may not have received this Postal Ballot Notice due to non-registration of their email address with (Bigshare Services Private Limited) only shall be entitled to vote in relation to the Resolutions specified in the Postal Ballot Notice.

4. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act, as amended, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the company is pleased to offer remote e-voting facility to all the Members of the company as on the Cut-off Date to cast their vote and transact the matters listed in the Postal Ballot Notice by electronic means only. The company has appointed Bigshare Services Pvt Ltd for facilitating remote e-voting to enable the Members to cast their votes electronically.

5. Members holding shares in dematerialised form are requested to register/update their KYC details including email address with their respective Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 along with such other documents as prescribed in the Form to Bigshare Service Private Limited. Form ISR-1 is available on the website of the Company at [www.gujarattoolroom.com](http://www.gujarattoolroom.com) and on the website of Bigshare Service Private Limited at [www.bigshareonline.com](http://www.bigshareonline.com)

6. The remote e-voting period commences on Tuesday ,10th June 2025at 9:00 a.m. IST and ends on Wednesday 9th July 2025 at 5:00 p.m. IST. The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the Cut-off date, being Friday 6<sup>th</sup> June 2025, may cast their votes by remote e-voting in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

7. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity

share capital of the Company as on the Cut-off date i.e. Friday 6<sup>th</sup> June 2025.

8. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection by the Members through electronic mode during the remote e-voting period of this Postal Ballot. Members who wish to inspect the said documents are requested to send an email to [www.gujarattoolroom.com](http://www.gujarattoolroom.com) mentioning their name, demat account number/folio number.

9. The 'instructions for remote e-voting' are as under:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

**E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:**

- i. The voting period begins on Tuesday ,10th June 2025 (9:00 A.M) and ends on Wednesday 9th July 2025 (5:00 PM). 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 Friday 6<sup>th</sup> June 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



| Type of shareholders                                               | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol> |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |



|                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                               | <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>                                                                                                                                                                                                                                                                        |

- Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type                                                                | Helpdesk details                                                                                                                                                                                                            |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 48867000.                                              |

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

*Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:**

If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**INFAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can

login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigsharei-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

### **Investor vote File Upload:**

- To cast your votes select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).



**Gujarat  
Toolroom Ltd.**

**CIN: L45208GJ1983PLC006056**

**21/A, 2ND FLOOR, SPACE HOUSE,  
OPP. CROSSWORD  
NEAR MITHAKALI SIX ROAD,  
NAVRANGPURA, 380009  
Ahmedabad, Gujarat  
GST: 24AAACG5585F1ZO**

- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

| Login type                                                                                     | Helpdesk details                                                                                                                                                                                                                                                                                                                                                                                                    |
|------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22, 022-62638338 |

**By Order of the Board of Directors**

**Rakesh Kumar Sharma  
Managing Director  
DIN10703752**



+91 7227013356



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



[cs@gujarattoolroom.com](mailto:cs@gujarattoolroom.com)

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH  
RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014****Item No. 1**

Presently, the Authorised Share Capital of the Company is ₹Rs. 2,10,00,00,000/- (Rupees Two Hundred & Ten Crore only) divided into Rs. 2,10,00,00,000/- (Rupees Two Hundred & Ten Crore) equity shares of ₹ 1/- (Rupees One only) each.

In order to facilitate requirements of the Company for the operations in future, if any, the Board at its meeting held on Saturday 07th June 2025 approved the increase in the Authorized Share Capital of the Company from Rs. 210,00,00,000/- (Rupees Two Hundred & Ten Crore only) divided into 210,00,00,000 (Two Hundred & Ten Crore) Equity Shares of Re.1/- each to Rs. 2,45,00,00,000/- (Rupees Two Hundred & Forty Five Crore only) divided into 2,45,00,00,000/- (Rupees Two Hundred & Forty Five Crore only) Equity Shares of Re.1/- (Rupees One) each by creation of additional 35,00,00,000 (Thirty Five Crore) Equity shares of Re.1 each (Rupees One) subject to approval of Members.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V(a) of the Memorandum of Association of the Company.

It is proposed to increase the additional 35,00,00,000 (Thirty Five Crore) equity shares of Re.1/- each which shall rank pari-passu with the existing equity shares in all respects and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

‘The increase in the Authorized Share Capital and consequential alteration to Clause V(a) of the Memorandum of Association of the Company require Members’ approval in terms of Sections 13, 61 and 61 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements and requests the members to accord their consent to the proposed resolution.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the members is sought for passing the aforesaid resolution of the notice through Postal Ballot instead of transacting such businesses at a General Meeting.

None of the Directors / Key Managerial Personnel / their relatives is in any way concerned or interested, financially or otherwise in the resolutions except to the extent of their shareholding. The Board recommends this resolution as set out in Item no. 1 of the Notice for your approval as an Ordinary Resolution

**Item No. 2**

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice

Your Board has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as a part of diversification plans. For this purpose, the object clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the object clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The Board in its meeting held on 07 June, 2025 has approved alteration of the Memorandum of Association of the Company by addition of New Objects and now seek Members’ approval for the same.



**Gujarat  
Toolroom Ltd.**

**CIN: L45208GJ1983PLC006056**

**21/A, 2ND FLOOR, SPACE HOUSE,  
OPP. CROSSWORD  
NEAR MITHAKALI SIX ROAD,  
NAVRANGPURA, 380009  
Ahmedabad, Gujarat  
GST: 24AAACG5585F1ZO**

Accordingly, the Board recommends the resolution no. 2 set forth in the notice for approval by the shareholders as a special resolution.

None of the Directors, Key Managerial Person(s) of the Company and their relatives is, in anyway, concerned or deemed to be interested in the proposed resolution.

**By Order of the Board of Directors**

**Date: 7th June 2025**

**Place: Ahmedabad**

**Rakesh Kumar Sharma  
Managing Director  
DIN: 10703752**