

GUJARAT TOOLROOM LIMITED
CIN: L45208GJ1983PLC006056

Notice is hereby given that an Extra ordinary General Meeting of the Members of GUJARAT TOOLROOM LIMITED will be held on Thursday, 20th October 2022 at 01:00 P.M. at its Registered Office at 402, Sheel Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad GJ 380009 to transact the following business:-

SPECIAL BUSINESS:

1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPNY:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty lakhs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each to Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) Equity shares of Face Value of Re. 10/- (Rupee Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) Equity shares of Face Value of Re. 10/- (Rupee Ten Only) each

RESOLVED FURTHER THAT any Director of the company be and are hereby authorized severally to sign and submit required e-forms with the Registrar of Companies and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign

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and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

2. Offer, Issue and Allot Equity Shares On Preferential Basis:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs(“MCA”), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, the consent and approval of the Members of the Company be and is hereby accorded to the Board to issue, offer and allot 4,860,000 (Forty-Eight Lakhs Sixty Thousand) fully Paid up Equity Shares of the Company at a Value of Re. 10/- (Rupee Ten Only) each to the Proposed Allottees, who are not a Promoter and who does not belong to the Promoter Group of the Company, for consideration cash on a Preferential Issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

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Sr. no	Name of the proposed allottees	No. of Equityshares proposed to be allotted	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Post issue % of capital that allottee will hold
1	NOBLE POLYMERS LIMITED	460000	MR. BHUPENDRA RAIYANI*	8.28
2	NISHIL FINANCIAL ADVISORS LLP	300000	MR. SANJAY SHAH MRS. HEMAL SANJAY SHAH	5.40
3	KAPADIA FINWEALTH LLP	300000	TUSHAR SHAH AMEE TUSHAR SHAH	5.40
4	TUSHAR SHAH	200000	Not Applicable	3.60
5	AMEE SHAH	200000	Not Applicable	3.60
6	SANJAY SHAH	160000	Not Applicable	2.88
7	HEMAL SHAH	160000	Not Applicable	2.88
8	ARUNABEN DHANDHARA	160000	Not Applicable	2.88
9	SANYUKTABEN SURYAKANT	200000	Not Applicable	3.60
10	NISHIL SHAH	160000	Not Applicable	2.88
11	PRASHIL SHAH	160000	Not Applicable	2.88
12	NUPOOR SHAH	200000	Not Applicable	3.60
13	MAHAVIR TIWARI	140000	Not Applicable	2.52
14	MARGI TIWARI	140000	Not Applicable	2.52
15	HARMESHBHAI A SHERDALAL	100000	Not Applicable	1.80
16	KUNDAN H SHERDALAL	100000	Not Applicable	1.80
17	MANISHA A PATEL	80000	Not Applicable	1.44
18	BHADRESHBHAI SHAH	60000	Not Applicable	1.08

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19	KALYANIBEN SHAH	60000	Not Applicable	1.08
20	KUSH SHAH	60000	Not Applicable	1.08
21	NISHI SHAH	60000	Not Applicable	1.08
22	VIJAYBHAI V SHAH	200000	Not Applicable	3.60
23	PRADIP BABULAL SHAH	250000	Not Applicable	4.50
24	DHRUV PRADIPKUMAR SHAH	250000	Not Applicable	4.50
25	VIKI JAYESHKUMAR SHAH	200000	Not Applicable	3.60
26	SANGITABEN JITENDRAKUMAR JAIN	250000	Not Applicable	4.50
27	JITENDRAKUMAR GHEVERCHAND JAIN	250000	Not Applicable	4.50
	TOTAL	4860000		

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT any director of the Company be and are hereby authorized to do necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

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3. TO ALTER THE OBJECT CLAUSE OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Gujarat to alter the object clause by addition of following sub clause (4) after sub clause (3) of clause III (A) of the Memorandum of Association of Company:

To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s) or to purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation of registered office of the company or other local bodies, anywhere within the Domain of India

To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal and to construct, execute, operate, improve, develop, manage, all kinds of works, public or otherwise which expression in this memorandum includes roads, railways, and cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

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To acquire or trade or arbitrage or jobbing or trading in shares, stocks, debenture, debenture stock, bonds, obligation or securities by original subscription, exchange, of securities otherwise and to subscribe for the same either conditionally or otherwise, to guarantee the subscription thereof issued or guaranteed by any government, state, public body, or authority, firm, body corporate or any other entity or persons in India or elsewhere by own money of the shareholders only. To carry on in India or elsewhere the business of goldsmiths, silver smiths, jewelers, gem and diamond merchants and of acquiring and trading, importing, exporting, buying, selling in all kind of metals, bullion, gold, silver, platinum, and other complimentary item, dealers, traders, in metals, bullion, gold, silver, ornaments and jewellery , to carry on the trading in bullion, silver and jewellery items whether as wholesalers or retailers, exporters, importers, job-workers, consignors, contractors, vendors, stockiest, distributors of other varieties of materials whatsoever such items and promote brands in the line of business.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies.”

DATE: 28th September, 2022

BY ORDER OF THE BOARD

PLACE: AHMEDABAD

CHAIRMAN

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting. Proxies submitted on behalf of limited Companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share

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capital of the Company. In case 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 shareholder.

2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.

3. The Register of Members and share transfer books of the Company will remain closed from 13-10-2022 TO 20-10-2022 (both days inclusive)

4. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

DATE: 28th September, 2022

BY ORDER OF THE BOARD

PLACE: AHMEDABAD

CHAIRMAN

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. Presently, the Authorized Share Capital of the Company is Rs. 50,000,000/- (Rupees Five Crores Only) divided into 5000000 (Fifty lakh) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each.

In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 50,000,000/- (Rupees Five Crores Only) divided into 5,000,000 (Fifty lakh) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each by addition of 1,000,000 (Ten Lakhs) Equity Shares of Face Value of Re. 10/- (Rupee Ten) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out of this Notice except to the extent of their shareholding in the Company.

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Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.1 of this Notice.

2. The Members are hereby informed that in line with the strategy to grow and gain market share and strengthen its leadership position, the Board in its meeting held on 22nd September, 2022 has approved the proposed preferential issue of 48,60,000 Equity Shares at a price of Rs. 10/- each to the proposed allottees for a cash consideration on a Preferential basis.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued thereunder, are set forth below:

- i) Particulars of the offer including date of passing of Board resolution:

Board, pursuant to the resolution dated 22nd September, 2022 has approved the proposed preferential issue of 48,60,000 Equity Shares at a price of Rs. 10/- each to the proposed allottees for a cash consideration on a Preferential basis.

- ii) Object of the issue: To gain market share and strengthen its leadership position the company has agreed to issue 48,60,000 Equity Shares at a price of Rs. 10/- each to the proposed allottees for a cash consideration on a Preferential basis.

- iii) Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue 48,60,000 Equity Shares at a price of Rs. 10/- each.

- iv) Pricing:

The shares of the company are infrequently traded and the pricing in case of infrequently traded shares as per regulation 165 of the ICDR Regulation is determined by taking into account valuation parameters such as book value, comparable trading multiples, and other such customary parameters for valuation, and such valuation is required to be certified by independent valuer.

- v) Relevant Date:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for Equity Shares to be issued is 20th September, 2022 being the date 30 days prior to the date of EGM.

- vi) The pre issue and post issue shareholding pattern of the Company:

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Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	79,080	11.37	79,080	1.42
Public (B)	6,16,280	88.63	5,476,280	98.58
Total (A) + (B)	6,95,360	100.00	5,555,360	100.00
Grand Total (A) + (B)	6,95,360	100.00	5,555,360	100.00

vii) Name and address of valuer who performed valuation:

The valuation was performed by Mr. MANISH SANTOSH BUCHASIA, a Registered Valuer (IBBI/RV/03/2019/12235) having office at 306, "GALA MART" Nr SOBO CENTRE, SOUTH BOPAL, Ahmedabad -380058.

The said Valuation report published on the website of the company and the link of the website is <http://gujarattoolroom.com/>

viii) Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.:

The Equity Shares are being issued on a preferential basis for a cash consideration at a Value of Rs. 10/- each in accordance with Regulation 165 of SEBI ICDR Regulations to the Proposed Allottees. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

ix) The class or classes of persons to whom the allotment is proposed to be made:

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Sr. no	Name of the proposed allottee	No. of Equityshares proposed to be allotted	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Post issue % of capital that allottee will hold
1	NOBLE POLYMERS LIMITED	460000	MR. BHUPENDRA RAIYANI*	8.28
2	NISHIL FINANCIAL ADVISORS LLP	300000	MR. SANJAY SHAH MRS. HEMAL SANJAY SHAH	5.40
3	KAPADIA FINWEALTH LLP	300000	TUSHAR SHAH AMEE TUSHAR SHAH	5.40
4	TUSHAR SHAH	200000	Not Applicable	3.60
5	AMEE SHAH	200000	Not Applicable	3.60
6	SANJAY SHAH	160000	Not Applicable	2.88
7	HEMAL SHAH	160000	Not Applicable	2.88
8	ARUNABEN DHANDHARA	160000	Not Applicable	2.88
9	SANYUKTABEN SURYAKANT	200000	Not Applicable	3.60
10	NISHIL SHAH	160000	Not Applicable	2.88
11	PRASHIL SHAH	160000	Not Applicable	2.88
12	NUPOOR SHAH	200000	Not Applicable	3.60
13	MAHAVIR TIWARI	140000	Not Applicable	2.52
14	MARGI TIWARI	140000	Not Applicable	2.52
15	HARMESHBHAI A SHERDALAL	100000	Not Applicable	1.80
16	KUNDAN H SHERDALAL	100000	Not Applicable	1.80
17	MANISHA A PATEL	80000	Not Applicable	1.44
18	BHADRESHBHAI SHAH	60000	Not Applicable	1.08
19	KALYANIBEN SHAH	60000	Not Applicable	1.08
20	KUSH SHAH	60000	Not Applicable	1.08
21	NISHI SHAH	60000	Not Applicable	1.08
22	VIJAYBHAI V	200000	Not Applicable	3.60

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	SHAH			
23	PRADIP BABULAL SHAH	250000	Not Applicable	4.50
24	DHRUV PRADIPKUMAR SHAH	250000	Not Applicable	4.50
25	VIKI JAYESHKUMAR SHAH	200000	Not Applicable	3.60
26	SANGITABEN JITENDRAKUMAR JAIN	250000	Not Applicable	4.50
27	JITENDRAKUMAR GHEVERCHAND JAIN	250000	Not Applicable	4.50
	TOTAL	4860000		

***Note:** Company is handled by the public shareholders and no promoters in the company hence we considered executive director MR. BHUPENDRA RAIYANI as a Beneficial Owner.

- x) Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

- xi) The proposed time within which the allotment shall be completed:- Considering the compliance as stipulated by the SEBI, company is expecting to finish the complete Preferential issue of the equity shares on or before **22.11.2022 (60 days)**.

- xii) The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

- xiii) Lock-in Period:

The proposed allotment of the Equity Shares, shall be subject to a lock-in as per the requirements of ICDR Regulations.

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- xiv) The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:

The percentage of post preferential issue capital that may be held by the Proposed Allottee and change in control, if any in the Company consequent to the preferential issue is as below:

Sr . no	Name of the proposed allottees	Category	Natural persons who are the ultimate beneficial owners	Pre Issue holding	No. of Equityshares proposed to be allotted	Post issue shareholding	Post issue % of capital that allottee will hold
1	NOBLE POLYMERS LIMITED	Non-Promoter	BHUPENDR A RAIYANI*	-	460000	460000	8.28
2	NISHIL FINANCIAL ADVISORS LLP	Non-Promoter	SANJAY SHAH HEMAL SANJAY SHAH	-	300000	300000	5.40
3	KAPADIA FINWEALTH LLP	Non-Promoter	TUSHAR SHAH AMEE TUSHAR SHAH	-	300000	300000	5.40
4	TUSHAR SHAH	Non-Promoter	-	-	200000	200000	3.60
5	AMEE SHAH	Non-Promoter	-	-	200000	200000	3.60
6	SANJAY SHAH	Non-Promoter	-	-	160000	160000	2.88
7	HEMAL SHAH	Non-Promoter	-	-	160000	160000	2.88
8	ARUNABEN DHANDHARA	Non-Promoter	-	-	160000	160000	2.88
9	SANYUKTABEN SURYAKANT	Non-Promoter	-	-	200000	200000	3.60
10	NISHIL SHAH	Non-Promoter	-	-	160000	160000	2.88
11	PRASHIL SHAH	Non-Promoter	-	-	160000	160000	2.88

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12	NUPOOR SHAH	Non-Promoter	-	-	200000	200000	3.60
13	MAHAVIR TIWARI	Non-Promoter	-	-	140000	140000	2.52
14	MARGI TIWARI	Non-Promoter	-	-	140000	140000	2.52
15	HARMESHBHAI A SHERDALAL	Non-Promoter	-	-	100000	100000	1.80
16	KUNDAN H SHERDALAL	Non-Promoter	-	-	100000	100000	1.80
17	MANISHA A PATEL	Non-Promoter	-	-	80000	80000	1.44
18	BHADRESHBHAI SHAH	Non-Promoter	-	-	60000	60000	1.08
19	KALYANIBEN SHAH	Non-Promoter	-	-	60000	60000	1.08
20	KUSH SHAH	Non-Promoter	-	-	60000	60000	1.08
21	NISHI SHAH	Non-Promoter	-	-	60000	60000	1.08
22	VIJAYBHAI V SHAH	Non-Promoter	-	-	200000	200000	3.60
23	PRADIP BABULAL SHAH	Non-Promoter	-	-	250000	250000	4.50
24	DHRUV PRADIPKUMAR SHAH	Non-Promoter	-	-	250000	250000	4.50
25	VIKI JAYESHKUMAR SHAH	Non-Promoter	-	-	200000	200000	3.60
26	SANGITABEN JITENDRAKUMAR JAIN	Non-Promoter	-	-	250000	250000	4.50
27	JITENDRAKUMAR GHEVERCHAND JAIN	Non-Promoter	-	-	250000	250000	4.50
	TOTAL				4860000	4860000	

***Note:** Company is handled by the public shareholders and no promoters in the company hence we considered executive director MR. BHUPENDRA RAIYANI as a Beneficial Owner.

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- xv) The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The Current and proposed status of the Proposed Allottee post the preferential issue is "Non-Promoter".

- xvi) Further, Neither the issuer nor any of its promoters or directors is a will ful defaulter as Reg. 163(1)(l) of SEBI (ICDR) Reg. 2018 or a fraudulent borrower.

- xvii) Certificate from Practicing Company Secretary:

A certificate from M/s. Barkha Deshmukh & Associates. Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company <http://gujarattoolroom.com/>

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No.2 of this Notice.

3. Looking to the scenario, the board and management of the company has found good business opportunity in the field of capital markets. The Capital Market have played and extra ordinary role in it. Looking to the recent span and the future plans of the government directors wants to add the commodity business which create a sustainable portfolio of the company.

Accordingly, board wishes to alter the object clause by addition of business of the securities trading, arbitrage, hedging on the stock exchanges. The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No.3 of this Notice.

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SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 17.10.2022 at 11.00 A.M. and ends on 19.10.2022 at 5.00 P.M. 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 12.10.2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

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Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi.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 the e-Voting service provider 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. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will

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authenticate the user by sending OTP on registered Mobile & 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.

Individual Shareholders holding securities in demat mode with **NSDL Depository**

- 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: <https://eservices.nsd.com> 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding

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

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securities in demat mode) login through their **Depository Participants (DP)**

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.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- (v) The shareholders should log on to the e-voting website www.evotingindia.com.
- (vi) Click on “Shareholders” module.
- (vii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (x) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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- (xi) After entering these details appropriately, click on “SUBMIT” tab.
- (xii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xv) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xvi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvii) 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.
- (xviii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xx) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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(xxi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xxii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; gujtoolroom@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

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scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

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ADDENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING

To,

All Members of GUJARAT TOOLROOM LIMITED

Addendum to the Notice dated 28th September, 2022 convening Extra Ordinary General Meeting of **GUJARAT TOOLROOM LIMITED** scheduled to be held on THURSDAY, 20TH OCTOBER, 2022 at 01:00 p.m. at registered office of the company:

Notice is hereby given that pursuant to the provisions of Section 196, 203 of the Companies Act, 2013 and other applicable provision if any, the following item of business is added in the aforesaid Notice as Item No. 4 as a Special Business and this addendum shall be deemed to be a part of the original Notice dated 28th September, 2022 and the notes provided therein:

SPECIAL BUSINESS:

4. APPOINTMENT OF MANAGING DIRECTOR OF THE COMPANY:

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

FURTHER RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company the consent of the members of the Company be and is hereby accorded to appoint Mr. KALPESH ANILBHAI MALVI as Managing Director of the Company for a period of 5(Five) years.

RESOLVED FURTHER that any director of the Company be and is hereby authorized to sign and submit the necessary forms and documents to Registrar of Companies, Gujarat.

DATE: 03.10.2022
PLACE: AHMEDABAD

BY ORDER OF THE BOARD

CHAIRMAN

GUJARAT TOOLROOM LIMITED
CIN: L45208GJ1983PLC006056

NOTES:

- 1) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the EGM is annexed hereto.
- 2) Relevant documents referred to in this Addendum the to Notice of EGM are open for inspection by the Members at the Registered Office of the company on all working days between 10.00 A.M. and 12.00 noon up to the date of the EGM
- 3) This addendum to the Notice of EGM is available on the website of the Company
- 4) All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing EGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this the Addendum to the Notice of EGM. Furthermore, the Scrutinizers appointed for the ensuing EGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of EGM.

DATE: 03.10.2022
PLACE: AHMEDABAD

BY ORDER OF THE BOARD

CHAIRMAN

GUJARAT TOOLROOM LIMITED
CIN: L45208GJ1983PLC006056

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

3) MR. KALPESH ANILBHAI MALVI has vide experience in the corporate field and the company can benefit from his experience.

And hence the board of the company be and is hereby accorded to appoint and promoted him as a Managing Director of the company for a period of Five years.

Your Directors recommend the Ordinary Resolution as set out in the notice for your approval.

None of the Directors of the Company are concerned or interested in the said resolution except in the capacity as members of the Company.

DATE: 03.10.2022
PLACE: AHMEDABAD

BY ORDER OF THE BOARD

CHAIRMAN

ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the Extra Ordinary General Meeting of the Company on Thursday, 20th day of October, 2022 at 1:00 P.M. at 402, Sheel Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad GJ 380009 IN.

DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Electronic copy of the Notice of an Extra Ordinary General Meeting (EGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical copy of the Notice of an Extra Ordinary General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L45208GJ1983PLC006056

Name of the Company: GUJARAT TOOLROOM LIMITED

Registered office: 402, Sheel Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad GJ 380009 IN

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company on Thursday, 20th day of October, 2022 at 1.00 P.M at 402, Sheel Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad GJ 380009 IN, and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1	To increase the Authorised Share Capital of the company		
2	Offer, Issue and Allot Equity Shares on Preferential Basis		

3	To alter the object clause of the company:		
4	Appointment of Managing Director of the company		

** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of..... 2022

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Affix Revenue Stamp not less than Re.0.15

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a 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. In case 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 shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
6. Please complete all details including details of member(s) in above box before submission.