

KOA TOOLS INDIA LIMITED

*24th
Annual Report
2012-13*

ANNUAL REPORT 2012-2013

BOARD OF DIRECTORS

SHRI V.K. MITTAL	MANAGING DIRECTOR
SHRI RAJEEV MITTAL	DIRECTOR
SHRI RAKESH SHAKLANI	DIRECTOR
SHRI GIRRAJ KISHORE SHARMA	DIRECTOR

AUDITORS

P.C. BINDAL & CO.
101, SITA RAM MANSION,
718/21, JOSHI ROAD
KAROL BAGH, NEW DELHI-110005

REGISTERED OFFICE

A-22, Sector-14
Noida-201301

CONTENTS

NOTICE	2
DIRECTORS' REPORT	4-6
CORPORATE GOVERNANCE REPORT	7-10
INDEPENDENT AUDITORS' REPORT	11-13
BALANCE SHEET	14
PROFIT & LOSS ACCOUNT	15
NOTES TO FINANCIAL STATEMENT	16-20
CASH FLOW STATEMENT	21
PROXY FORM & ATTENDANCE SLIP	22

KOA TOOLS INDIA LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the members of **Koa Tools India Limited** will be held on Monday, the 30th day of September, 2013 at 09:30 a.m. at E-65, Site-B, Suraj Pur Industrial Area, Distt. Gautam Budh Nagar (U.P.) to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Statement of Profit & Loss for the year ended on that date together with Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Sh. Girraj Kishore Sharma, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. P.C. Birdal & Co., Chartered Accountants, the retiring Auditors, as Statutory Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of next annual general meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

INVESTMENTS IN EQUITY SHARES

RESOLVED THAT pursuant to the provisions of section 372(A) of the Companies Act, 1956 and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations, and modifications, if any as may be prescribed and specified by such authorities, while granting such approvals and which may be agreed by the Board of directors of the Company (hereafter referred to as the Board which expression shall include a committee of directors duly authorized in this behalf) the consent of the Company be and is hereby accorded to the Board of directors of the Company to make investment in excess of the 60% of the aggregate of the paid-up share capital and free reserves and/or up to 100% of the aggregate of free reserve of the company as per the limits prescribed under section 372(A), in following financial investment or other Companies as per the details provided in table below, as they may in their absolute discretion deem beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding Rs. 350 lacs at any time together with the existing investments.

Sl. No.	Name	Nature	Amount in Rs.
1.	Rishab Plastic Private Limited	Equity Participation	2,000,000
2.	Polestar Plastech Private Limited	Equity Participation	1,500,000
3.	Karni Mata Auto Private Limited	Equity Participation	3,000,000
	TOTAL		6,500,000

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate the terms, condition, quantum of loan, repayment, interest and other related matters and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution."

5. To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provision of section 198, 269, 302, 309, 310 read with the provisions of the schedule XIII of the Companies Act, 1956 and other applicable provision if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being enforceable) the consent of the members of the Company be and is hereby granted to re-appointment of Sh. Vijay Kumar Mittal as the Managing Director of the Company for a period of five years with effect from 1st October, 2013 without any remuneration.

FURTHER RESOLVED THAT Sh. Vijay Kumar Mittal shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any questions, or doubt that may arise in relation thereto."

By Order of the Board of Directors
For KOA TOOLS INDIA LIMITED

(V. K. Mittal)
Chairman cum Managing Director
DIN: 00814649

Registered Office
A-22, Sector-14, Noida-201301
Distt. Gautam Budh Nagar (U.P.)
Dated: 08th August, 2013

NOTE:

1. A member entitled to attend & vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed need not be a member of the Company.
2. The proxy form duly executed and properly stamped, in order to be effective, should reach the company at its Registered Office at least 48 hours before the scheduled time of the meeting.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 24th September, 2013 to 30th September, 2013 (both days inclusive).
4. Only Registered Members carrying attendance slips and holders of valid proxies registered with the Company will be permitted to attend the meeting.
5. The Members are requested to:
 - (a) Intimate to the Company changes, if any in their registered address.
 - (b) Quote Ledger Folio No. or DP ID & Client ID in all their correspondence.
 - (c) Bring their copy of the Annual Report and the attendance slips with them at the Annual General Meeting.

ANNUAL REPORT 2012-2013

6. Members are requested to intimate their queries, if any, relating to the accounts or any other matters at least seven days in advance of the meeting so that the information can be made readily available and furnished at the meeting.
7. Keeping in view the theme of Green Initiative in Corporate Governance allowing paperless compliances by companies through electronic mode and the circular bearing no. 17/2011 dated 21.4.2011 and 18/2011 dated 29.4.2011 issued by MCA, your company has decided to send henceforth, all documents, required to be sent to Shareholders like, General meeting Notice (including AGM) Audited Financial Statements, Director Report, Auditors Report etc. in electronic form on the e-mail id provided by them and made available to us by the depositories. In case you have not registered your email id or your desire to have different e-mail to be registered, please update the same in your DP and e-mail us at our e-mail id koatoolsktl@gmail.com

8. **Re-Appointment of Directors:**

At the ensuing Annual General Meeting, Sh. Girraj Kishore Sharma retires by rotation and being eligible, offers himself for re-appointment.

9. Details of Sh. Girraj Kishore Sharma pursuant to clause 49 of the Listing Agreement:

Particulars	Name of Director
	Sh. Girraj Kishore Sharma
Date of Birth	10.05.1961
Date of appointment	30.05.2011
Expertise in specific areas	Vast Experience in Accounts & Finance
Qualifications	Graduate
Directorship in other Company	—
Shareholdings in the Company as on 31.03.2013	NIL

10. The details of Sh. Vijay Kumar Mittal pursuant to clause 49 of the Listing Agreement:

Particulars	Name of Director
	Sh. Vijay Kumar Mittal
Date of Birth	28.02.1950
Date of appointment	27.08.1990
Expertise in specific areas	More than 25 years experience in the field of administration and finance.
Qualifications	Graduate
Directorship in other Company	KTL Industries Limited
Shareholdings in the Company as on 31.03.2013	1,18,86,400 Equity Shares

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Regarding Item No. 4

For the better prospects of the Company, it was opined to make suitable investments in the shares as well as other funds not exceeding Rs. 350 Lacs at any time together with the existing investments. Therefore, your Directors seek your accord by way of Special Resolution to enable the directors to invest on behalf of the Company, in the funds of various Companies.

Since the total investment including proposed investment exceeds the limits laid down under Section 372A of the Companies Act, 1956 therefore the proposed resolution is for the purpose of fulfilling the conditions laid down in the said section.

None of the other Directors are interested except in the capacity of shareholders.

Regarding Item No. 5

The term of appointment of Mr Vijay Kumar Mittal will expired on 30.09.2013. The Board at their meeting held on 08th August, 2013, decided to recommend the re-appointment of Sh. Vijay Kumar Mittal as Managing Director of the Company for further period of 5 years w.e.f. 1st October, 2013, without any remuneration.

The Board is of the opinion that his knowledge and experience would be of immense help for the overall progress of the company and recommends the resolution as given in item no 5 of the convening notice for your approval.

The resolution set out at item no. 5 of the accompanying notice together with explanatory statement are and should be read as abstract required to be given u/s; 302 of the Companies Act 1956, in respect of the re-appointment of Mr Vijay Kumar Mittal.

Mr. Vijay Kumar Mittal himself and Mr. Rajeev Mittal, Director of the Company, being relative, are interested in the resolution.

**By Order of the Board of Directors
For KOA TOOLS INDIA LIMITED**

(V. K. Mittal)

Chairman cum Managing Director

DIN: 00814649

Place ; Noida

Dated: 08th August, 2013

DIRECTORS' REPORT

To,
The Members
Koa Tools India Ltd.

Your Directors have pleasure in presenting the 24th Annual Report with Audited Statement of Accounts of the Company for the year ended 31st March 2013.

Financial Results:

Financial results of the company for the year under review are summarized as below:

(Rs. In Lacs)

Particulars	Year Ended 31.3.2013	Year Ended 31.3.2012
Sales & Other Income	247.08	227.24
Profit before Depreciation & Tax	62.94	74.30
Depreciation	2.82	2.82
Profit/ (Loss) Before Tax	60.12	71.48
Provision for Tax - Current	—	—
- Earlier Year Tax	—	—
Profit/(Loss) after Tax	60.12	71.48
Profit/(Losses) Brought Forward from Previous Year	(634.43)	(705.91)
Profit/(Losses) Carried to Balance Sheet	(574.31)	(634.43)

Performance Review:

During the year under review, your Company has achieved Revenue of Rs 247.09 Lacs as compared to Rs. 227.24 Lacs in the previous year. Net Profit is Rs 60.12 Lacs as compared to Net Loss of Rs. 71.48 Lacs in the previous year. Your Directors are exploring the possibilities in new opportunities.

MANAGEMENT DISCUSSION AND ANALYSIS:

Industry Structure and Development

The Indian economy continued its downward slide throughout FY 2012-13, recording a lower GDP growth of 5% compared to 6.5% for FY 2011-12. Improving consumer confidence and structural policy decisions in the developed markets are providing the required momentum to kick-start the economy on to the path of recovery. In the emerging markets, strong consumer spending and upbeat investment sentiments continue to drive economic growth (5%-8%). Across markets, technology and innovation are being seen as growth drivers. Investment in innovation has emerged as a differentiator in the market place. Investment in technology has been enabling companies to connect with customers and influence their purchase decisions on a real time basis.

Changing economic and business conditions, evolving consumer preference, rapid technological innovation and adoption, and globalization are driving corporation to transform the manner in which they operate. Companies are now more focused on their core business objectives, such as revenue growth, profitability and asset efficiency and new product development in auto parts industry.

Outlook, Risk and Concern

The company is in continuous to focus on minimizing adverse impact on our growth, profitability, efficiency and sustainability. During the year the company has carried our assessment of risk its potential impact on the business. The Company reviewed and monitored key development in regulating environment and its impact on the supply chain management. The Company has also analysis risk involved in capacity on bottlenecks and its impact on growth strategies.

The Company is also in process identifying some opportunities to acquire new lines of business that could contribute to its success.

Adequacy of Internal Control System:

The Company has extensive internal control systems intended to mitigate operational deviation. The internal audit team periodically evaluates the adequacy and effectiveness of the internal control systems and recommends action to address the gaps, if any and to enforce adherence to policies.

The Audit Committee of the Board reviews the important observations of the Internal Audit. The Audit Committee of the Company meets periodically to review and recommend quarterly and annual financial statements of the Company.

ANNUAL REPORT 2012-2013

Financial Performance

Operational Results, 2012-13 versus 2011-12:

Particulars	2012-2013	Rs. in Lacs 2011-2012
Total Revenue	247.08	227.24
Total Expenses	184.14	152.94
Depreciation	2.82	2.82
Profit before Tax (PBT)	60.12	71.48
Provision for Tax	-	-
Profit after tax (PAT)	60.12	71.48
Paid up Equity Capital	991.17	988.99
Reserves & Surplus	(574.31)	(634.43)
Earning per Share	0.12	0.14

Dividend:

Your Directors express their inability to recommend any dividend in view of low profit during the year under review as well as heavy accumulated losses of the earlier years.

Fixed Deposits:

Your Company has not accepted any deposits from public. There are no unclaimed or unpaid deposits as on 31st March, 2013.

Directors:

Mr. Girraj Kishore Sharma, Director of the Company, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

The Board recommends the re-appointment of Mr. Vijay Kumar Mittal as the Managing Director of the Company for a period of five years with effect from 1st October, 2013 without any remuneration.

Material Changes:

The Company has reduced its share capital by (a) Cancellation of 1,48,00,000 Equity Shares of Rs. 2 each aggregating Rs. 2,96,00,000 bearing distinctive no. 3,47,58,501 to 4,95,58,500 (both numbers inclusive) by crediting Capital Reserve Account by an equivalent amount. These Equity Shares were issued by the Company on preferential basis but could not be listed on Bombay Stock Exchange due to technical reasons; (b) Cancellation of 50% remaining issued and paid up share capital of the Company by reducing the paid up value of 3,47,58,500 Equity Shares from Rs. 2 per share to Re 1 per share and writing off Rs. 3,47,58,500 from the debit balance of Profit and Loss Account of the Company; and (c) Writing off balance amount of Rs. 286.85 lac of the debit balance of Profit and Loss Account of the Company against the Capital Reserve Account to that extent. The aforesaid reduction of share capital was approved by the Hon'ble High Court of Judicature at Allahabad vide order dated 12th February, 2013 passed in Company Petition No. 40 of 2012. The record date of above was 12.04.2013 and effective date was 23.04.2013. Accordingly, the issued and paid up share capital of the Company was reduced to 3,47,58,500 Equity Shares of Re 1 each. The Company has already moved necessary applications for listing of the reduced capital with Bombay Stock Exchange (BSE) and U P Stock Exchange, Kanpur (UPSE) which are still in process and Equity Shares are yet to be listed on BSE and UPSE.

Auditors:

M/s. P.C. Bindal & Co., Chartered Accountants, the Auditors of the Company retires at the forthcoming Annual General Meeting and eligible for re-appointment. The Audit Committee and your Board recommend their reappointment as Auditors of the Company. The Company has received letter from them to the effect that their appointment, if made would be within prescribed limit under Section 224(1B) of the Companies Act, 1956.

Auditors' Report:

The notes to accounts appearing in the schedule and referred to in the Auditors' Report are self explanatory and therefore do not call for any further explanation under Section 217(3) of the Companies Act 1956.

Dematerialization of Share:

As the members are aware, your company's shares are tradable compulsorily in electronic form. Accordingly, your company has established connectivity with both the depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). Members may avail the facility of dematerialization of company's shares on either of the Depositories as aforesaid.

Directors' Responsibility Statement:

Pursuant to Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- i) That in the preparation of the accounts for the financial year ended 31st March, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

KOA TOOLS INDIA LIMITED

N) That the Directors have prepared the accounts for the financial year ended 31st March 2013 on 'going concern' basis.

Personnel:

Relations with the employees continued to be cordial throughout the year. Your directors wish to place on record their deep appreciation of the dedicated and efficient services rendered by the staff and work force of the Company.

Your Company has no employee drawing remuneration as prescribed under section 217 (2A) of the Companies Act, 1956 during the year under review.

Conservation of Energy, research and development technology absorption, foreign exchange earnings and outgo:

Particulars regarding conservation of energy, technology absorption, foreign exchange, earning and outgo

Information as required under section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of the board of Directors) Rules, 1988 for forming part of the Director's report for the financial year ended 31st March, 2013 is as follows :-

1. **Conservations of Energy**
 - a. Energy conservation measures taken Not Applicable
 - b. Additional investment & proposals if any being implemented. Not Applicable
 - c. Impact of measures of a & b above for reduction Not applicable
Of energy consumption and consequent impact
On cost of production
 - Total energy consumption and energy consumption Not Applicable
Per unit of production as perform 'A' of the
Annexure in respect of industries specified in the schedule thereto.
2. **Technology Absorption**
 - (i) **Research and Development (R&D)**
 1. Specific area in which R & D is carried by the company The company is conducting R & D to make its business more profitable.
 2. Benefits derived as a result of the above R & D The awareness of investor's benefit has increased.
 3. Future plan of action The company would continue R & Ds for more investors awareness.
 4. Expenditure on R & D The company has not undertaken any major expenditure on R & D
 - i) Capital
 - ii) Recurring Total
 - Total
 - Total R & D Expenditure as a percentage of total turnover
 - (ii) **Technology Absorption, Adaptation and Innovation**
 1. Efforts in brief, made through towards technology absorption, adaptation and innovation Not Applicable
 2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc. Not Applicable
 3. Information regarding imported technology
 - (a) Technology Imported None
 - (b) Year of Import Not Applicable
 - (c) Has the technology been fully absorbed Not Applicable
 - (d) It not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action Not Applicable
3. **Foreign Exchange Earnings and Outgo**
 1. Activities relating to exports; imitative taken to increase exports; development of new export markets for products, services and export plans. Nil
 2. Total foreign exchange used and earned Nil

Corporate Governance:

A report on Corporate Governance appears in this Annual Report. A certificate from Statutory Auditors M/s. P.C.Bindal & Co., Chartered Accountants, with regard to Compliance of the Corporate Governance code by your company is annexed hereto as Annexure and forms part of this report.

Acknowledgement:

Your directors take this opportunity to offer their sincere thanks to the bankers of the company, business associates, vendors, shareholders and esteemed clients for their unstinted support and assistance and look forward to the same in the times ahead.

**For and On Behalf of the Board
For Koa Tools India Limited**

Place: Noida
Dated: 8th August, 2013

**(V.K.MITTAL)
Chairman cum Managing Director
DIN : 00814649**

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders, including shareholders, employees, the government, lenders and the society. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

The status of compliance with Clause 49 of the Standard Listing Agreement is enumerated herein below:

2. BOARD OF DIRECTORS

Presently, the Board consisted of 4 directors, out of that 3 are non executive directors, two of them are Independent. Shri V.K.Mittal, Chairman cum Managing Director of the Company is an Executive Director.

Sl No	Name of the Director	Status	Date of appointment	Date of Cessation	No. of Board Meetings held	No. of Board Meetings attended	Last AGM attended	No. of other directorship and committee membership and chairmanship.		
								Other Directorship	Committee Membership	Committee Chairmanship
1.	Vijay Kumar Mittal	Managing Director	27.08.90	N.A.	9	9	Yes	1	-	-
2.	Rajeev Mittal	Non-Executive Non-Independent	01.11.98	N.A.	9	9	Yes	1	-	-
3.	Rakesh Shaktani	Non-Executive Independent	28.03.03	N.A.	9	9	Yes	-	-	-
4.	Girraj Kishore Sharma	Non-Executive Independent	30.05.11	N.A.	9	9	Yes	-	-	-

* The directorship held by directors do not include alternate directorship and directorship of foreign Companies, section 25 Companies & private limited Companies.

** In accordance with clause 49 of the Listing Agreement, membership/chairmanship of only the Audit Committee and Shareholders Investors Grievance Committee of all Public Ltd. Companies have been considered.

DATE & NUMBER OF BOARD MEETINGS HELD

Nine Board meetings were held during the year financial year on 28th May, 2012, 09th July, 2012, 19th July, 2012, 08th August 2012, 06th November 2012, 08th February, 2013, 12th February, 2013, 6th March 2013 and 21st March, 2013.

Complying with clause 49 of the listing agreement, the Board has adhered to the time gap between two meetings.

RETIREMENT OF DIRECTOR BY ROTATION AND RE-APPOINTMENT

As required under Clause 49 of the Listing Agreement, brief resume of director being reappointed, nature of his expertise in specific functional areas and names of companies in which he hold directorship of the board are furnished hereunder:

Sh. Girraj Kishore Sharma retires by rotation at the 24th Annual General Meeting of the Company and being eligible offer himself for reappointment.

Sh. Girraj Kishore Sharma, appointed as director of the Company on 31st May, 2011, has rich experience in the field of account and finance. His shareholding in the Company as on 31.03.2013 is NIL.

The Board has recommended the re-appointment of Mr. Vijay Kumar Mittal as Managing Director of the Company for a period of five years with effect from 1st October, 2013.

Mr. Vijay Kumar Mittal is Commerce Graduate. He has expertise in matters relating to financial strategies. He More than 25 years experience in the field of administration and finance.

Mr. Vijay Kumar Mittal is also director in KTL Industries Limited.

CODE OF CONDUCT

The Company's Code of Conduct, as adopted by the Board of Directors, is applicable to all Directors, Senior Management and Employees of the Company. The Code of Conduct of the Company covers substantial development, disclosure of material information, integrity of financial reporting, continuous improvement of the internal control system and sound investor relations.

The Code has been circulated to all the members of the Board and senior management personnel and the compliance with the Code of Conduct and Ethics is affirmed by them annually.

A declaration signed by the Managing Director of the Company is given below:

This is to certify that, to the best of my knowledge and belief, for the financial year ended on 31st March, 2013, all Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management respectively.

(V.K.MITTAL)
Chairman cum Managing Director
DIN: 00814649

Date: 01.04.2013

KOA TOOLS INDIA LIMITED

3. AUDIT COMMITTEE

The Company has an Audit Committee of Directors since 2000-2001. The Committee has the powers similar to those stated in the Clause 49 of the listing Agreement and Section 292A of the Companies Act 1956 and exercises most of the functions as per terms of reference of the Audit Committee.

COMPOSITION

Presently, the Audit Committee of the Board of your company comprises of three members all non-executive directors and out of whom two are independent directors. The committee functions under the chairmanship of Sh. Girraj Kishore Sharma who is an independent director. The composition of committee is as follows:

Name of Members	Designation	Status / Position
1. Mr. Girraj Kishore Sharma	Chairman	Non Executive Independent Director
2. Mr. Rakesh Shaklani	Member	Non Executive Independent Director
3. Mr. Rajeev Mittal	Member	Non Executive Director

NO. OF MEETINGS AND ATTENDANCE AT MEETINGS

Four meetings of Audit Committee were held during the year 2012-13 on 28th May 2012, 8th August 2012, 8th November 2012 and 8th February 2013.

The Attendance of the Committee members at the above meetings is as follows:

MEMBERS	COMMITTEE MEETINGS	
	Held	Attended
1. Sh Girraj Kishor Sharma	4	4
2. Sh Rajeev Mittal	4	4
3. Sh Rakesh Shaklani	4	4

Statutory Auditors are permanent invitees to the Audit Committee meetings.

4. SHAREHOLDERS' / INVESTORS GRIEVANCE COMMITTEE COMPOSITION

The Company has a Shareholders'/Investors Grievance Committee to redress the complaints of the shareholders in respect of the matters pertaining to transfer of shares, non-receipt of annual report, dematerialization of shares etc.

Presently, the Committee comprises of three directors namely Sh. Rajeev Mittal, Sh. Rakesh Shaklani and Sh. Girraj Kishore Sharma. The Committee functions under the chairmanship of Sh. Rajeev Mittal.

COMPLIANCE OFFICER

As per the requirement of the Listing Agreement with the Stock Exchange, Mr. V.K.Mittal, Managing Director acts as the Compliance Officer of the Company.

There were no pending share transfers/ Investors' complaints as on March 31, 2013

5. GENERAL BODY MEETINGS :

Location and time for the last three Annual General Meetings (AGM).

Year	Location	Date	Time	Special Resolution Passed
2009-10	E-65, Site-B, Suraj Pur Ind. Area, Distt. Gautam Budh Nagar (U.P)	30.09.10	10.00 a.m.	Inter corporate investment in Equity Shares
2010-11	E-65, Site-B, Suraj Pur Ind. Area, Distt. Gautam Budh Nagar (U.P)	30.09.11	9.30 a.m.	-
2011-12	E-65, Site-B, Suraj Pur Ind. Area, Distt. Gautam Budh Nagar (U.P)	10.09.12	09.30 a.m.	i. Reduction in Share Capital ii. Inter corporate Investments in Equity shares

All the Directors of the Company were present at the above Annual General Meetings.

No special resolution was put through Postal Ballot during last year.

6. COMPLIANCE WITH OTHER MANDATORY REQUIREMENTS

I. MANAGEMENT DISCUSSION AND ANALYSIS

A Management Discussion and Analysis Report forms part of the Annual Report and includes discussions on various matters specified under clause 49 (IV) (F)

II. DISCLOSURES

a) Related Party Transactions

The details of transactions, if any, with related parties are placed before the audit committee on quarterly basis. Related party transactions during the year are disclosed in notes to accounts.

b) Disclosure of Accounting Treatment:

The Company is following the Generally Accepted Accounting Policies of the trade which provides a true and fair view of the business of the Company.

c) CEO/CFO Certification

A Certificate from Finance Head on the financial statements of the Company was placed before the Board.

ANNUAL REPORT 2012-2013

d) Code of Conduct:

The Board has formulated a code of Conduct for the Board members and senior management of the Company.

It is hereby affirmed that all the Directors and senior management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

e) Whistle Blower Policy:

Though the Company does not have a Whistle Blower Policy. However it is ensured that every personnel has approach to the Audit Committee as and when he so desire.

f) All the mandatory requirements have been complied with. The Company always endeavors to comply with non-mandatory requirements as far as possible.

7. MEANS OF COMMUNICATION

Unaudited Quarterly results for the quarters ending on 30th June 2012, 30th September 2012 were published in "Money Makers" and "Dainik Mahaluxmi Bhagyuday" and 31st December 2012 and audited results for the quarter and year ended on 31st March 2013 were published in "The Pioneer" Hindi and English. The results are promptly furnished to the Stock Exchange for display on their respective websites.

Quarters	Date of Board Meeting	Date of Preas Release
April – June 2012	8 th August, 2012	09 th August, 2012
July–September 2012	6 th November 2012	08 th November, 2012
October-December 2012	8 th February 2013	09 th February, 2013
January-March 2013 (Audited)	30 th May 2013	04 th June, 2013

"Management discussion & Analysis Report" forms part of the Directors Report.

8. GENERAL SHAREHOLDERS' INFORMATION

i) ANNUAL GENERAL MEETING

Date and Time:	Monday, 30 th September 2013 at 09.30 A.M.
Venue:	E-65, Site-B, Suraj Pur Industrial Area, Distt. Gautam Budh Nagar (U.P.)
ii) FINANCIAL CALENDAR:	1 st April to 31 st March
iii) BOOK CLOSURE:	24 th September, 2013 to 30 th September, 2013 (both days inclusive)

iv) LISTING ON STOCK EXCHANGES

Your company's shares are listed on the following stock exchanges:

- (1) The U.P. Stock Exchange Association Ltd.
Padam Towers, 14/113 Civil Lines
Kanpur – 208 001
- (2) The Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai – 400 001

The Company is yet to pay the Listing fees for the financial year 2013-2014 to the U.P. Stock Exchange Association Limited and The Stock Exchange, Mumbai

v) MARKET PRICE DATA:

Monthly high and low closing quotations of the shares traded at Mumbai Stock Exchange are as follows:

Month	Mumabl Stock Exchange Limited		BSE Saneex	
	High	Low	High	Low
Apr 12	0.33	0.20	17,664.10	17,010.16
May 12	0.35	0.22	17,432.33	15,809.71
Jun 12	0.31	0.21	17,448.48	15,748.98
Jul 12	0.29	0.21	17,631.19	16,598.48
Aug 12	0.29	0.20	17,972.54	17,026.97
Sep 12-	0.29	0.20	18,869.94	17,250.80
Oct 12	0.29	0.20	19,137.29	18,393.42
Nov 12	0.28	0.20	19,372.70	18,255.69
Dec 12	0.27	0.21	19,612.18	19,149.03
Jan 13	0.29	0.21	20,203.66	19,508.93
Feb 13	0.26	0.18	19,966.69	18,793.87
Mar 13	0.30	0.24	19,754.66	18,568.43

vi) STOCK CODE

Stock Code for the Equity Shares of the Company at Bombay Stock Exchange is: 517471

vii) REGISTRAR & SHARE TRANSFER AGENT

The company has appointed Alankit Assignments Limited (Alankit) as its Registrar and Share Transfer Agent. The shareholders are advised to approach Alankit on the following address for any share & demat related queries and problem.

M/s Alankit Assignments Limited
Alankit House, 2E/21, Jhandewalan Extension,
New Delhi-110 055 (India)
Tel. 011-51540061-63
Fax. 011-51540061-63

KOA TOOLS INDIA LIMITED

viii) TRANSFER SYSTEM

Transfer of equity shares are handled by Alankit Assignments Limited (Alankit). The transferee is required to furnish transfer deed duly complete in all respects together with share certificate to Alankit Assignments Limited at the above address in order to enable Alankit to process the transfer. Alankit Assignments Limited after complying with SEBI Guidelines and on the basis of valid and complete documents processes the transfer.

As regards transfer of dematerialized shares, the same can be effected through demat accounts of the transferor/s and transferee/s maintained with recognized depository participants.

ix) CATEGORIES OF SHAREHOLDERS AS ON 31ST MARCH, 2013

Category	No. of shares	%
Promoter/PAC's	12,300,000	24.819
Banks/ financial institutions/ Insurance companies	—	—
Bodies Corporate	3,266,266	6.591
Indian Public	33,837,857	68.279
Foreign Body	154,377	0.311
	49,558,500	100.00

(ix) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2013

No. of Shareholding	No. of Shareholders	Percentage	Amount of Shares (In Rs.)	Percentage
1 to 5000	5782	69.478	1,34,71,762	13.592
5001 to 10000	1403	16.859	1,17,42,084	11.847
10001 to 20000	648	7.787	1,06,95,556	10.791
20001 to 30000	170	2.043	43,02,900	4.341
30001 to 40000	87	1.045	32,53,852	3.283
40001 to 50000	64	0.769	30,01,884	3.028
50001 to 100000	98	1.178	71,16,738	7.18
100001 to Above	70	0.841	4,55,32,224	45.938
Total	8322	100	9,91,17,000	100

(x) DEMATERIALIZATION OF SHARES & LIQUIDITY

The company's equity shares are eligible for dematerialization. The company has signed agreements with both the depositories namely NSDL and CDSL. The shareholders may therefore hold company's shares in electronic mode. The company's ISIN No. for both the depositories is INE316B01010.

As on 31st March 2013, 37.06% and 24.32% of the Equity Shares of the Company are held in dematerialized, form with both the depositories namely NSDL & CDSL.

xi) ADDRESS FOR CORRESPONDENCE

KOA TOOLS INDIA LTD
A-22, Sector-14,
Noida-201301

Distt. Gautam Budh Nagar (U.P.)

CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the members of Koa Tools India Limited

We have examined the compliance of conditions of Corporate Governance by Koa Tools India Limited, for the year ended on 31st March 2013 as stipulated in clause 49 of listing agreement of the said company with the stock exchange (s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to the review of the procedures and implementation thereof adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the clause 49 of the above-mentioned Listing Agreement.

We state that as per the records maintained by the Shareholders and Investor's Grievance Committee of the Directors, no investor grievances are received during the year ended on 31st March 2013, against the company.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

For P.C.BINDAL & CO.
Chartered Accountants
FRN : 003824N

(CA K.C.GUPTA)
Partner
M.No.088638

Place: New Delhi
Date: 08.08.2013

INDEPENDENT AUDITORS' REPORT

The Members,
KOA TOOLS INDIA LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of KOA TOOLS INDIA LIMITED Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For P. C. Bindal & Co.
Chartered Accountants
FRN: 003824N

CA. K. C. Gupta
Partner
M. No. 088638

Place of Signature: Noida
Date: 30.05.2013

KOA TOOLS INDIA LIMITED

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF KOA TOOLS INDIA LIMITED FOR THE YEAR ENDED ON 31ST MARCH, 2013

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, all the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the company and nature of its business. No material discrepancies were noticed on such verification.
- (c) In our opinion, during the year, the company has not disposed off a substantial / major part of fixed assets and the going concern status of the Company is not affected.
- (ii) (a) As explained to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the books records were not material and have been properly dealt with in the books of accounts.
- (iii) (a) The company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. In view of above, clauses 4(iii) (a) to (d) of the Order are not applicable to the Company and no further comments are made.
- (b) According to the information and explanations given to us, the company had taken interest free unsecured loan from one party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 14,00,000/- and the year-end balance is Rs. 7,00,000/-.
- (c) According to the information and explanations given to us, in our opinion, the rate of interest and other terms and conditions on which loans have been taken from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company.
- (d) In our opinion and according to the information and explanations given to us, the company is repaying the principal amounts as stipulated and is also regular in the payments, wherever applicable.
- (iv) In our opinion and according to the information and explanation given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any major weakness in internal controls.
- (v) In our opinion and according to the information and explanations given to us, there are no transactions that need to be entered into the register in pursuance of Section 301 of the Act. Accordingly, clause 4(v) of the Companies (Auditors' Report) Order 2003 (as amended) is not applicable to the company for the current year.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from public to which provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 apply. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business. The Directors themselves are implementing the system.
- (viii) The company is a trading company hence clause 4(viii) of Companies (Auditors' Report) Order, 2003 regarding maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 is not applicable to the company.
- (ix) (a) According to the information and explanations given to us and according to the books and records produced before us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess were in arrears, as at 31st March, 2013 for a period of more than six months from the date they become payable.
- (x) In our opinion, the accumulated losses of the company are more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and also in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the provisions of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund / Society are not applicable to the company.

ANNUAL REPORT 2012-2013

- (xiv) In our opinion and according to the information and explanations given to us, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the company.
- (xv) According to the information and explanations given to us the company has not given any guarantees for loans taken by others from bank/ financial institutions.
- (xvi) According to the information and explanations given to us, the company has not availed any term loan during the year under audit.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis that have been used for long-term investment.
- (xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act, during the year under audit.
- (xix) According to the information and explanations given to us, the company has not issued any debentures during the year.
- (xx) According to the information and explanations given to us, the company has not raised any money by public Issue during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For P. C. Bindal & Co.
Chartered Accountants
FRN: 003824N

Place of Signature: Noida
Date: 30.05.2013

CA. K. C. Gupta
Partner
M. No. 088638

KOA TOOLS INDIA LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2013

(Amount in Rs.)

Particulars	Note No.	As at 31st March, 2013	As at 31st March, 2012
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3.	9,91,17,000.00	9,88,98,900.00
(b) Reserves and Surplus	4.	(5,74,30,831.99)	(6,34,42,983.19)
(2) Current Liabilities			
(a) Short-Term Borrowings	5.	7,00,000.00	6,50,000.00
(b) Trade Payables	6.	24,56,468.99	14,13,101.79
(c) Other Current Liabilities	7.	6,42,420.37	6,51,902.00
TOTAL		<u>4,54,85,057.37</u>	<u>3,81,70,920.60</u>
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	8.		
(i) Tangible Assets		4,92,140.09	6,69,191.62
(ii) Intangible Assets		48,355.44	1,53,344.93
(b) Non-Current Investments	9.	2,86,50,000.00	2,21,50,000.00
(c) Long Term Loan & Advances	10.	40,000.00	40,000.00
(2) Current Assets			
(a) Inventories	11.	1,26,194.00	6,00,620.00
(b) Trade Receivables	12.	74,36,912.80	49,28,592.40
(c) Cash and Cash Equivalents	13.	23,29,281.38	7,69,246.92
(d) Short-Term Loans and Advances	14.	63,44,999.66	88,47,573.73
(e) Other Current Assets	15.	17,174.00	12,351.00
TOTAL		<u>4,54,85,057.37</u>	<u>3,81,70,920.60</u>
Significant Accounting Policies	2		

The accompanying notes (1-35) are integral part of financial statements

Auditors' Report

As per our report of even date attached

For and on behalf of the Board

For P.C.BINDAL & CO.

Chartered Accountants
(Firm Registration Number: 003824N)

CA. K.C. Gupta
Partner
M.No.088638

V. K. MITTAL
Mg. Director

RAJEEV MITTAL
Director

Place: Noida
Dated: 30.05.2013

ANNUAL REPORT 2012-2013

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2013

(AMOUNT IN RS.)

Particulars	Note No.	As at 31st March, 2013	As at 31st March, 2012
Income:			
Revenue from Operations	16.	1,92,00,000.45	1,57,14,922.73
Other income	17.	55,08,500.00	70,09,000.00
Total Revenue (A)		2,47,08,500.45	2,27,23,922.73
Expenses:			
Purchases		1,39,84,263.05	1,22,34,746.07
Changes in Inventories of Traded Goods	18.	4,74,426.00	(3,77,647.00)
Employee Benefit Expenses	19.	24,21,991.00	20,73,549.00
Depreciation and Amortization Expense	8.	2,82,041.02	2,82,041.02
Financial Expenses	20.	10,467.59	15,104.47
Other Expenses	21.	15,23,160.59	13,48,428.36
Total Expenses (B)		1,86,96,349.25	1,55,76,221.92
Profit before Tax		60,12,151.20	71,47,700.81
Tax Expense:			
(1) Current tax		—	—
(2) Deferred Tax		—	—
Total tax Expense		—	—
Profit for the Period		60,12,151.20	71,47,700.81
Earnings Per Equity Share			
(1) Basic		0.12	0.14
(2) Diluted		0.12	0.14

Significant Accounting Policies 2

The accompanying notes (1-35) are integral part of financial statements

Auditors' Report

As per our report of even date attached

For and on behalf of the Board

For P.C.BINDAL & CO.
Chartered Accountants
(Firm Registration Number: 003824N)

CA. K.C. Gupts
Partner
M.No.088638

V. K. MITTAL
Mg. Director

RAJEEV MITTAL
Director

Place: Noida
Dated: 30.05.2013

ANNUAL REPORT 2012-2013

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2013

(AMOUNT IN RS.)

Particulars	Note No.	As at 31st March, 2013	As at 31st March, 2012
Income:			
Revenue from Operations	16.	1,92,00,000.45	1,57,14,922.73
Other income	17.	55,08,500.00	70,09,000.00
Total Revenue (A)		2,47,08,500.45	2,27,23,922.73
Expenses:			
Purchases		1,39,84,263.05	1,22,34,746.07
Changes in Inventories of Traded Goods	18.	4,74,426.00	(3,77,647.00)
Employee Benefit Expenses	19.	24,21,991.00	20,73,549.00
Depreciation and Amortization Expense	8.	2,82,041.02	2,82,041.02
Financial Expenses	20.	10,467.59	15,104.47
Other Expenses	21.	15,23,160.59	13,48,428.36
Total Expenses (B)		1,86,96,349.25	1,55,76,221.92
Profit before Tax		60,12,151.20	71,47,700.81
Tax Expense:			
(1) Current tax		—	—
(2) Deferred Tax		—	—
Total tax Expense		—	—
Profit for the Period		60,12,151.20	71,47,700.81
Earnings Per Equity Share			
(1) Basic		0.12	0.14
(2) Diluted		0.12	0.14

Significant Accounting Policies 2

The accompanying notes (1-35) are integral part of financial statements

Auditors' Report

As per our report of even date attached

For and on behalf of the Board

For P.C.BINDAL & CO.

Chartered Accountants
(Firm Registration Number: 003824N)

CA. K.C. Gupta
Partner
M.No.088638

V. K. MITTAL
Mg. Director

RAJEEV MITTAL
Director

Place: Noida
Dated: 30.05.2013

Notes to The Financial Statements For The Year ended 31st March, 2013

Note # 1 CORPORATE INFORMATION

Koa Tools India Limited is a public limited company domiciled in India, incorporated on 20th September 1989 under Companies Act, 1956 vide Corporate Identification Number (CIN) L28932UP1989PLC022049. The Shares of the Company are listed on The U.P. Stock Exchange Association Ltd., Kanpur and The Stock Exchange, Mumbai. The Company is engaged in trading of spare parts.

Note # 2 Significant Accounting Policies

The financial statements have been prepared in accordance with applicable Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant requirements of the Companies Act, 1956. Significant accounting policies applied in preparing and presenting these financial statements are set out below:

a) CONVENTION

The Accounts are prepared under historical cost convention and on the basis of going concern concept.

b) REVENUE RECOGNITION

Sales of Goods and Services are accounted for on accrual basis. Sales include Excise duty and education cess. Other Incomes are accounted for on accrual basis except where the receipt of income is uncertain.

c) FIXED ASSETS

All the fixed assets have been stated at historical cost less accumulated depreciation.

d) DEPRECIATION

Depreciation on fixed assets has been provided on the basis of straight-line method as per schedule XIV of the Companies Act, 1956 and on during additions/ Sales the year, on pro-rata basis.

e) IMPAIRMENT

Fixed Assets are tested for impairment if there is any indication of their possible impairment. An impairment loss is recognized where the carrying amount of a fixed asset (or cash generating unit) exceeds its recoverable amount, i.e. higher of value in use and net selling price. Impairment loss recognized in one year can get reversed fully or partly in a subsequent years.

f) INVESTMENTS

Investments are classified into long-term investments and current investments. Long-term investments are stated at cost. Provision for diminution in the value of a non current investment is made on individual investment basis if such diminution is other than temporary. Current investments are carried at the lower of cost and fair value and provisions are made to recognize the decline in the carrying value.

g) INVENTORIES

Raw materials, stores and spare parts, work in progress and finished goods are valued at the lower of the historical cost and the net realizable value. Scrap and slow moving / unserviceable stocks are valued at the net realizable value. Cost of inventories has been valued on FIFO basis.

h) EMPLOYEE BENEFITS

Gratuity and other retirement benefits are charged to profit and loss account through a provision for accruing liability based on assumption that such benefits are payable to the eligible employees at the end of accounting year.

i) INCOME TAX

Income Tax are computed using the tax effect accounting method where taxes are accrued in the same period, as the related revenue and expenses to which they relate. The differences that result between profit offered for income tax and the profit as per financial statements are identified and thereafter a deferred tax assets or deferred tax liability is recorded for timing difference, namely differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. Deferred tax assets and liabilities are measured using tax rates and tax laws enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognized only if there is reasonable/ virtual certainty that they will be realized and are reviewed for the appropriateness of their respective carrying valued at each Balance Sheet date. Until 2001, provision has been made for income tax on an yearly basis, under the tax payable method, based on the tax liability as computed after taking credit for allowances and exemptions. In case of matters under appeal, if any, due to disallowances or otherwise, full provision is made when the said liabilities are accepted by the company.

Annexures to the Balance Sheet

S. No	Particulars	As At 31-03-2013		As At 31-03-2012	
		No.	Amount (Rs.)	No.	Amount (Rs.)
NOTE # 3 Share Capital					
a)	<u>Authorised Capital</u>				
	Equity Shares of Rs 10/- each	6,00,00,000	12,00,00,000.00	6,00,00,000	12,00,00,000.00
b)	<u>Issued, Subscribed and Paid up</u>				
	Equity Shares of Rs 10/- each (Fully Paid Up)	4,95,58,500	9,91,17,000.00	4,95,58,500	9,91,17,000.00
	<u>Less: Calls in Arrears / Allotment money due</u>		-		2,18,100.00
		<u>4,95,58,500</u>	<u>9,91,17,000.00</u>	<u>4,95,58,500</u>	<u>9,88,98,900.00</u>
(a) Reconciliation of The Number Of Shares Outstanding At The Beginning And At The End Of The Reporting Period					
S. No	Particulars	As At 31-03-2013		As At 31-03-2012	
		No.	Amount (Rs.)	No.	Amount (Rs.)
a)	Shares outstanding at the beginning of the year	4,95,58,500	9,91,17,000.00	4,95,58,500	9,88,98,900.00
b)	Shares Issued during the year	-	-	-	-
c)	Shares bought back during the year	-	-	-	-
d)	Shares outstanding at the end of the year	<u>4,95,58,500</u>	<u>9,91,17,000.00</u>	<u>4,95,58,500</u>	<u>9,88,98,900.00</u>
(b) Terms/ rights attached to equity shares					
The company has only one class of equity shares having par value of Rs.2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.					
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.					
(c) Particulars of Shares In The Company Held By Each Shareholder Holding More Than 5 Percent age Shares					
S. No	Name of The Shareholder	As At 31-03-2013		As At 31-03-2012	
		No.	% age of Holding	No.	% age of Holding
a)	Niti Housing Development & Finance Corp Ltd.	-	0	74,00,000	14.93
b)	Shruti Finstock Ltd	-	0	74,00,000	14.93
c)	Rajesh Singhal	29,33,350	5.92		
d)	Vijay Kumar Mittal	1,18,86,400	23.98		
As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.					
(d) Other details of Equity Shares for a period of five years immediately preceding 31.03.2013:					
Particulars		31.03.2013		31.03.2011	
- Aggregate number of shares allotted as fully paid up pursuant to contract without being received in cash		Nil		Nil	
- Aggregate number of shares allotted as fully paid bonus shares		Nil		Nil	
- Aggregate number of shares bought back		Nil		Nil	
NOTE # 4					
Reserves and Surplus					
Surplus i.e. Balance In the Statement of Profit & Loss					
As per last Balance Sheet		(6,34,42,983.19)		(7,05,90,684.00)	
Add: Profit for the year		60,12,151.20		71,47,700.81	
Balance at the end of year		<u>(5,74,30,831.99)</u>		<u>(6,34,42,983.19)</u>	
Total Reserve & Surplus		<u>(5,74,30,831.99)</u>		<u>(6,34,42,983.19)</u>	
NOTE # 5					
Short-Term Borrowings					
Director		7,00,000.00		0	
Inter Corporated Deposits		-		6,50,000.00	
		<u>7,00,000.00</u>		<u>6,50,000.00</u>	
NOTE # 6					
Trade Payables					
Outstanding to Micro, Small & Medium Enterprises		-		-	
Outstanding to Others		24,56,468.99		14,13,101.79	
		<u>24,56,468.99</u>		<u>14,13,101.79</u>	

KOA TOOLS INDIA LIMITED

Annexures to the Balance Sheet

Particulars	31.03.2013	31.03.2012
NOTE # 7		
Other Current Liabilities		
- Expense Payables	6,42,420.37	6,51,902.00
	6,42,420.37	6,51,902.00

NOTE # 8

Fixed Assets as on 31st March 2013

Particulars	Gross Block					Depreciation Block			Net Block	
	Total as on 01.04.2011	Addition During the Year	Sold/ Adjustment	Total as on 31.03.2012	Total Upto 31.03.2011	For the year	Sold/ Adjustment	Total Upto 31.03.2012	WDV as on 31.03.2012	WDV as on 31.03.2011
Tangible Assets										
1 Plant & Machinery	1,50,750.00	-	-	1,50,750.00	34,272.91	7,160.63	-	41,433.54	1,09,316.47	1,16,477.09
2 Mould & Dies	9,27,230.50	-	-	9,27,230.50	7,52,231.49	44,043.45	-	7,96,274.94	1,30,955.56	1,74,999.02
3 Furniture & Fixture	15,465.00	-	-	15,465.00	4,685.48	978.93	-	5,664.41	9,600.59	10,779.52
4 Office Equipment	28,300.00	-	-	28,300.00	5,406.26	1,344.25	-	6,750.51	21,549.49	22,893.74
5 Computer	25,400.00	-	-	25,400.00	19,906.86	4,117.34	-	24,024.20	1,375.80	5,493.14
6 Motor Vehicles	12,56,915.00	-	-	12,56,915.00	9,18,365.89	1,19,406.93	-	10,37,772.82	2,19,142.19	3,38,549.11
Intangible Assets										
1 Accounting Software	3,15,000.00	-	-	3,15,000.00	1,61,655.06	1,04,989.50	-	2,66,644.56	48,355.44	1,53,344.93
TOTAL	27,19,060.50	-	-	27,19,060.50	18,96,523.95	2,82,041.02	-	21,78,564.97	5,40,495.53	8,22,536.55
PREVIOUS YEAR	27,19,061	-	-	27,19,061	16,14,483	2,82,041	-	18,96,524	8,22,537	11,04,578

NOTE # 9

Non-Current Investments

Unquoted

	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)
Balaji Instalment Supp. Ltd	3,50,000	35,00,000.00	3,50,000	35,00,000.00
Era Exports India Limited	80,000	40,00,000.00	80,000	40,00,000.00
Massive Apparels Private Limited	5,000	10,00,000.00	5,000	10,00,000.00
Niti Consultants Private Limited	50,000	50,00,000.00	50,000	50,00,000.00
Sumit Chemicals Private Limited	5,000	25,00,000.00	5,000	25,00,000.00
Voice Real Tech Private Limited	50,000	25,00,000.00	50,000	25,00,000.00
G.L. Agro Enterprises Pvt Limited	40,000	10,00,000.00	40,000	10,00,000.00
Ahinsha Builders Pvt. Ltd. (Partly paid share)	50,000	50,00,000.00	50,000	50,00,000.00
Rishabh Plastic Pvt. Ltd.	16,000	16,00,000.00	16,000	16,00,000.00
Karni Mata Auto Pvt Ltd	3,00,000	30,00,000.00	-	-
Polystar Plastech Pvt Ltd	75,000	15,00,000.00	-	-
Nova Tubes Pvt. Ltd.	50,000	5,00,000.00	50,000	5,00,000.00
Rishabh Plastic Pvt. Ltd. (Share Application Money)	10,000	20,00,000.00	-	-
		3,31,00,000.00		2,66,00,000.00
Less: Provision for diminution in value of unquoted investments		44,50,000.00		44,50,000.00
AGGREGATE VALUE OF INVESTMENTS (Unquoted)		2,86,50,000.00		2,21,50,000.00

Particulars	31.03.2013	31.03.2012
-------------	------------	------------

NOTE # 10

Long Term Loan & Advances

Fixed Deposit (Pledged with bank against guarantees)	40,000.00	40,000.00
	40,000.00	40,000.00

NOTE # 11

Inventories

Stock-in-Trade (In respect of goods acquired for trading)	1,26,194.00	6,00,620.00
	1,26,194.00	6,00,620.00

NOTE # 12

Trade Receivables

Unsecured, Considered Good

- Over six months	15,73,483.49	8,41,943.95
- Others	58,63,429.31	40,86,648.45
	74,36,912.80	49,28,592.40

NOTE # 13

Cash and Cash Equivalents

Balance with Banks	23,09,214.38	6,41,244.92
Cash on Hand	20,067.00	1,28,002.00
	23,29,281.38	7,69,246.92

ANNUAL REPORT 2012-2013

Annexures to the Balance Sheet

Particulars	31.03.2013	31.03.2012
NOTE # 14		
Short-Term Loans and Advances (Unsecured)		
Advances to Suppliers	4,45,590.08	3,13,164.15
Loans Paid		
- Considered Good	58,31,224.58	84,66,224.58
- Considered Doubtful	32,00,000.00	87,00,000.00
Less: Provisions For Doubtful Loans and Advance	(32,00,000.00)	(87,00,000.00)
Security deposits	<u>68,185.00</u>	<u>68,185.00</u>
	<u>63,44,999.66</u>	<u>88,47,573.73</u>
NOTE # 15		
Other Current Assets		
Advance recoverable in cash or in kind for value to be received	17,174.00	12,351.00
	<u>17,174.00</u>	<u>12,351.00</u>

Annexures to the Profit & Loss Statement

Particulars	Year Ended 31st March, 2013	Year Ended 31st March, 2012
NOTE # 16		
Revenue From Operations		
Sale of Trading - Spare Parts	1,92,00,000.45	1,57,14,922.73
	<u>1,92,00,000.45</u>	<u>1,57,14,922.73</u>
NOTE # 17		
Other Income		
Misc. Income	8,500.00	9,000.00
Provision for Doubtful Loan & Advances Written Back	55,00,000.00	70,00,000.00
	<u>55,08,500.00</u>	<u>70,09,000.00</u>
NOTE # 18		
Changes in Inventories of Finished Goods		
Spare Parts		
Inventories at begning of the year	6,00,620.00	2,22,973.00
Inventories at end of the year	1,26,194.00	6,00,620.00
	<u>4,74,426.00</u>	<u>(3,77,647.00)</u>
NOTE # 19		
Employee Benefit Expenses		
Salaries and Wages	23,43,520.00	20,03,460.00
Staff Welfare Expenses	78,471.00	70,089.00
	<u>24,21,991.00</u>	<u>20,73,549.00</u>
NOTE # 20		
Financial Expenses		
Bank Charges	10,467.59	15,104.47
	<u>10,467.59</u>	<u>15,104.47</u>
NOTE # 21		
Other Expenses		
Additional demand sale tax	37,740.00	-
Advertisement	52,903.00	25,330.00
Audit Fee	30,000.00	30,000.00
Car Running & Maintenance	2,47,152.00	2,00,070.00
Travelling & Conveyance	2,11,920.00	96,405.00
Donation	55,250.00	22,050.00
Fees & Subscription	1,73,625.00	58,079.00
Freight & Cartage	15,913.52	24,175.00
Insurance	3,677.00	8,694.00
Miscellaneous Expenses	56,888.79	71,068.60
Postage & Telephone	1,81,035.00	2,52,641.00
Power & Fuel	20,240.00	30,250.00
Packing & forwarding Charges	2,85,121.28	3,18,729.00
Printing & Stationery	59,543.00	53,351.00
Professional & Legal Expenses	87,500.00	1,51,485.00
Repair & Maintenance	4,652.00	6,100.00
	<u>15,23,160.59</u>	<u>13,48,428.00</u>

ANNUAL REPORT 2012-2013

Annexures to the Balance Sheet

Particulars	31.03.2013	31.03.2012
NOTE # 14		
Short-Term Loans and Advances		
(Unsecured)		
Advances to Suppliers	4,45,590.08	3,13,164.15
Loans Paid		
- Considered Good	58,31,224.58	84,66,224.58
- Considered Doubtful	32,00,000.00	87,00,000.00
Less: Provisions For Doubtfull Loans and Advance	(32,00,000.00)	(87,00,000.00)
Security deposits	68,185.00	68,185.00
	<u>63,44,999.66</u>	<u>88,47,573.73</u>
NOTE # 15		
Other Current Assets		
Advance recoverable in cash or in kind for value to be received	17,174.00	12,351.00
	<u>17,174.00</u>	<u>12,351.00</u>

Annexures to the Profit & Loss Statement

Particulars	Year Ended 31st March, 2013	Year Ended 31st March, 2012
NOTE # 16		
Revenue From Operations		
Sale of Trading - Spare Parts	1,92,00,000.45	1,57,14,922.73
	<u>1,92,00,000.45</u>	<u>1,57,14,922.73</u>
NOTE # 17		
Other Income		
Misc. Income	8,500.00	9,000.00
Provision for Doubtful Loan & Advances Written Back	55,00,000.00	70,00,000.00
	<u>55,08,500.00</u>	<u>70,09,000.00</u>
NOTE # 18		
Changes in Inventories of Finished Goods		
Spare Parts		
Inventories at begning of the year	6,00,620.00	2,22,973.00
Inventories at end of the year	1,26,194.00	6,00,620.00
	<u>4,74,426.00</u>	<u>(3,77,647.00)</u>
NOTE # 19		
Employee Benefit Expenses		
Salaries and Wages	23,43,520.00	20,03,460.00
Staff Welfare Expenses	78,471.00	70,089.00
	<u>24,21,991.00</u>	<u>20,73,549.00</u>
NOTE # 20		
Financial Expenses		
Bank Charges	10,467.59	15,104.47
	<u>10,467.59</u>	<u>15,104.47</u>
NOTE # 21		
Other Expenses		
Additional demand sale tax	37,740.00	
Advertisement	52,903.00	25,330.00
Audit Fee	30,000.00	30,000.00
Car Running & Maintenance	2,47,152.00	2,00,070.00
Travelling & Conveyance	2,11,920.00	96,405.00
Donation	55,250.00	22,050.00
Fees & Subscription	1,73,625.00	58,079.00
Freight & Cartage	15,913.52	24,175.00
Insurance	3,677.00	8,694.00
Miscellaneous Expenses	56,888.79	71,068.62
Postage & Telephone	1,81,035.00	2,52,641.00
Power & Fuel	20,240.00	30,250.00
Packing & forwarding Charges	2,85,121.28	3,18,729.74
Printing & Stationery	59,543.00	53,351.00
Professional & Legal Expenses	87,500.00	1,51,485.00
Repair & Maintenance	4,652.00	6,100.00
	<u>15,23,160.59</u>	<u>13,48,428.36</u>

KOA TOOLS INDIA LIMITED

Note # 22 Earning per share (EPS)	31.03.2013	31.03.2012
The following reflects computation of EPS		
Net Profit/ (Loss) for the year	60,12,151	71,47,701
Net Profit/ (Loss) used in computation of basic and diluted EPS	60,12,151	71,47,701
Weighted Average no of equity shares for the computation of basic and diluted EPS	4,95,58,500	4,95,58,500
Earning Per Share - Basic & Diluted	0.12	0.14

Note # 23 Contingent Liabilities

a. Income Tax	-	7,25,719
b. Investments Commitments for partly paid shares under Non Current Investments	50,00,000	50,00,000

Note # 24 Value of Imports calculated on CIF Basis

	-	-
--	---	---

Note # 25 Earnings / Expenditure In foreign currency

Exports at FOB value	-	-
Expenses	-	-

Note # 26

Manegerial Remuneration Paid / Payable	-	-
--	---	---

Note # 27

Related Party Disclosures

Related Parties With Whom Transactions Have Taken Place During The Year

Key Management Personnel V. K. Mittal, Mg. Director

a. Loans Taken and Repayments Thereof	Year Ended	Loans Taken	Repayment	(Amount in Rs.)	
				Maximum Outstanding Amount	Closing Balance

Key Management Personnel

-V. K. Mittal, Mg. Director	31-03-2013	14,00,000	7,00,000	14,00,000.00	7,00,000.00
	31-03-2012	-	-	-	-

Note # 28 The company filed a Petition for reduction of share capital of the company with Honourable Allahabad High Court after the approval of its member in the AGM held on 10th September, 2012. The Scheme was approved by the Honourable High Court on 12th February, 2013. The scheme was implemented after close of financial year because record date was 12.04.2013 and effective date was 23.04.2013. The impact of this scheme on future financial statements will be as under:-

- (a) Cancellation of 1,48,00,000 Equity shares of Rs. 2 each aggregating Rs. 2,96,00,000 by crediting Capital reserve Account by an equivalent amount.
- (b) Cancellation of 50% remaining issued and paid up share capital of the Company by reducing the paid value of 3,47,58,500 Equity Shares from Rs. 2 per share to Rs. 1 per share and writing off Rs. 3,47,58,500 from the debit balance of Profit and Loss Account of the Company; and
- (c) Writing off balance amount of Rs. 2,86,84,483/- of the debit balance of Profit and Loss Account of the Company against the Capital Reserve Account to that extent.

Note # 29 No Provision for Taxation has been made because of the availability of brought forward losses and depreciation as per the provisions of the Income Tax Act, 1961.

Note # 30 There is no party to the extent to which they could be identified as Micro, Small and Medium Enterprises (MSMED), as none of the creditors have confirmed to be registered under the MSMED Act, 2006.

Note # 31 Retirement Benefits

Since none of the employee has completed the required period of service, hence no provision for gratuity has been made.

Note # 32 In the opinion of the board of directors, all the current assets, loans & advances have value of realisation in the ordinary course of business at least equal to the amount at which they are stated except those are expressly stated and that all the known liabilities relating to the period under review have been provided for.

Note # 33 In the opinion of the board, none of the assets/ cash generating units of the company is impaired.

Note # 34 Parties balance is subject to confirmation from them.

Note # 35 Previous Years Figures

Previous years' figures have been regrouped/ reclassified to confirm to those of current year's figures where necessary.

As per our report of even date

For and on behalf of the Board

For P.C.BINDAL & CO.

Chartered Accountants

(Firm Registration Number: 003824N)

CA. K.C. Gupta

Partner

MLNo.088638

Place: Noida

Dated: 30.05.2013

V. K. MITTAL

Mg. Director

RAJEEV MITTAL

Director

ANNUAL REPORT 2012-2013

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	2012-2013	(Amount in Rs.) 2011-2012
A. Cash flow from operating activities		
Net Profit Before tax as per Statement of Profit & Loss	60,12,151.20	71,47,700.81
<u>Non cash adjustments</u>		
Depreciation	2,82,041.02	2,82,041.02
Provision for doubtful loans and advances reversed	(55,00,000.00)	(70,00,000.00)
Provision for doubtful loans and advances	-	-
Bad Debts	-	-
Loss on sale of investments	-	-
Provision for diminution in the value of investments	-	-
Operating profit before working capital changes	7,94,192.22	4,29,741.83
<u>Adjustments for changes in working capital</u>		
Increase/ (Decrease) in trade payables	10,43,367.20	(6,02,588.21)
Increase/ (Decrease) in other current liabilities	(9,481.63)	2,39,263.00
Increase/ (Decrease) in short-term provisions	-	-
Decrease/ (Increase) in inventories	4,74,426.00	(3,77,647.00)
Decrease/ (Increase) in trade receivables	(25,08,320.40)	5,87,256.02
Decrease/ (Increase) in long-term loans and advances	-	-
Decrease/ (Increase) in short-term loans and advances	80,02,574.07	78,68,839.28
Decrease/ (Increase) in Other current assets	(4,823.00)	(181.00)
Cash generated from operations	77,91,934.46	81,44,683.92
Direct taxes paid	-	-
Net Cash flow from operating activities	77,91,934.46	81,44,683.92
B. Cash flow from investing activities		
Purchase of fixed assets	-	-
Purchase of non-current investments	(65,00,000.00)	(71,00,000.00)
Sale of investments	-	-
Net Cash flow from investing activities	(65,00,000.00)	(71,00,000.00)
C. Cash flow from financing activities		
Proceeds from Share Capital - Calls in Arrears	2,18,100.00	-
Proceeds from unsecured loans	-	-
Repayment of short-term borrowings	50,000.00	(13,00,000.00)
Net Cash flow from financing activities	2,68,100.00	(13,00,000.00)
Net Cash flow (A+B+C)	15,60,034.46	(2,55,316.08)
Cash and cash equivalents at the beginning of the year	7,69,246.92	10,24,563.00
Cash and cash equivalents at the end of the year	23,29,281.38	7,69,246.92

Note: The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.

The figures in brackets represent outflow

Auditors' Report

As per our report of even date attached

For and on behalf of the Board

For P.C.BINDAL & CO.
Chartered Accountants
(Firm Registration Number: 003824N)

CA. K.C. Gupta
Partner
M.No.088638

V. K. MITTAL
Mg. Director

RAJEEV MITTAL
Director

Place: Noida
Dated: 30.05.2013

KOA TOOLS INDIA LIMITED

Registered Office : A-22, Sector-14, Noida-201301 Distt. Gautam Budh Nagar (U.P.)

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholders may obtain additional slip on request.

DP.ID*	
--------	--

Registered Folio No.	
----------------------	--

Client ID*	
------------	--

NAME AND ADDRESS OF THE SHAREHOLDER :

No. of shares(s) held :

I hereby record my presence at the 24th Annual General Meeting of the members of Koā Tools India Limited, will be held on Monday, the 30th day of September, 2013 at 09:30 a.m. at E-65, Site-B, Suraj Pur Industrial Area, Distt. Gautam Budh Nagar (U.P.)

Signature of the shareholder or proxy

*Applicable for investors holding shares in electronic form.

..... **TEAR HERE**

PROXY FORM

KOA TOOLS INDIA LIMITED

Registered Office : A-22, Sector-14, Noida-201301 Distt. Gautam Budh Nagar (U.P.)

DP.ID*	
--------	--

Registered Folio No.	
----------------------	--

Client ID*	
------------	--

I/We R/o

being a member/members of Sharda Capsec Limited hereby appoint

of or failing him

of as my/our proxy to vote on my/our behalf at the 24th Annual General Meeting to be held on Monday, the 30th day of September, 2013 at 09:30 a.m. or at any adjournment thereof.

Signed this day of 2013

Place :

Affix 15
paise
Revenue
Stamp

*Applicable for investors holding shares in electronic form.

Note : This form, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting. The proxy need not be a member of the Company.