

# HITCO TOOLS LTD.



AN ISO 9001 - 2015 COMPANY

Works : # 78, III Phase, Peenya Industrial Area, Bangalore - 560 058. Karnataka, INDIA. Tel: +91-80-2839 2265  
E-mail : sales@hittco.com Website : www.hittco.com CIN No. L28939KA1995PLC016888

Date: 22.07.2023

To,  
The General Manager,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

SUB: 29<sup>Th</sup> Annual Report and Notice of the 29<sup>Th</sup> Annual General Meeting ("AGM") for the Financial Year 2022-23.

Ref: Scrip Code: 531661

Dear Sir/Madam,

Pursuant-to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the 29<sup>Th</sup> Annual Report of the Company for the F.Y. 2022-23 along with the Notice of the 29<sup>Th</sup> AGM of the Company.

The 29<sup>Th</sup> AGM of the Company scheduled to be held on Thursday, the 17<sup>Th</sup> August, 2023 at 02.00 P.M. (IST) through Video Conferencing ('VC') facility / other audio visual means (OAVM'). The Register of Members and the Share Transfer Books of the Company will remain closed from 11<sup>Th</sup> August, 2023 to 17<sup>Th</sup> August, 2023 (both days inclusive) and the remote e-voting shall commence from 14<sup>Th</sup> August, 2023 at 9.00 A.M. and ends on 16<sup>Th</sup> August, 2023 at 5.00 P.M. The cut-off date (record date) is 10<sup>Th</sup> August, 2023 for e-voting.

The 29<sup>Th</sup> Annual Report of the Company along with the Notice convening 29<sup>Th</sup> AGM are also available on the website of the Company at [www.Hittco.com](http://www.Hittco.com)

Kindly take the same on record and oblige.

Thanking You!

**FOR HITCO TOOLS LIMITED**

**SURENDRA BHANDARI**

Managing Director

DIN: 00727912

AN ISO 9001-2015 COMPANY



# **Hittco Tools Ltd.**

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**29<sup>th</sup> Annual Report**  
**2022-2023**



## CORPORATE INFORMATION

<p><b>BOARD OF DIRECTORS:</b> Mr. Surendra Bhandari (Chairman and Managing Director) Mrs. Madhu Bhandari (Director) Mr. Sidharth Bhandari (Director) Mr. Satish Ramarao Shimoga (Independent Director) Mr. Menezes Braganca Nikhil Fernando De (Independent Director) Mr. Biligere Shekar Prakash (Independent Director) Mr. Vikram Gupta (Independent Director) Mr. Yash Vardhan Bhandari (Whole time Executive Director and CFO)</p> <p><b>CEO AND CFO</b> Mr. Rajib Ghosh Roy (CEO) Mr. Yash Vardhan Bhandari (CFO) (Appointed w.e.f. 14/11/2022)</p> <p><b>COMPANY SECRETARY AND COMPLIANCE OFFICER</b> Ms. Preeti Saxena (Appointed w.e.f 01/12/2022)</p> <p><b>STATUTORY AUDITORS</b> M/s. Bothra Nirmal Associates Chartered Accountant</p> <p><b>REGISTERED OFFICE:</b> 78/B, III Phase, Peenya Industrial Area Bangalore – 560 058</p> <p><b>FACTORY:</b> #78/B, III Phase, Peenya Industrial Area Bangalore – 560 058</p> <p><b>REGISTER AND SHARE TRANSFER AGENT:</b> Cameo Corporate Services Limited “Subramanian Building” No. 1, Club House Road, Chennai – 600 002 Tel: 044 – 28460390 Email Id: <a href="mailto:cameo@cameoindia.com">cameo@cameoindia.com</a></p> <p><b>Bankers:</b> Kotak Mahindra Bank Ltd. IndusInd Bank Ltd. State Bank of India HDFC Bank Ltd. Axis Bank Ltd.</p>	<p><b>AUDIT COMMITTEE:</b> Mr. Satish Ramarao Shimoga Mr. Surendra Bhandari Mr. Menezes Braganca Nikhil Fernando De</p> <p><b>NOMINATION AND REMUNERATION COMMITTEE:</b> Mr. Satish Ramarao Shimoga Mrs. Madhu Bhandari Mr. Menezes Braganca Nikhil Fernando De</p> <p><b>STAKEHOLDERS RELATIONSHIP COMMITTEE:</b> Mr. Satish Ramarao Shimoga Mr. Surendra Bhandari Mr. Menezes Braganca Nikhil Fernando De</p>
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## NOTICE

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of Members of HITCO TOOLS LIMITED will be held on Thursday, 17<sup>th</sup> August 2023 at 02:00 P.M. (IST) through Video Conferencing (“VC”) /Other Audio-Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

- 1. TO RECEIVE CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31<sup>ST</sup> 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITOR’S THEREON.**

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

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted”

- 2. TO RE-APPOINT MR. YASH VARDHAN BHANDARI (DIN: 06688573), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HERSELF FOR RE-APPOINTMENT.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, Mr. Yash Vardhan Bhandari (DIN: 06688573), who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

- 3. TO APPROVE AND CONFIRM RE-APPOINTMENT OF MR. MENEZES BRAGANCA NIKHIL FERNANDO DE (HOLDING DIN-07101045), AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.**

To consider and if thought fit, to pass with or without modifications, the following resolution as an Special Resolution:

“**RESOLVED THAT**, pursuant to provisions of section 149, 152 and other applicable provisions of the Companies act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Article of Association of the Company, **Mr. Menezes Braganca Nikhil Fernando De (holding DIN-07101045)**, Independent and Non-Executive Director of the company, who submitted a declaration that he meets the criteria of Independence as provided in section 149(6) of the act and Regulation 16(1) (b) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 as amended from time to time and who is eligible for re-appointment, be and is hereby Re-appointed as Independent and Non-Executive Director of the Company to hold office for second term of five consecutive years from the date of this Annual General Meeting i.e. from **17th August 2023 to 16th August 2028** (Both day inclusive), not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of directors of the company be and are hereby authorized to do all acts, deeds and things including filing and take step as maybe deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto”.



**4. TO APPROVE, CONFIRM AND RATIFY THE RE-APPOINTMENT OF MR. BILIGERE SHEKAR PRAKASH (HOLDING DIN-07507383), AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:**

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

**“RESOLVED THAT**, pursuant to provisions of section 149, 152 and other applicable provisions of the Companies act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Article of Association of the Company, **Mr. Biligere Shekar Prakash (holding DIN-07507383)**, Independent and Non-Executive Director of the company, who submitted a declaration that he meets the criteria of Independence as provided in section 149(6) of the act and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed, confirmed and ratified as Independent and Non-Executive Director of the Company to hold office for second term of five consecutive years from the date of this Annual General Meeting i.e. from **17th August 2023 to 16th August 2028** (Both day inclusive), not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of directors of the company be and are hereby authorized to do all acts, deeds and things including filing and take step as maybe deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto”.

**By order of the Board of Directors  
HITCO TOOLS LIMITED**

**Sd/-  
SURENDRA BHANDARI  
Managing Director  
DIN: 00727912**

**Date: 22/07/2023  
Place: Bangalore**



**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the ordinary business under item Nos. 1 & 2 and special business under item Nos. 3, and 4 of the accompanying Notice of the AGM, is annexed hereto. The Board of Directors of the Company at its meeting held on 22.07.2023 considered that the special business under item Nos. 3, and 4, being considered unavoidable, be transacted at the 29<sup>th</sup> AGM of the Company.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 28<sup>TH</sup> December 2022 read with circular dated May 05, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio- Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM, hereinafter called the ‘E-AGM’.
3. The deemed venue for the AGM shall be the Registered Office of the Company.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.
5. Facility to join the meeting shall be opened fifteen minutes before and after the scheduled time of the AGM. Members will be allowed to attend the AGM through VC/OAVM on first come, first served basis.
6. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through. The said Resolution/Authorization shall be sent to the Scrutinizer by email to its registered email address i.e., [pesmanjeet@gmail.com](mailto:pesmanjeet@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
9. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical forms are requested to consider converting their holdings to dematerialized form. Members can contact the Company’s Registrar and Transfer Agents - M/s. Cameo Corporate Services Limited for assistance in this regard.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Cameo Corporate Services Limited, in case the shares are held in physical form.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at [investors@hitco.com](mailto:investors@hitco.com).



12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 29<sup>TH</sup> AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address [investors@hittco.com](mailto:investors@hittco.com). atleast 7 days in advance before the start of the meeting i.e., by 10<sup>th</sup> August 2023. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

**14. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

In terms of Section 101 and 136 of the Act, read together with the rules made thereunder, listed in compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021, companies may send notice of Annual General Meeting and the annual report, including financial statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Companies act read with MCA Circulars and SEBI Circular 05th January, 2023 read with SEBI Circular dated 12Th May, 2020, Notice of the AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2022-23 will also be available on the Company's website at [www.hittco.com](http://www.hittco.com), on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Registrar and Transfer Agent, Cameo Corporate Services Limited at <https://cameoindia.com> and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

15. **Central Depository Services Limited** ("CDSL") will be providing facility for voting through remote e-Voting, for participation in the 29<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 29<sup>th</sup> AGM.
16. For receiving all communication (including Annual Report) from the Company electronically:
  - (a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company's registrar Cameo Corporate Services Limited with details of folio number and attaching a self-attested copy of PAN card to Cameo Corporate Services Limited at [cameo@cameoindia.com](mailto:cameo@cameoindia.com)
  - (b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.
17. The Register of Members and the Share Transfer Books of the Company will remain closed from August 11th, 2023 to August 17th, 2023 (both days inclusive).

**18. INSTRUCTION FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- (i) The procedure for **attending** meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to



meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@hitco.com](mailto:cs@hitco.com). These queries will be replied to by the company suitably by email.

- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **19. INSTRUCTION FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**

- a. The remote e-voting period commences at 9.00 AM (IST) on Monday, August 14, 2023 and ends at 5.00 PM (IST) on Wednesday, August 16, 2023. During this period, Members holding shares either in physical or de-materialized form as on the Cut-off / Record Date i.e., Thursday, August 10, 2023, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- b. A person who is not a member as on cut-off date should treat this Notice of 29<sup>th</sup> AGM for information purpose only.
- c. The Company has appointed M/s. Manjeet & Associates Company Secretaries (Membership No. FCS 22581) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process, in a fair and transparent manner.
- d. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- e. 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.

- f. 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 and joining virtual meetings 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at</li> </ol>



	<p><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>. 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 or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL](#)

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.



- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. 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.
- i. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k. 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.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. 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.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p. 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.
- q. **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](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required 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; [investors@hittco.com](mailto:investors@hittco.com). if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **12. 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 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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **13. Other Guidelines for Members**

- a. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 29<sup>TH</sup> AGM by email and holds shares as on the cut-off date i.e. 10<sup>th</sup> August 2023 may obtain the User ID and password by sending a request to the CDSL at mail id [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote.
- b. The Scrutinizer shall after the conclusion of e-Voting at the 29<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any,



and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.

- c. The Results declared along with the report of the Scrutinizer shall be forwarded to the BSE Limited, Mumbai.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013 and pursuant to Regulation 36 of SEBI (LODR) regulation 2015**

**Item No – 3**

Mr. Menezes Braganca Nikhil Fernando De (holding DIN-07101045), was appointed as an Independent and Non-Executive Director of the company by the members at the 24th AGM of the company held on 28th September, 2018 for a period of five consecutive year. As per section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive year on the Board of a company but shall be eligible for re-appointment on passing a special Resolution by the company for another term of upto five consecutive years on the Board of a company.

Based on recommendation of Nomination and Remuneration committee and in term of provision of the companies act, 149,150 and 152 read with schedule IV and any other applicable provision of act and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, Mr. Menezes Braganca Nikhil Fernando De (holding DIN-07101045) being eligible for Re-appointment as an independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive Year.

None of the Directors are interested on the above Resolution.

**Item No. 4**

Mr. Biligere Shekar Prakash (holding DIN-07507383), was appointed as an Additional Director of the company w.e.f. 04/03/2017 and later on regularized as an Independent and Non-Executive Director by the members at the 23rd AGM of the company held on 29th September, 2017 for a period of five consecutive year. As per section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive year on the Board of a company but shall be eligible for re-appointment on passing a special Resolution by the company for another term of upto five consecutive years on the Board of a company.

Based on recommendation of Nomination and Remuneration committee and in term of provision of the companies act, 149,150 and 152 read with schedule IV and any other applicable provision of act and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, Mr. Biligere Shekar Prakash (holding DIN-07507383) being eligible for reappointment as an independent Director and offering himself for re appointment, is proposed to be re-appointed and ratify as an Independent Director for second term of five consecutive.

None of the Directors are interested on the above Resolution.

**Details of Directors seeking appointment / re-appointment at the Annual General Meeting**

[In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 (SS-2)]

Name of Director	Mr. Yash Vardhan Bhandari
DIN	06688573
Date of Birth	28.03.1995
Date of Appointment	18/12/2017



Qualification	B.A.(Hons) International Business from the Regents University, London and business courses from Columbia university, New York. He has done his internship in a pharmaceutical company, which gained him specialization in marketing And finance field.
Expertise in specific functional areas	He is having experience of more than Five years in Business Management.
List of other Listed Companies in which Directorship held (excluding in Foreign companies)	NIL
Chairman/Member of Committees	NIL
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company.	118700
Relationship between the Director's inter-se	Mr. Surendra Bhandari, Managing Director of the Company – Grandfather Mrs. Madhu Bhandari, woman director – Grandmother Mr. Sidharth Bhandari - Father
Terms and Conditions of Appointment	N.A.

**BY ORDER OF THE BOARD  
HITCO TOOLS LIMITED**

**Place: Bangalore  
Date: 22/07/2023**

**Sd/-  
Surendra Bhandari  
Managing Director  
DIN: 00727912**



**BOARD'S REPORT**

**To,  
The Members,**

Your directors have pleasure in presenting the 29<sup>th</sup> Annual Report of your Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March 2023.

**FINANCIAL RESULTS:**

The summarized financial results for the year are as under:

**(Rs. In Lakhs)**

Particulars	2022-2023	2021-2022
<b>INCOME:</b>		
Sales	700.67	657.25
Other Income	3.94	9.12
<b>Total (A)</b>	<b>704.61</b>	<b>666.38</b>
<b>EXPENSES:</b>		
Cost of Material Consumed	277.57	235.65
Changes in inventories of finished goods, work in progress and stock-in-trade	-10.76	5.38
Employee benefit expenses	155.20	151.57
Interest and Financial Charges	24.98	26.50
Other expenses	122.17	112.01
<b>Total (B)</b>	<b>569.16</b>	<b>531.11</b>
<b>Profit before Depreciation and Tax (C) = (A) - (B)</b>	<b>135.45</b>	<b>135.27</b>
Depreciation and amortization expenses	77.26	60.90
<b>Profit after Depreciation</b>	<b>58.19</b>	<b>74.17</b>
Exceptional items – Net Income / Expenditure	0	0
Profit before Tax	58.19	74.17
Provision for Tax	3.74	0
Profit for the period from continuing operation	61.91	74.17
Other comprehensive income (Re-measurement of defined benefit obligation / Assets)	-1.30	4.71



<b>Profit / (Loss) after Depreciation and Tax</b>	<b>60.61</b>	<b>78.88</b>
Earnings Per Share (Basic)	1.00	1.31
Earnings Per Share (Diluted)	1.00	1.31

#### **OPERATIONS AND BUSINESS PERFORMANCE:**

During the year under review the income of the Company increased to Rs. 704.61 lakhs during the year 2022-23 as against Rs. 666.38 lakhs during the previous year 2021-22. The Export Sales for the year 2022-23 is Nil as compared to Rs. 15.74 lakhs in the previous financial year 2021-22. Regarding accountability and governance, your company continue to ensure an environment of transparency and responsibility while aiming for the highest standard of corporate governance and trust. There is no change in the nature of business of the company during the year.

#### **ANNUAL RETURN:**

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in form MGT-7 of the Company is available on the website of the Company at the link: <https://www.hittco.com>.

#### **STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS:**

All the Independent Directors of the Company have given declaration that they meet the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Board of Directors have taken on record the declaration and confirmation received from the Independent Directors and verified the veracity of such disclosures.

#### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The independent directors are regularly updated on the industry and market trends, plants and process and operation performance of the company through presentations in this regard and periodic plant visit. They are also periodically kept aware of the latest development in the corporate governance, their duties as a director and relevant laws.

#### **NOMINATION & REMUNERATIONN POLICY:**

In adherence to the provisions of Section 134(3) (e) and 178 (1) & (3) of the Companies Act, 2013, the Board of Directors on the recommendation of the Nomination and Remuneration Committee approved the policy to govern the appointment /Nomination of Directors, KMP and Other Senior Management and their remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided. There is no change in the Nomination and Remuneration Policy during the year under review.

#### **CORPORATE GOVERNANCE:**

Your Company has a Paid-Up Share Capital of Rs. 603.60 Lakhs and the net worth of Rs. 266.71 Lakhs during the financial year ending 31.03.2023. Hence, Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 are not applicable on the Company and your Company is not required to report on the Corporate Governance. However, your company has made every effort to comply with the provisions of the Corporate Governance and to see that the interest of the shareholders and the Company are properly served.



#### **MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

A review of the performance of the Company is provided in the Management Discussion & Analysis Report for the year under review, as stipulated under SEBI (LODR) Regulation, 2015, is presented in a separate section forming part of the Annual Report and annexed herewith as Annexure 2.

#### **DIVIDEND:**

The Board of Directors has decided not to recommend any dividend for the financial year ended March 31, 2023 due to expansion and future growth of the business.

#### **TRANSFER TO RESERVES:**

The Board of Directors of your Company does not propose to carry any amount to reserve.

#### **SHARE CAPITAL:**

The paid-up Equity Share Capital of the Company as on March 31, 2023, was Rs. 60,360,470/- During the year under review, the Company has not issued any shares during the period under review.

#### **SUBSIDIARY, JOINT VENTURES AND ASSOCIATE REPORT**

During the year under review, no company have become or ceased to be company's subsidiaries, joint ventures, or associate companies.

#### **MATERIAL CHANGES AND COMMITMENTS:**

There have been no material changes and commitments, affecting the financial position of the company occurring between the end of financial year and the date of the report.

#### **DIRECTORS RESPONSIBILITY STATEMENT:**

To the best of their knowledge and based on the guidance and insights from the Auditors and pursuant to the provisions of sub-section (5) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- i) In the preparation of the annual account for the year ended March 31, 2023 the applicable accounting standard have been followed along with proper explanation relating to material departure if any.
- ii) Such accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on March 31, 2023 and of the profit and loss of the company for that period;
- iii) Proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) The financial statements have been prepared on a going concern basis.
- v) Proper internal financial controls were in place and the financial controls were adequate and operating effectively; and
  
- vi) The system to ensure compliance with the provision of all applicable laws were in place and adequate and operating effectively.

#### **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12):**

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under Section 143(12) of the Companies Act, 2013.



### **CHANGES IN DIRECTORS:**

#### **Appointments**

During the year under review, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, appointment of Mr. Yash Vardhan Bhandari as a CFO of the Company in the meeting held on 14.11.2022.

During the year under review, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, appointed of Mrs. Nidhi Kumari as a CS (Company Secretary) and Compliance Officer of the company in the meeting held on 12.08.2022.

During the year under review, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, appointed of Ms. Preeti Saxena as a CS (Company Secretary) and Compliance Officer of the company in the meeting held on 23.12.2022.

#### **Resignation**

Mrs. Ruth Mary Chita J resigned from the office of Chief Financial Officer of the Company w.e.f 07<sup>th</sup> November, 2022.

Ms. Priya Mehrotra resigned from the office of Company Secretary and Compliance Officer of the Company w.e.f. 12.07.2022.

The Board, at its meeting held on 12<sup>th</sup> August, 2022, has accepted her resignation w.e.f. 12.07.2022 and recorded its appreciation for his valuable contribution during his tenure on the Board of the Company.

Mrs. Nidhi Kumari resigned from the office of Company Secretary and Compliance Officer of the Company w.e.f. 15.10.2022.

The Board, at its meeting held on 23<sup>rd</sup> December, 2022, has accepted her resignation w.e.f. 15.10.2022 and recorded its appreciation for his valuable contribution during his tenure on the Board of the Company.

#### **Re-appointment:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Article of Association, Mr. Yash Vardhan Bhandari, Director of the Company, retire by rotation in ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

### **CHANGES IN KEY MANAGERIAL PERSONEL:**

During the year under review, Ms. Priya Mehrotra resigned from the office of Company Secretary of the Company w.e.f. 12.07.2022 and Mrs. Nidhi Kumari was appointed as the Company Secretary of the Company w.e.f. 01.08.2022.

During the year under review, Mrs. Nidhi Kumari resigned from the office of Company Secretary of the Company w.e.f. 15.10.2022 and Ms. Preeti Saxena was appointed as the Company Secretary of the Company w.e.f. 01.12.2022.

Mr. Yash Vardhan Bhandari was appointed as Chief Financial Officer of the company by the board in the meeting held on 14.11.2022.

### **MEETING OF THE BOARD:**

Six meeting of the Board of Directors were held during the year under review. Details of the same are mentioned below:



S. No.	Date of Meeting	Directors associated as on the date of Meeting	Attendance	
			No. of Director	% of attendance
1.	30/05/2022	8	8	100
2.	12/08/2022	8	7	87.5
3.	14/11/2022	8	8	100
4.	23/12/2022	8	7	87.5
5.	08/02/2023 (Adjourned)	8	8	100
6.	13/02/2023	8	8	100

**Audit Committee:**

The composition, function and procedure of the Audit Committee and Nomination and Remuneration Committee are in conformity with the requirement of Section 177 & 178 of the Companies Act, 2013. During the year under review, the Board accepted all the recommendation made by the Audit Committee of the Board. The Audit Committee met Four times and **Nomination and Remuneration Committee** met Four times in the year under review on the following dates:

S. No.	Date of Meeting	No. of Members associated on the date of Meeting	Attendance	
			No. of Member	% of Attendance
1.	30/05/2022	3	3	100
2.	12/08/2022	3	3	100
3.	14/11/2022	3	3	100
4.	13/02/2022	3	3	100

**Nomination and Remuneration Committee:**

S. No.	Date of Meeting	No. of Members associated on the date of Meeting	Attendance	
			No. of Member	% of Attendance
1.	30/05/2022	3	3	100
2.	11/08/2022	3	3	100
3.	13/11/2022	3	3	100
4.	23/12/2022	3	3	100

**PERFORMANCE EVALUATION OF CHAIRMAN, DIRECTORS, BOARD AND COMMITTEES:**

Pursuant to the provision of Section 134 of the companies Act, 2013 and regulation 17 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the board has carried out an annual performance Evaluation of its performance, the director individually as well as the evaluation of its Audit, Nomination and Remuneration and Other committee.



The performance of the Board was evaluated by the board after seeking inputs from all the directors on the basis of factors which includes Active participation, financial literacy, contribution by Directors, Positive inputs, effective deployment, knowledge & expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement. In the meeting of Independent Directors performance of Non-independent Directors, Board and performance of the Chairman was evaluated. The performance of independent director was carried out by the entire board.

At the conclusion of the evaluation exercise, the members of the Board accessed that the Board together with each of its committees was working effectively in performance of its key functions.

#### **ADEQUACY OF INTERNAL FINANCIAL CONTROLS:**

The company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed. Further the testing of such controls was also carried out independently by the statutory and the internal auditor for the financial year 2022-23. In the opinion of the Board, the existing internal control framework is adequate and commensurate with the size and nature of the business of the Company. The details in respect of internal financial control and their adequacy are included in the management and discussion & analysis report, which forms part of this report.

#### **AUDITORS AND AUDITORS REPORT:**

##### **Statutory Auditors**

In accordance with Sec 139 of the Companies Act, 2013, M/s. Bothra Nirmal Associates (FRN: 322103E), Chartered Accountant were appointed by the shareholders of the Company at the Annual General Meeting held on September 13, 2021, as Statutory Auditors for a period of 5 years to hold office from the conclusion of the 27Th Annual General Meeting till the conclusion of 32nd Annual General meeting to be held in the year 2026.

The Ministry of Corporate Affairs vide its Notification dated May 7, 2018, has dispensed with the requirement of ratification of Auditor's appointment by the shareholders, every year. Hence, approval of the Members for the ratification of Auditor's appointment is not being sought at the ensuing Annual General Meeting.

##### **Statutory Auditor's Report**

##### **Auditor Qualification**

Notes to accounts referred to in the Auditor's Report are self – explanatory and therefore, do not call for any further explanation. However the following has not been recognized as explained below:

##### **Auditors Comment:**

1. The finished goods and work in progress have been valued at estimated cost. We are unable to obtain Sufficient and appropriate audit evidence about approximation of the estimated cost to the actual cost. As Required by the Ind AS - 2 "Inventories" from the records maintained by the company. Consequently, we are unable to determine the impact of the same on the financial statements for the year end 31<sup>st</sup> March 2023.

##### **Director View on Auditor Adverse remark:**

The company has maintained proper book of account including inventory and the same has been provided to statutory auditor during the audit. Hence the view of audit qualification is unnecessary.

2. Balance confirmations have not been received from Trade receivables, other financial assets and Other Financial liabilities against balance outstanding as on 31st March 2023. In the absence of such confirmations, we are unable to comment on the impact arising out of reconciliation/ adjustments, if any, on the financial statements for the year end 31st March 2023.



**Director View on Auditor Adverse remark:**

The company has maintained proper book of account and same has been provided to statutory auditor during the audit. Balance confirmations provided to auditor. Hence the view of audit qualification is unnecessary.

**SECRETARIAL AUDITOR AND REPORT:**

**Secretarial Auditor**

The Secretarial Auditors, M/s Manjeet & Associates, Practising Company Secretaries, has issued Secretarial Audit Report (Form MR-3) for the Financial Year 2022-23 pursuant to Section 204 of the Companies Act, 2013 and pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is annexed to Directors' Report (Refer Annexure-3).

**Secretarial Auditors Report:**

The observations in Secretarial audit report are self -explanatory and therefore does not call for any further explanation.

**COST AUDITORS:**

The provision of Section 148(1) does not apply to the Company, hence the Company is not required to maintain the cost records.

**INTERNAL AUDITOR:**

The Board has appointed Internal Auditor in compliance with Section 138 of the Companies Act, 2013 and rules made thereunder.

**RISK MANAGEMENT:**

The Company has a mechanism to identify, assess, monitor, and mitigate various risks to its key business objective. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis. However, as per the listing regulation, constitution of Risk Management Committee for enforcing Risk Management Policy is not applicable to the Company.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:**

No significant and material orders were passed by the Regulators or Courts or Tribunal which impact the going concern status and future operations of the Company.

There is No application /proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016.

**INDIAN ACCOUNTING STANDARDS, 2015:**

The annexed financial statements for the Financial Year 2022-23 and corresponding figures for 2022-23 comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.



**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

As the Company does not fall under any of the threshold limits given under Section 135 of the Companies Act, 2013, the provision of Corporate Social Responsibility is not applicable to the Company.

**CONTRACTS AND ARRANGEMENT WITH RELATED PARTIES:**

All related party transaction that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There is no material contract or arrangement in accordance with the requirement of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

There is no materially significant related party transactions made by the company with the Promoter, Director, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the company at large. All related party transaction is placed before the audit committee and given in the notes annexed to and forming part of this financial statement.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The company has a vigil mechanism / Whistle Blower policy to deal with the instance of fraud and mismanagement, if any. It provides opportunities to the directors, employees and any other person dealing with the company to report in good faith to the management about the unethical and improper practices, fraud or violation of Company's code of conduct. The vigil mechanism under the policy also provides for adequate safeguard against victimization of employee and directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional Cases. The Company affirms that none of the personnel of the Company has been denied access to the Audit Committee.

Further, as per the provisions of Regulation 18 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations) read with Part C of Schedule II to Listing Regulations, the Audit Committee has reviewed the functioning of whistle blower mechanism of the Company and found the same satisfactory

**PUBLIC DEPOSITS:**

During the year under review, the Company has not accepted/renewed any deposit from the public within the meaning of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclose under the act are provided in Annexure-1.

**PARTICULAR OF LOAN GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:**

During the financial year 2022-23 the company has neither made any investment nor given any loans or guarantee covered under the provision of Section 186 of the Companies Act, 2013.



**PERSONNEL RELATIONS:**

The Company considers human capital as a critical asset and success factor for smooth organizational workflow. Your directors hereby place on record their appreciation for the service rendered by the executives, staff, and workers of the Company for their hard work, dedication, and commitment. During the year under review, relations between the employee and the management continued to remain cordial.

**PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURE:**

No employee of the Company had drawn salary in excess of the limits specified under Section 197(12) of the Companies Act, 2013 and the rule 5 of the company (Appointment and Remuneration of managerial personnel) rules 2014 and read with the Companies (Particulars of Employees) Rules, 197.

**LISTING ON STOCK EXCHANGE:**

The Company's shares are listed on the Bombay Stock Exchanges, Mumbai. The Company has paid the listing fee to the stock exchange for the financial year 2022-23 and has complied with all the requirement of the listing regulations.

**DISCLOSURE AS REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSEL) ACT 2013:**

Pursuant to the provisions of Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14, the internal committee constituted under the said act has confirmed that no complaint / case has been filed / pending against the Company during the year.

**SECRETARIAL STANDARD:**

The Company complies with all applicable mandatory secretarial standard issued by the Institute of Company Secretaries of India.

**CODE OF CONDUCT:**

The Company has adopted the code of conduct for all Board members and Senior Management as required under Regulation 17 of the Listing Regulations. All Board Members and Senior Management personnel have affirmed compliance with the code on an annual basis and a declaration to this effect signed by Mr. Rajib Ghosh Roy, CEO of the Company, forming part of this report.

**CEO/CFO CERTIFICATION:**

A certificate duly signed by CEO and CFO relating to financial statements and internal controls and internal control systems for financial reporting as per the format provided in Regulation 17(8) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 was placed before the Board and was taken on record.

**CAUTIONARY NOTE:**

Statement in this Management Discussion Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulation. Actual results may differ substantially or materially from those expressed or implied. Important development that could alter your Company's performance include increase in material costs, technology development and significant changes in political and economic environment tax laws and labor relations.



**ACKNOWLEDGEMENTS:**

Your Directors would like to place on record their sincere gratitude to the Governments, Financial Institutions and Banks for the assistance, co-operation and encouragement received during the year. Your Directors also wish to place on record their sincere appreciation to the Investors for their continuing support, Dealers, Business Associates and Employees at all levels for their unstinting efforts in ensuring excellent performance.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
HITCO TOOLS LIMITED**

**Sd/-  
(Surendra Bhandari)  
Managing Director  
DIN: 00727912**

**Sd/-  
(Madhu Bhandari)  
Director  
DIN: 00353298**

**Place: Bangalore  
Date: 22/07/2023**



*Annexure - 1*

**ANNEXURE TO THE DIRECTORS REPORT**

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO [Pursuant to Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]**

**A. CONSERVATION OF ENERGY**

**a) Energy conservation measures taken: -**

- i. Optimum usage of all electrical appliances.
- ii. Controlling the maximum demand of electricity to reduce the electricity bill and usage of natural light.
- iii. Idle running of Machines avoided.
- iv. Running induction furnace on Sunday to reduce maximum demand and consumption of diesel.
- v. Create awareness of the importance of energy conservation and practice among all.

**b) Impact on cost of production of goods: -**

The above-mentioned measures have resulted in reduced consumption of electrical energy at various load centers and helped curtailing.

**B. Technology Absorption**

**i. The efforts made towards technology absorption: -**

- Technical guest lecturers in various subjects and speculations and skill building exercise.
- In depth IPR analysis and review.
- Theoretical simulation.

**ii. The benefit derived like product improvement, cost reduction, product development or import substitution:**

- New model machine with innovative feature, improvement in performance of machines and enhancement of the knowledge base.

**iii. Details of the imported Technology: -**

During the last three-year company has not purchased any imported machine.

**C. Foreign Exchange Earnings and Outgoing**

The Export Sales during the year has contributed Nil of the total Sales as compared to last year.

	<u>2022-23</u>	<u>2021-22</u>
Total Foreign Exchange – Used (Rs.):	-	1,17,000.00
Earned (Rs.):	-	15,74,000.00

**For and on behalf of the Board of Directors  
HITCO TOOLS LIMITED**

**Sd/-  
(Surendra Bhandari)  
Managing Director  
DIN: 00727912**

**Sd/-  
(Madhu Bhandari)  
Director  
DIN: 00353298**

**Place: Bangalore  
Date: 22/07/2023**



## **MANGEMENT DISCUSSION & ANALYSIS REPORT**

### **A. INDUSTRY STRUCTURE & DEVELOPMENTS**

The Indian machine tools industry consists of about 1000 manufacturing units out of which approximately 400 units are under the organized category. Further, ten major Indian companies constitute almost 70 per cent of the total production. While the large, organized player caters to India heavy and medium industries, the small scales sector meets the demand of ancillary and other unites. The machine tools industry can be broadly classified into metal-cutting and metal cutting –forming tools, based on the type of operation. Metal cutting accounts 81 per cent of the total output of machine tools in India. Key metal cutting tools include turning centres, machining centres and grinding centres which account for nearly two –thirds of the total metal cutting production.

There has been a growing need to adopt CNC- based machine tools in the end user segments to achieve precision and accuracy in the production process. Moreover, non- CNC machines consume more time and energy and are prone to considerable wear and tear in a short period. This demand for CNC- based machine is expected to aid the growth of the machine tools market in India over the next four years.

Metal forming is dominated by presses, which account for 55 percent share. Based on technology, Machine tools can be classified into CNC (Computerized Numerically Controlled) and conventional tools. CNC machine tools, which are highly productive and cost effective comprising nearly 73 percent of machine tools. Of these, CNC turning centres, machining centres and grinding centres are the biggest segments, accounting for nearly 92 percent of the total CNC machine tools production in India. The increasing domestic demand which is not currently met by domestic production indicates the vast business potential available within the country for machine tools. Further Technavio market research analyst forecasts the production of machine tools in India to grow at a CAGR of 13% during the forecast period.

### **B. OPPORTUNITIES:**

- Expansions in strategic sectors, will fuel the demand for machine tools.
- Global hub for manufacturing components.
- Impetus being given by Government for growth in manufacturing sector.
- Growth in power, nuclear power, aerospace to fuel demand for machine tools.
- Tie –up with major player in the field and diversification to medical equipment manufacturing.

### **C. THREATS:**

- Increasing interest rates
- Lowering of import duty.
- Influx of second hand/reconditioned imported machines.
- Surplus manpower & employee cost and shortage of skilled manpower in critical areas.

### **D. STRENGTH**

- Qualified & experienced engineers and technicians.
- Focus group for strategic segments
- Good infrastructure for manufacturing machine tools.
- Strong brand image.
- Country wide sales and service network.
- Wide variety – Conventional, CNC, Special purpose & metal forming machine.
- Adaptability to change.



**E. SEGMENT-WISE PERFORMANCE**

Your Company made after tax profit of **Rs. 60.61** lakhs on a turnover of **Rs. 700.67** lakhs and other income of Rs. 3.94 lakhs.

	<b>Drill Bits &amp; Taps (in Lakhs)</b>
Net Sales & Operating Revenue	<b>Rs. 700.67</b>
Profit after Tax	<b>Rs. 60.61</b>
Capital Employed	<b>Rs. 694.79</b>

**F. OUTLOOK FOR THE INDUSTRY**

The domestic Drill Bits and Taps supply is going increase in the coming years. Your Company has plans to increase production of Drill Bits and Taps as well as Carbide Tools. Additionally, we are planning to expand our overseas marketing activities.

**G. OUTLOOK FOR THE COMPANY**

In your Company's future strategic growth plans, the core areas include further expansion of the capacities of machines. Its strategic plans are also directed towards meaningful utilization & redeployment of resources depending on the situations and full capacity utilization of existing operations with proactive financial management and with qualitative focus on human resource development.

**H. RISKS & CONCERNS**

The rising price of fuel oil and other input materials are a cause of concern for the industry. International disturbances caused by terrorist strikes and sudden unhealthy trends in the international scenario arising out of political uncertainty in the global context are a risk factor.

**I. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your Company has well established internal control systems commensurate with the size of the Company. Company has entrusted the jobs of internal audit to well experienced employees of the Company. The internal audit reports are discussed by an independent committee constituted by the Board. Action is being taken to further strengthen internal control procedures in respect of inventory and management.

**J. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECTS TO OPERATIONAL PERFORMANCE**

Details on financial performance with respect to operational performance are given in the Directors' Report.



**K. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED**

Human Resources Development is the key for the success of any organization. Keeping this in mind and the targets set, functional and development training needs are identified from multiple sources, primarily the competency related needs, secondly, needs arising from organizational requirements and finally departmental/sectional imperatives. So, your Company has appointed in this year as many employees required for higher production.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
HITCO TOOLS LIMITED**

**Sd/-  
(Surendra Bhandari)  
Managing Director  
DIN: 00727912**

**Sd/-  
(Madhu Bhandari)  
Director  
DIN: 00353298**

**Place: Bangalore  
Date: 22/07/2023**



To,

The Members of **HITCO TOOLS LTD**

**DECLARATION BY THE CEO PURSUANT TO REGULATION 34(3) AND SCHEDULE V OF THE SEBI (LORD) REGULATION, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT.**

In accordance with regulation 34(3) and Schedule V of the SEBI (LORD) regulation, 2015 with the stock exchanges, I, **Rajib Ghosh Roy**, CEO of the company, hereby declare that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct formulated by the Company for the financial year ended March 31, 2023.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
HITCO TOOLS LIMITED**

Sd/-  
(**Rajib Ghosh Roy**)  
CEO  
PAN: AGLPG2234R

Place: **Bangalore**  
Date: **22/07/2023**



### **CEO/CFO CERTIFICATION**

**To  
THE BOARD OF DIRECTOR  
HITCO TOOLS LIMITED  
BANGALORE**

We, Yash Vardhan Bhandari, Chief Financial Officer and Rajib Ghosh Roy, Chief Executive officer of the company hereby certify to the Board that:

- A) We have reviewed financial statement and cash flow statement for the year ended 31 March, 2023 and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
  - These statements together present a true and fair view of the company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations.
- B) There are, to the best of our knowledge and belief, no transaction entered by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.
- C) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- D) We have indicated to the Auditors and the Audit committee:
- Significant change in internal control over financial reporting during the year:
  - Significant change in accounting policies during the year and that the same have been disclosed in the notes to the financial statements: and
  - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the company's internal control system over financial reporting.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
HITCO TOOLS LIMITED**

**Sd/-  
(Rajib Ghosh Roy)  
CEO  
PAN: AGLPG2234R**

**Sd/-  
(Yash Vardhan Bhandari)  
CFO  
PAN: ACVPY3047L**

**Place: Bangalore  
Date: 22/07/2023**

**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2023**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules 2014]

To,

The Members,

**Hittco Tools Limited**

**78, III Phase Peenya Industrial Area Bangalore North KA 560058 IN**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Hittco Tools Limited** (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2023 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the Rules made thereunder and the relevant provisions of the Act;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; as amended from time to time;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009; – Not Applicable as the Company did not issue any security during the Financial Year under review;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, and The Securities and Exchange Board of India (Share Based Employee Benefits; - Not Applicable as Company has not issued any ESOPS to its employees during the Financial Year under review;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; – Not applicable as the Company has not issued any debt securities during the financial year under review;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; – Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review; and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not Applicable as the Company has not done any buyback of its securities during the financial year under review.
- vi. The following key / significant laws as specifically applicable to the Company: -
- 1) The Apprentices Act, 1961
  - 2) The Factories Act, 1948
  - 3) The Legal Metrology Act, 2009 and rules made thereunder
  - 4) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
  - 5) The Water (Prevention and Control of Pollution) Act, 1974
  - 6) The Water (Prevention and Control of Pollution) Cess Act, 1977
  - 7) The Air (Prevention and Control of Pollution) Act, 1981
  - 8) The Environment (Protection) Act 1986
  - 9) The Hazardous Wastes (Management and Handling) Rules, 1989
  - 10) The Government Order Under Environment (Protection) Act, 1986
  - 11) The Karnataka Ground Water (Regulation for Protection of Sources of Drinking Water) Act, 1999
  - 12) The Contract Labour (Regulation and Abolition) Act, 1970 & its Central Rules/ concerned State Rules.
  - 13) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 & EPF, FPF Schemes.
  - 14) The Employees' State Insurance Act, 1948 & its Central Rules / concerned State Rules.
  - 15) The Minimum Wages Act, 1948 & its Central Rules/ concerned State Rules/ Notification of Minimum Wages applicable to various class of industries/ Trade.

- 16) The Payment of Wages Act, 1936 & its Central Rules/ concerned State Rules if any.
- 17) The Payment of Bonus Act, 1965 & its Central Rules/ concerned State Rules if any.
- 18) The Payment of Gratuity Act & its Central Rules/ concerned State Rules if any.
- 19) The Child Labour (Regulation & Abolition) Act, 1970
- 20) The Karnataka Daily Wage Employees Welfare Act, 2012
- 21) The Maternity Benefit Act, 1961 & its Rules.
- 22) The Equal Remuneration Act, 1976.
- 23) The Labour Welfare Fund Act, 1965
- 24) The Workmen's Compensation Act, 1923
- 25) The Karnataka Shops & Establishments Act, 1961 and rules made thereunder
- 26) Information Technology Act, 2000
- 27) The Industrial Dispute Act, 1947
- 28) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- 29) Persons with Disabilities (Equal Opportunities, Protection, Protection of Rights and Full Participation) Act, 1996
- 30) The Competition Act, 2002
- 31) The Indian Contract Act, 1872
- 32) The Sales of Goods Act, 1930
- 33) The Forward Contracts (Regulation) Act, 1952
- 34) The Indian Stamp Act, 1899

We have also examined compliance with the applicable clauses/regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI)
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that: -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and

As informed, the Company has responded to notices for demands, claims, penalties etc. levied by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

There are no other specific events/actions in pursuance of the above referred laws, rules, regulations guidelines etc., having a major bearing on the Company's Affairs

**For Manjeet and Associates**

SD/-  
**(CS Manjeet)**  
**Company Secretaries**  
**Proprietor**  
**Mem. No. - 11588**  
**COP No.22581**  
**UDIN: F011588E000656870**

**Place: Bangalore**

**Date: 21.07.2023**

**To,**

**Hittco Tools Limited**

**78, III Phase Peenya Industrial Area Bangalore North KA 560058 IN**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have relied on the audited financial statement for the year ended on 31.03.2023 for the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Manjeet and Associates**

SD/-

**(CS Manjeet)**

**Company Secretaries**

**Proprietor**

**Mem. No.- 11588**

**COP No.22581**

**UDIN: F011588E000656870**

**Place: Bangalore**

**Date: 21.07.2023**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members of M/s. Hittco Tools Limited  
78, III Phase Peenya Industrial Area  
Bangalore North KA 560058**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **HITCO TOOLS LIMITED** having CIN: **L28939KA1995PLC016888** and having registered office at **78, III Phase Peenya Industrial Area, Bangalore North KA 560058** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial year ended on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment
1.	SIDHARTH BHANDARI	00237174	04/01/1995
2.	MADHU BHANDARI	00353298	27/02/2013
3.	SURENDRA BHANDARI	00727912	04/01/1995
4.	VIKRAM GUPTA	01064379	30/06/2009
5.	SATISH RAMARAO SHIMOGA	01536009	19/05/2008
6.	YASHVARDHAN BHANDARI	06688573	18/12/2017
7.	MENEZES BRAGANCA NIKHIL FERNANDO DE	07101045	28/09/2018
8.	BILIGERE SHEKAR PRAKASH	07507383	04/03/2017

Ensuring the eligibility for the appointment /continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Manjeet and Associates  
Company Secretaries**

Sd/-

**CS Manjeet  
Proprietor**

**M. No: 11588**

**COP No: 22581**

**UDIN: F011588E000656870**

**Place: Bangalore  
Date: 21/07/2023**



## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors  
**HITCO TOOLS LIMITED**

**REPORT ON STANDALONE FINANCIAL RESULTS FOR QUARTER AND YEAR ENDED AS ON 31<sup>ST</sup> MARCH, 2023 PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

### **Opinion**

We have audited the accompanying Standalone financial results of **Hittco Tools Limited** ("the Company") for the year ended March 31, 2023, and the statement of assets and liabilities and the standalone statement of cash flows as at and for the year ended on that date (the Standalone Financial Results" comprising of Standalone Statement of Profit and Loss for the quarter / twelve months ended on 31<sup>st</sup> March 2023, Standalone Balance Sheet as at 31<sup>st</sup> March 2023 and Standalone Statement of Cash Flows for the year ended on 31<sup>st</sup> March 2023), attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations)

In our opinion and to the best of our information and according to the explanations given to us, the statement:

- (i) Is prepared in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 in this regard; and
- (ii) Gives a true and fair view in conformity with Indian Accounting Standard 34 "Interim Financial Reporting" (Ind-AS 34) prescribed under section 133 of the Companies Act, 2013 (the "Act") read with relevant rules issued thereunder and other accounting principles generally accepted in India of the net profit and total comprehensive income and other financial information of the Company for the three months ended March 31,2023

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements



that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

The Statement includes the results for the quarter ended March 31, 2023, being the balancing figure between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited reviewed by us.

### **Responsibility of Management and Board of Directors for the Standalone Financial Statements**

The statement is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related audited interim condensed standalone financial statements for the year ended March 31, 2023. The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial results that give a true and fair view of the net profit, and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Financial Results, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

That Board of Directors are also responsible for overseeing the company's financial reporting process.



## **Auditor's Responsibilities for the Audit of Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial results and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the



financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial results.

We communicate with the management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

**For BOTHRA NIRMAL & ASSOCIATES**

(Chartered Accountants)

Firm Registration No. 322103E

**SD/-**

-----  
**Nirmal Kumar Bothra**

(Partner)

Membership No. 052248

Place: Kolkata

Dated: 30/05/2023

UDIN: 23052248BGXNLH4388



## **Annexure “A” to the Independent Auditor’s Report**

The Annexure referred to in our Independent Auditor’s Report to the members of the Company on the Standalone financial statements for the year ended 31<sup>st</sup> March, 2023,

In terms of the information and explanation sought by us and given by the Company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that :-

1.
  - (a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.  
  
(ii) The Company has maintained proper records showing full particulars of Intangible assets.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company doesn’t have any regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are not verified in a phased manner over a period of three years.
  - (c) We have examined the original title deed and xerox copies of title deeds in case of mortgaged properties. Based on our audit procedures and according to the information and explanations given to us, we report that all title deeds of immovable properties are held in the name of the Company.
  - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
  - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
2. (i) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were



noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

(ii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits of fifty-five lakhs rupees, in aggregate, from banks on the basis of security of promoters personal property.

3. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has granted advance to one company and LLP during the year, details of the loan is stated in sub-clause (a) below. The Company has not granted any loans, secured or unsecured, to firms, or any other parties during the year.

Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any advance.

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given are, prima facie, not prejudicial to the interest of the Company

4. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.
5. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable



7. (a) The Company does not have liability in respect of Sales tax, Service tax, Duty of excise and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes, except for the following:

S No	Name of the Act	Assessment Year	Amount
1	Income Tax Act	2018-19	62,200/-
2	Traces	2022-23	96,242/-
3	Traces	2021-22	579/-
4	Traces	2020-21	238/-
5	Traces	Prior Years	8,98,101/-

8. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

9. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has loans or borrowings from any lender during the year. But the company has not defaulted in repayments of its principal and interest during the year.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has obtained any Vehicles loans during the year.



(d) 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 have been raised on short-term basis and utilized for long term purpose by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

10. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

11. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

12. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.



13. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
14. Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
15. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
16. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.  
  
(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.  
  
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.  
  
(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
17. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an



assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For NIRMAL BOTHRA ASSOCIATES**  
(Chartered Accountants)  
Firm Registration No. 322103E

SD/-

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**NIRMAL KUMAR BOTHRA**  
(Partner)  
Membership No. 052248

Place: Kolkata  
Dated: 30/05/2023  
UDIN: 23052248BGXNLH4388



## **Annexure “B” to the Independent Auditor’s Report**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **HITCO TOOLS LIMITED** (“the Company”) as of 31st March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management and Board of Director’s Responsibility for Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on 'the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India'. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate



## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such Internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on 'the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

**For BOTHRA NIRMAL ASSOCIATES**

(Chartered Accountants)

Firm Registration No. 322103E

SD/-

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**Nirmal Kumar Bothra**

(Partner)

Membership No. 052248

Place: Kolkata

Dated: 30/05/2023

UDIN: 23052248BGXNLH4388



**PART I –BALANCE SHEET**

Name of the Company- **Hittco Tools Limited**  
Balance Sheet as at **31st March 2023**

Figures in '000

Particulars	Notes	As at 31st March 2023	As at 31st March 2022
<b>(1) ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	1	34,251.84	41,766.000
(b) Other Intangible assets	2	519.89	361.000
(c) Financial Assets			
(i) Other financial Assets	3	13,717.40	6,178.568
(f) Deferred tax assets (net)	13	-	-
(g) Other non-current assets		-	-
<b>Total Non-Current Assets</b>		<b>48,489.14</b>	<b>48,305.568</b>
<b>(2) Current assets</b>			
(a) Inventories	4	11,425.22	9,923.839
(b) Financial Assets			
(i) Trade receivables	5	20,262.18	20,014.967
(ii) Cash and cash equivalents	6	779.86	4,543.878
(c) Current Tax Assets (Net)		374.00	-
(c) Other current assets	7	3,050.08	2,758.871
<b>Total Current Assets</b>		<b>35,891.33</b>	<b>37,241.555</b>
<b>Total Assets</b>		<b>84,380.48</b>	<b>85,547.123</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	8	63,206.97	63,206.970
(b) Other Equity	9	-30,689.03	-36,750.843
<b>Total Equity</b>		<b>32,517.94</b>	<b>26,456.127</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	10	32,585.72	38,720.795
(ii) Other financial liabilities	11	2,253.88	2,425.100
(b) Provisions	12	2,121.79	1,380.553
(c) Deferred tax liabilities (Net)	13	-	-
<b>Total Non-Current Liabilities</b>		<b>36,961.40</b>	<b>42,526.448</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	14	6,684.11	6,348.426
(ii) Trade payables	15	3,067.94	6,671.788
(iii) Other financial liabilities	16	3,830.98	2,560.283
(b) Provisions	17	251.02	756.204
(c) Current Tax Liabilities (Net)			
(d) Other current liabilities	18	1,067.21	227.977
<b>Total Current Liabilities</b>		<b>14,901.14</b>	<b>16,564.548</b>
<b>Total Equity and Liabilities</b>		<b>84,380.48</b>	<b>85,547.123</b>

Significant Accounting policies and notes to accounts

29-33

The accompanying notes are an integral part of these financial statements

For and on behalf of the Board of Directors of  
**HITTCO TOOLS LIMITED**

This is the balance sheet referred to in our  
report of even date

SD/-  
**Surendra Bhandari**  
Managing Director  
DIN: 00727912

SD/-  
**Sidharth Bhandari**  
Director  
DIN: 00237174

**For Bothra Nirmal Associates**  
Chartered Accountants  
Firms' Registration No.322103E

SD/-  
**Yashvardhan Bhandari**  
Director & CFO  
DIN: 06688573

SD/-  
**Rajib Ghosh Roy**  
CEO

SD/-  
**CA Nirmal Kumar Bothra**  
Membership No.052248  
UDIN: 23052248BGXNLH4388

Place: Bengaluru  
Date: 30/05/2023



**PART II – STATEMENT OF PROFIT AND LOSS**

Name of the Company- **Hittco Tools Limited**

Statement of Profit and Loss for the period ended 31st March 2023

Figures in '000

	Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
I	Revenue From Operations	19	70,067.60	65,725
II	Other Income	20	394.36	912
III	<b>Total Income (I+II)</b>		<b>70,461.97</b>	<b>66,638</b>
IV	<b>EXPENSES</b>			
	Cost of materials consumed	21	27,757.15	23,565
	Purchase of Stock-in-Trade			-
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	22	-1,075.61	538
	Employee benefits expense	23	15,519.95	15,157
	Finance costs	24	2,498.20	2,650
	Depreciation and amortization expense	25	7,726.94	6,090
	Other expenses	26	12,217.41	11,221
	<b>Total expenses (IV)</b>		<b>64,644.04</b>	<b>59,221</b>
V	<b>Profit/(loss) before exceptional items and tax (I- IV)</b>		<b>5,817.93</b>	<b>7,416</b>
VI	Exceptional Items	27		-
VII	<b>Profit/(loss) before tax (V-VI)</b>		<b>5,817.93</b>	<b>7,416</b>
	<b>Tax expense:</b>	28		
VIII	(1) Current tax		-	-
	(2) Deferred tax	13	-374.00	-
IX	<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>6,191.93</b>	<b>7,416</b>
X	Profit/(loss) from discontinued operations			-
XI	Tax expense of discontinued operations			-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)			-
XIII	<b>Profit/(loss) for the period (IX+XII)</b>		<b>6,191.93</b>	<b>7,416</b>
XIV	<b>Other Comprehensive Income(net of tax) Items that will be subsequently not re-classified to Profit &amp; Loss Statement</b>			
	Re-measurement of Defined Benefit Obligations/Assets	29.2 (viii)	-130.14	471
XV	<b>Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>6,061.79</b>	<b>7,888</b>
XVI	<b>Earnings per equity share (for continuing operation):</b>			
	(1) Basic	30	0.00	0.001
	(2) Diluted		0.00	0.001
XVII	<b>Earnings per equity share (for discontinued operation):</b>			
	(1) Basic			-
	(2) Diluted			-
XVIII	<b>Earnings per equity share(for discontinued &amp; continuing operations)</b>			
	(1) Basic	30	0.00	0.001
	(2) Diluted		0.00	0.001

Significant Accounting policies and notes to accounts

29-33

The accompanying notes are an integral part of these financial statements

For and on behalf of the board of directors of  
**HITCO TOOLS LIMITED**

This is the statement of profit and loss referred  
to in our report of even date

SD/-  
Surendra Bhandari  
Managing Director  
DIN: 00727912

SD/-  
Sidharth Bhandari  
Director  
DIN: 00237174

For **Bothra Nirmal Associates**  
Chartered Accountants  
Firms' Registration No.322103E

SD/-  
Yashvardhan Bhandari  
Director & CFO  
DIN: 06688573

SD/-  
Rajib Ghosh Roy  
CEO

SD/-  
**CA Nirmal Kumar Bothra**  
Membership No.052248  
UDIN: 23052248BGXNLH4388

Place: Bengaluru  
Date: 30/05/2023



**HITCO TOOLS LIMITED**  
Cash Flow Statement for the year ended 31st March 2023

Figures in '000

Particulars	Year Ended 31st March 2023	Year Ended 31st March 2022
<b>A. Cash Flow from Operating Activities</b>		
Profit before Taxation and extraordinary items (before taxes)	5,818	7,416
Adjustments for Depreciation	7,727	6,090
(Profit)/Loss on sale of Tangible assets		-
Finance Charges	2,498	2,650
Interest Income	-189	-96
Investment Income	-	-
Other Non cash adjustments	-130	471
<b>Operating Profit before working capital changes</b>	<b>15,724</b>	<b>16,532</b>
<b>Changes in Working Capital:</b>		
(Increase)/Decrease in Trade Receivables	-247	-297
(Increase)/Decrease in Inventories	-1,501	-125
(Increase)/Decrease in Other non-current financial assets	-7,539	-591
(Increase)/Decrease in Other Non Financial assets	-291	-1,536
Increase/(Decrease) in Trade Payables	-3,604	1,399
Increase/(Decrease) in Provisions	236	-711
Increase/(Decrease) in Other Financial Liabilities	1,099	-1,129
Increase/(Decrease) in Other Current Liabilities	839	-1,054
Increase/(Decrease) in Other Current Liabilities	336	6,348
<b>Cash generated from Operations</b>	<b>5,051</b>	<b>18,836</b>
Less: Taxes paid (Net of refunds)		-
Net cash generated from operations before extraordinary items	5,051	18,836
<b>Net cash generated from operating activities</b>	<b>5,051</b>	<b>18,836</b>
<b>B. Cash Flow from Investing Activities</b>		
Sale of Property, Plant and Equipment	-	34
Interest received	189	96
Purchase of Property, Plant & Equipment, Intangible assets	(372)	-20,450
<b>Net Cash used in Investing Activities</b>	<b>(182)</b>	<b>(20,320)</b>
<b>C. Cash flow from Financing Activities</b>		
Increase/(Repayment) of borrowings	-6,135	4,940
Interest and other finance costs paid	-2,498	-2,650
<b>Net cash used in Financing activities</b>	<b>(8,633)</b>	<b>2,290</b>
<b>Net increase in cash and cash equivalents</b>	<b>-3,764</b>	<b>806</b>
Cash and Cash equivalents at the beginning of the year	4,544	3,738
Cash and Cash equivalents at the end of the year	780	4,544

**Reconciliation of Cash and Cash equivalents as per the cash flow statement:-**

Cash and Cash Equivalents as per above comprises of the following

	31st Mar 2023	31st Mar 2022
Cash and Cash Equivalents	780	4,544
Bank overdrafts	-	-
<b>Balance as per statement of cash flows</b>	<b>780</b>	<b>4,544</b>

**Notes:**

1. Cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 -Cash flow statements
2. Cash and cash equivalents represent cash and bank balances.
3. Previous year's figures have been regrouped/reclassified wherever applicable.

The accompanying notes are an integral part of these financial statements

For and on behalf of the Board of Directors of  
**HITCO TOOLS LIMITED**

This is the cash flow statement  
referred to in our report of even

**SD/-**  
**Surendra Bhandari**  
Managing Director  
DIN: 00727912

**SD/-**  
**Sidharth Bhandari**  
Director  
DIN: 00237174

**For Bothra Nirmal Associates**  
Chartered Accountants  
Firms' Registration No.322103E

**SD/-**  
**Yash vardhan Bhandari**  
Director & CFO  
DIN: 06688573

**SD/-**  
**Rajib Ghosh Roy**  
CEO

**SD/-**  
**CA Nirmal Kumar Bothra**  
Membership No.052248  
UDIN: 23052248BGXNLH4388

Place: Bengaluru  
Date: 30/05/2023

**HITTCO TOOLS LIMITED**  
Notes Forming Integral Part of the Balance Sheet as at 31st March , 2023

Notes : 1 - Property,Plant & Equipment for the year ended 31st March 2023.

I.

Sr. No	Particulars	Cost or Deemed Cost				Depreciation Block				Carrying Amount
		Balance as on 01.04.2022	Additions during the year	Disposals/Adjustments during the year	Balance as on 31.03.2023	Balance as on 01.04.2022	Depreciation expense	Disposals	Balance as on 31.03.2023	As on 31.03.2023
I	Tangible Assets									
	Building	14,039,323	-	-	14,039,323	9,344,689	445,990	-	9,790,680	4,248,643
	Leasehold Properties	528,661	-	-	528,661	439,154	8,503	-	447,657	81,004
	Furniture & Fittings	2,147,947	-	-	2,147,947	1,965,116	29,012	-	1,994,128	153,819
	Office Equipment	2,669,968	56,269	-	2,726,237	2,506,428	35,094	-	2,541,522	184,715
	Vehicles	20,844,121	-	-	20,844,121	12,413,945	2,487,188	-	14,901,133	5,942,988
	Plant & Machinery	129,518,974	45,000	-	129,563,974	101,562,367	4,548,237	-	106,110,604	23,453,370
	Computers	2,812,007	16,948	-	2,828,955	2,563,087	78,563	-	2,641,650	187,305
					-				-	
	Total	<b>172,561,001</b>	<b>118,217</b>	-	<b>172,679,218</b>	<b>130,794,786</b>	<b>7,632,587</b>	-	<b>138,427,373</b>	<b>34,251,844</b>

Notes : 2 Intangible Assets for the year ended 31st March 2023.

Sr. No	Particulars	Cost or Deemed Cost								Carrying Amount
		Balance as on 01.04.2022	Additions during the year	Disposals/Adjustments during the year	Balance as on 31.03.2023	Balance as on 01.04.2022	Amprtization expense	Disposals	Balance as on 31.03.2023	As on 31.03.2023
I	<u>Intangible Assets</u>									
	Computer Software	1,109,419	253,389	-	1,362,808	748,561	94,354	-	842,915	519,893
	Total	<b>1,109,419</b>	<b>253,389</b>	-	<b>1,362,808</b>	<b>748,561</b>	<b>94,354</b>	-	<b>842,915</b>	<b>519,893</b>

<b>Total Fixed Assets</b>	<b>173,670,420</b>	<b>371,606</b>	-	<b>174,042,026</b>	<b>131,543,347</b>	<b>7,726,941</b>	-	<b>139,270,288</b>	<b>34,771,737</b>
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Notes : 1 - Property, Plant & Equipment for the year ended 31st March 2022.

I.

Sr. No	Particulars	Cost or Deemed Cost				Depreciation Block				Carrying Amount
		Balance as on 31.03.2021	Additions during the year	Disposals/Adjustments during the year	Balance as on 31.03.2022	Balance as on 01.04.2021	Depreciation expense	Disposals	Balance as on 31.03.2022	As on 31.03.2022
I	<b>Tangible Assets</b>									
	Building	14,039,323	-	-	14,039,323	8,851,883	492,807	-	9,344,689	4,694,634
	Leasehold Properties	528,661	-	-	528,661	429,758	9,396	-	439,154	89,507
	Furniture & Fittings	2,107,947	40,000	-	2,147,947	1,936,487	28,628	-	1,965,116	182,831
	Office Equipment	2,617,305	52,665	-	2,669,970	2,470,047	36,301	-	2,506,348	163,622
	Vehicles	11,894,683	8,949,438	-	20,844,121	10,672,066	1,741,879	-	12,413,945	8,430,177
	Plant & Machinery	118,396,117	11,122,857	-	129,518,974	97,935,760	3,626,607	-	101,562,367	27,956,607
	Computers	2,693,170	118,837	-	2,812,007	2,500,914	62,174	-	2,563,087	248,920
	<b>Total</b>	<b>152,277,206</b>	<b>20,283,797</b>	<b>-</b>	<b>172,561,003</b>	<b>124,796,914</b>	<b>5,997,792</b>	<b>-</b>	<b>130,794,706</b>	<b>41,766,297</b>

Notes : 2 Intangible Assets for the year ended 31st March 2022.

Sr. No	Particulars	Cost or Deemed Cost				Amortization Block				Carrying Amount
		Balance as on 31.03.2021	Additions during the year	Disposals/Adjustments during the year	Balance as on 01.04.2022	Balance as on 01.04.2021	Amortization expense	Disposals	Balance as on 31.03.2022	As on 31.03.2022
I	<b>Intangible Assets</b>									
	Computer Software	977,400	166,568	34,549	1,109,419	656,376	92,185	-	748,561	360,858
	<b>Total</b>	<b>977,400</b>	<b>166,568</b>	<b>34,549</b>	<b>1,109,419</b>	<b>656,376</b>	<b>92,185</b>	<b>-</b>	<b>748,561</b>	<b>360,858</b>

<b>Total Fixed Assets</b>	<b>153,254,606</b>	<b>20,450,365</b>	<b>34,549</b>	<b>173,670,422</b>	<b>125,453,290</b>	<b>6,089,977</b>	<b>-</b>	<b>131,543,267</b>	<b>42,127,155</b>
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**HITCO TOOLS LIMITED.,**  
**NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2023**



**8 Share Capital**

Particulars	As at 31st March 2023		As at 31st March 2022	
	No.Of Shares	Amount (Rs/-)	No.Of Shares	Amount (Rs/-)
<b>Authorised Share Capital:</b> 70,00,000 ( March 31,2020 :70,00,000) Equity Shares of Rs.10/- each	7,000,000.000	70,000,000.000	7,000,000.000	70,000,000.000
<b>Issued Share Capital</b> 61,59,847 (March 31,2020 : 61,59,847) Equity Shares of Rs.10/- each	6,159,847.000	60,360,470.000	6,159,847.000	60,360,470.000
<b>Subscribed and fully Paid up:</b> 59,12,247 ( March 31, 2020 : 59,12,247) Equity Shares of Rs. 10/- fully paid up	5,912,247.000	59,122,470.000	5,912,247.000	59,122,470.000
<b>Subscribed and partly Paid up:</b> 247,600 ( March 31, 2020 : 247,600) Equity Shares of Rs.10 each (Rs.5/- Partly paid up)	247,600.000	1,238,000.000	247,600.000	1,238,000.000
<b>Total</b>	<b>6,159,847.000</b>	<b>60,360,470.000</b>	<b>6,159,847.000</b>	<b>60,360,470.000</b>
<b>Forfeited Shares:</b> 569,300 ( March 31, 2018 : 569,300) Equity Shares of Rs. 5/- not issued	569,300.000	2,846,500.000	569,300.000	2,846,500.000

**Terms/Rights attached to equity share holders**

The Company has only one class of shares, referred to as equity shares, having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share held.

The Company declares and pays dividend in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Dividend, if any, is payable to the shareholders in proportion to their shareholding.

The Company has not declared any dividend during the year.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

**Reconciliation of number of Shares outstanding at the beginning and as on 31st March 2023**

Particulars	As at 31st March 2023		As at 31st March 2022	
	No.Of Shares	Amount (Rs/-)	No.Of Shares	Amount (Rs/-)
Balance as at the beginning of the previous year				
Fully paid up (Rs. 10/- each)	5,912,247.000	59,122,470.000	5,912,247.000	59,122,470.000
Partly paid up (Rs. 5/- each)	247,600.000	1,238,000.000	247,600.000	1,238,000.000
Add: Shares issued during the year				
Less : Shares bought back during the year				
<b>Balance as at the end of the year</b>	<b>6,159,847.000</b>	<b>60,360,470.000</b>	<b>6,159,847.000</b>	<b>60,360,470.000</b>



Details of Shares held by shareholders, holding more than 5% of the aggregate shares in the Company:

Particulars	As at 31.03.2023		As at 31.03.2022	
	No. of shares	Percentage	No. of shares	Percentage
Surendra Bhandari	1,000,684.000	0.162	1,000,684.000	0.162
Hittco Properties LLP	370,051.000	0.060	652,044.000	0.106
B I Holdings (Bangalore) LLP			917,064.000	0.149
Sidharth Bhanadari			392,699.000	0.064
<b>Total</b>	<b>1,370,735.000</b>	<b>16.250</b>	<b>2,962,491.000</b>	<b>48.110</b>

Figures in '000

9 Reserves and Surplus	31st March 2023	31st March 2022	31st March 2021
Capital reserve	3,000.000	3,000.000	3,000.000
Securities Premium	13,200.000	13,200.000	13,200.000
<b>Retained Earnings</b>			
Balance at the beginning of the year	-52,950.818	<b>-60,838.622</b>	<b>-58,698.012</b>
<b>Add:Profit/(loss) for the year</b>	6,191.929	7,416.484	-2,191.584
Items of other comprehensive income recognized directly in retained earnings:			
<b>Remeasurement of post-employment benefits obligation,net of tax</b>	-130.142	471.295	50.974
<b>Balance at the end of the year</b>	<b>-46,889.031</b>	<b>-52,950.843</b>	<b>-60,838.622</b>
<b>Total Reserves and Surplus</b>	<b>-30,689.031</b>	<b>-36,750.843</b>	<b>-44,638.622</b>


**3 Other Financial Assets(Non Current)**

Figures in '000

Particulars	As at 31.03.2023	As at 31.03.2022
<b>Unsecured, Considered good</b>		
Security Deposits	10,587.094	2,348.306
<b>Total</b>	<b>10,587.094</b>	<b>2,348.306</b>
Fixed deposits with maturity more than 12 months	3,130.311	3,830.262
<b>Total</b>	<b>13,717.405</b>	<b>6,178.568</b>

**4 Inventories (as taken, valued and certified by the management)**

Particulars	As at 31.03.2023	As at 31.03.2022
(a) Raw materials	1,746.113	812.09
(b) Work-in-progress	1,083.175	573.39
(c) Finished goods	7,028.008	6,462.18
(d) Consumables Stores and Spares	1,567.922	2,076.17
<b>Total</b>	<b>11,425.218</b>	<b>9,923.84</b>

**5 Trade Receivables**

Particulars	As at 31.03.2023	As at 31.03.2022
<b>Current</b>		
Billed	20,262.181	20,014.967
Unbilled	-	-
<b>Total</b>	<b>20,262.181</b>	<b>20,014.967</b>

**6 Cash and Cash Equivalents**

Particulars	As at 31.03.2023	As at 31.03.2022
<b>Balances with Banks</b>		
In current Accounts	749.881	4,350.733
<b>Cash and Cash equivalents:</b>		
Cash on hand (as certified by the management)	29.980	193.145
<b>Total</b>	<b>779.861</b>	<b>4,543.878</b>

**7 Other Current Assets**

Particulars	As at 31.03.2023	As at 31.03.2022
<b>Unsecured, considered good</b>		
<b>i)Advances other than capital advances:</b>		
Advance to related parties	1,166.575	1,532.994
Advances to suppliers	1,293.391	285.906
Staff Advances	52.965	58.800
ii) Balances with Statutory & Govt authorities	251.117	660.899
iii) Others Current Assets	286.027	220.272
<b>Total</b>	<b>3,050.075</b>	<b>2,758.871</b>

**10 Non Current Borrowings**

Figures in '000

Particulars	As at 31.03.2023	As at 31.03.2022
<b>Secured:</b>		
Term Loans from Banks (Car Loans)	33,921.082	6,264.925
Less : Current Maturities of Long term Debt	1,339.823	1,345.500
<b>Total Secured Non Current Borrowings</b>	<b>32,581.259</b>	<b>4,919.425</b>
<b>Unsecured</b>		
Loans from related parties:	4.459	33,801.370
<b>Total Unsecured Non Current Borrowings</b>	<b>4.459</b>	<b>33,801.370</b>
<b>Total</b>	<b>32,585.718</b>	<b>38,720.795</b>



**Note: Terms of Repayment of Non Current Borrowings , Nature of Security and interest rate**

Borrowings	Repayment Terms EMI p.m	Security	Finance Charges	Maturity Date
<b>a) Term Loans from Banks</b> - ECL Financial Ltd	Loan from ECL Finance Ltd was repaid fully during the year.			
<b>b) Vehicle loans - Car Finance</b> Daimler Financial Services India Pvt Ltd Benz Car	109	Hypothecation of Vehicle	MCLR rate + Spread	18th July 2026
<b>c) Vehicle loans - Car Finance</b> KOTAK MAHINDRA PRIME LTD	22	Hypothecation of Vehicle	MCLR rate + Spread	05th Sep 2026
<b>d) Vehicle loans - Car Finance</b> Kotak Mahindra Prime Ltd - CF 17428590	15	Hypothecation of Vehicle	MCLR rate + Spread	05th Aug 2023

**Nature of Security:\***

All the banking facilities sanctioned by the Bank are primarily secured by extension of charge over all existing and future current assets/ moveable Fixed assets of the company and also further collaterally secured by:

- i). Collateral Security over residential properties located at Plot no 78, Peenya Industrial area, 3rd Stage ,Bangalore owned by Hindustan Tools Corporation for which Surendra Bhandari is the proprietor.
- ii). All the banking facilities are further personally guaranteed by two directors (Surendra Bhandari and Siddharth Bhandari)

\*\* The entire outstanding balance as on the reporting date has been disclosed under 'Current maturities of Non Current Borrowings'.

**11 Other Financial Liabilities(Non Current)**

Particulars	As at 31.03.2023	As at 31.03.2022
<b>Unsecured, Considered good</b>		
Security Deposits	2,253.883	2,425.100
<b>Total</b>	<b>2,253.883</b>	<b>2,425.100</b>

**12 Non Current Provisions**

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Employee Benefits	2,121.795	1,380.553
<b>Total</b>	<b>2,121.795</b>	<b>1,381</b>

**13 Deferred Tax Liability / (Assets):**

The balance comprises temporary differences attributable to :		Figures in '000	
Particulars	As at 31.03.2023		
<b>Deferred Tax Liabilities</b>			
Property, Plant and Equipment, Intangible assets	-320.000		
Financial assets at Fair value through other comprehensive income	-30.000		
<b>Deferred Tax assets</b>			
Attributable to:			
Expenses allowable for tax purposes when paid	-24.000		
Carry forward loss			
<b>Total DTL/(DTA)</b>	<b>374.000</b>		<b>-</b>

**Movement in Deferred tax liabilities**

Particulars	Property, Plant and Equipment and intangible assets	Financial assets at FVOCI	Expenses allowed for tax purposes when paid	On Carry forward of loss
<b>As at 31st March 2022</b>	60	123	-93.310	(89)
<b>Charged/(Credited)</b>				
- to Profit or Loss	(380)	-	69.310	463
- to Other Comprehensive Income	-	(153)	-	-
<b>As at 31st March 2023</b>	<b>(320)</b>	<b>(30)</b>	<b>-24.000</b>	<b>374</b>

**Note:**

On the basis of principle of prudence, deferred tax assets on unabsorbed losses and carry forward of losses have been recognised to the extent of that there is a reasonable certainty of their realisation.



**14 Borrowings**

Particulars	As at 31.03.2023	As at 31.03.2022
- Bank OD Axis Bank	5,344.287	5,002.926
The Overdraft Facility has been sanctioned on the security of Personal Property of promotor (Residential Apartment)*		
(i) Current maturities of Non Current Borrowings *	1,339.823	1,345.500
<b>Total</b>	<b>6,684.110</b>	<b>6,348.426</b>

\* Address of the Security: Flat No TF-6, 3rd Floor, Ratan Apartments, Corporation Nos. 34 and 34/1, Muthappa Block , Ganganahalli (Ganganagar), Division No 82, Bangalore.

**15 Trade Payables**

Particulars	As at 31.03.2023	As at 31.03.2022
- Dues of MSME *	-	-
- Others	3,067.940	6,671.788
<b>Total</b>	<b>3,067.940</b>	<b>6,671.788</b>

\* The company has not received any intimation from the suppliers regarding status under Micro, Small and Medium Enterprises Development Act, 2006(the Act) and hence disclosures regarding the same cannot be furnished in the financial statements. Further, the Company is making efforts to get the confirmation from the suppliers as regard their status under the act on the reporting date.

**16 Other Financial Liabilities (Current):**

Particulars	As at 31.03.2023	As at 31.03.2022
(i) Current maturities of Non Current Borrowings *	-	-
(ii) Other Payables		
a) Payable to employees	1,328.013	1,036.074
b) Advance from customers	133.800	
c) Creditors for expenses	2,369.172	1,524.209
<b>Total</b>	<b>3,830.985</b>	<b>2,560.283</b>

\* Details of Current maturities of long-term borrowings

Particulars	As at 31.03.2023	As at 31.03.2022
Loans from Banks (Refer note (10) for details)		
Vehicle loans - Car Finance (Refer note (10) for details)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**17 Provisions**

Figures in '000

Particulars	As at 31.03.2023	As at 31.03.2022
<b>Current</b>		
Provision for Employee benefits	251.024	756.204
<b>Total</b>	<b>251.024</b>	<b>756.204</b>

**18 Other Current liabilities**

Particulars	As at 31.03.2023	As at 31.03.2022
Statutory Liabilities	947.462	227.977
Others	119.752	-
<b>Total</b>	<b>1,067.214</b>	<b>227.977</b>


**19 Revenue from Operations**

Figures in '000

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
(a) Sale of Products - Finished goods	69,439.655	65,200.129
(b) Sale of Service	627.946	525.221
<b>Total</b>	<b>70,068</b>	<b>65,725</b>

**20 Other Income**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
(a) Interest Income	189.419	95.982
(b) Other non-operating income	3.228	22.454
(b) Sundry Creditors Wtetten off	-77.286	773.745
Currency Exchange (Gain)/Loss	279.003	20.071
<b>Total</b>	<b>394</b>	<b>912</b>

**21 Cost of Material consumed**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Opening stock of Raw Materials	812.093	539
Opening stock of consumables	2,076.174	1,687
Add: Purchase of Raw Materials & incidental expenses	23,855.658	20,806
Add: Purchases of Consumables	4,327.260	3,421
	<b>31,071</b>	<b>26,453</b>
Less: Closing stock of Raw Materials	1,746.113	812
Less: Closing stock of consumables	1,567.922	2,076
	<b>3,314</b>	<b>2,888</b>
<b>Raw material consumed</b>	<b>27,757</b>	<b>23,565</b>

**22 Changes in inventory of finished goods , work in Progress and Stock in Trade**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
(Increase)/Decrease in Stocks		
Inventories at the end of the year:		
Finished Goods	7,028.008	6,462.182
Work-in-Progress	1,083.175	573.390
Stock in Trade	-	-
<b>TOTAL A</b>	<b>8,111</b>	<b>7,036</b>
Less: Inventories at the beginning of the year		
Finished Goods	6,462.182	6,844.422
Work-in-Progress	573.390	729.301
Stock in Trade	-	-
<b>TOTAL B</b>	<b>7,036</b>	<b>7,574</b>
<b>Total Changes in inventory of finished goods , work in Progress and Stock in Trade (B-A)</b>	<b>(1,076)</b>	<b>538</b>

**23 Employee Benefit Expenses**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Salaries ,Wages & Bonus	13,656.687	13,672.190
Contribution to Provident and other funds		
i.Contribution to Provident fund	534.618	543.535
ii.Contribution to Employee State Insurance	146.455	140.745
Gratuity	247.586	288.480
Leave encashment	100.818	123.098
Staff welfare expenses	833.785	388.978
<b>Total</b>	<b>15,520</b>	<b>15,157</b>


**24 Finance Costs**

Figures in '000

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Finance Charges	2,278.654	1,774.869
Other Borrowing costs	219.547	875.362
<b>Total</b>	<b>2,498</b>	<b>2,650</b>

**25 Depreciation and Amortisation**

Particulars	Year ended 31st March 2022	Year ended 31st March 2021
Depreciation of Property, Plant and Equipment	7,632.587	5,997.792
Amortisation of Intangible assets	94.354	92.185
<b>Total</b>	<b>7,727</b>	<b>6,090</b>

**26 Other Expenses**

Particulars	Year ended 31st March 2022	Year ended 31st March 2021
Currency Exchange (Gain)/Loss		
Power and Fuel	710.396	3,340.169
Annual listing fees	300.000	300.000
Repairs and Maintenance – Plant and Machinery	609.347	547.922
Repairs and Maintenance – Building	349.115	660.902
Insurance	175.953	136.128
Donation	400.010	450.000
Rates and Taxes	110.242	0.310
Rent	253.181	222.870
Travelling & Conveyance Expenses	431.580	285.298
Statutory Audit fees	90.000	90.000
Bad Debts	1,008.672	
Postage and courier charges	717.564	769.744
Professional and consultancy charges	1,175.913	1,032.055
Printing & Stationary	18.181	8.257
Business Promotion expenses	75.883	681.486
Internet & Telephone Expenses	160.454	100.803
Transportation Charges	338.882	255.692
Security Charges	706.800	687.250
Rebate & Discounts	2.043	-
Other expenses	4,583.191	1,652.345
<b>Total</b>	<b>12,217</b>	<b>11,221</b>

**27 Exceptional items**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Loss on sale of Fixed asset	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**28 Taxes**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
<b>Current taxes</b>		
- Income Tax (MAT)	-	-
- Income Tax	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Deferred taxes</b>		
DTL (Reversal)	-	-
Deferred tax assets	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>-</b>	<b>-</b>

**30 Earnings Per Equity Share**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Profit/(loss) after tax	6,062	7,888
Weighted average number of equity shares	6,036,047	6,036,047
Basic and diluted earnings/(loss) per share(INR)	0.001	0.001
Face value per share(INR)	10	10



29.2 (i) **Contingent Liabilities and Commitments**

Figures in '000

Particulars	As at 31.3.2023	As at 31.3.2022
Bank Guarantees		-
On account of capital contracts remaining to be executed	-	-
VAT Interest demand	-	-
<b>Total</b>	-	-

Note : A Case has been filed with 1st Addl.Labour court by S V Govindraju against the company. Another case is filed with the labour office 1 by the union employees for protected workmen case. Apart from that one Writ Petition filed by Govindaraju for full back wages is pending before the Hon'ble High Court and the said case not listed for hearing from almost 2 years. No provision has been made in the books relating to this cases as the management is confident that matter will be decided in its favour.

29.2 (ii) **CIF value of Imports**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Raw Materials	-	-
<b>Total</b>	-	-

29.2 (iii) **Expenditure Incurred in foreign currency**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Travelling expenses	-	-
<b>Total</b>	-	-

29.2 (iv) **Details of Consumption and purchase**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
<b>a) Details of Raw Materials Consumed</b>		
<b>Total</b>	-	-
<b>b) Details of value of imported and indigenous material consumed</b>		
	<b>Imported</b>	<b>Imported</b>
Raw Materials and Stores and Spares	-	-
Percentage	0.00%	0.00%
	<b>Indigenous</b>	<b>Indigenous</b>
Raw Materials and Stores and Spares	27,757	23,565
Percentage	100.00%	100.00%
<b>Total</b>	<b>27,757</b>	<b>23,565</b>

29.2 (v) **Dividend Remitted in Foreign Exchange**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Dividend paid during the year	Nil	Nil
Number of Non Resident Shareholders	1	1
Number of equity shares held by such Non Resident Shareholders	392,699	392,699
Year to which the Dividend relates to	Nil	Nil

29.2 (vi) **EARNINGS IN FOREIGN CURRENCY**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Revenue from exports on FOB basis	-	1,574



29.2 (vii) Earnings per Share

Figures in '000

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
<b>(a) Basic earnings per share</b>		
Profit after tax	6,061,787	7,887,779
Weighted average number of shares outstanding	6,036,047	6,036,047
<b>Basic EPS</b>	<b>1.00</b>	<b>1.31</b>
<b>(b) Diluted earnings per share</b>		
Profit after tax	6,061,787	7,887,779
Weighted average number of shares outstanding	6,036,047	6,036,047
Add: Weighted average number of potential equity shares	-	-
Weighted average number of shares outstanding for diluted EPS	6,036,047	6,036,047
<b>Diluted EPS</b>	<b>1.00</b>	<b>1.31</b>
Face value per share of Rs 10/-		

29.2 (viii) EMPLOYEE BENEFITS

The details required under Ind AS 19 – Employee Benefits are as follows;

The Employees' Gratuity Fund Scheme managed by the Hittco Tools Employees Group Gratuity Fund Trust is a defined benefit plan. The present value of the obligation is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to build up the final obligation.

Particulars	As at 31.3.2023	As at 31.3.2022
<b>Present value of Defined benefit obligation</b>		
Obligations at Period beginning	1,237	2,036
Service cost	167	178
Interest cost	81	111
Actuarial (Gain) / Loss	260	(471)
Benefits paid	(378)	(616)
<b>Obligations at Period at the end of the year</b>	<b>1,367</b>	<b>1,237</b>
Defined benefit obligation liability, on account of gratuity, as at the Balance Sheet date has not been funded.		
<b>Fair value of plan assets</b>		
Plan assets at period beginning at fair value		
Expected return on plan assets		
Actuarial (Gain) / Loss		
Employers' Contributions	378	616
Benefits paid	(378)	(616)
<b>Plan assets at period end at fair value</b>	<b>-</b>	<b>-</b>
<b>Assets/liabilities recognised in the balance sheet</b>		
Fair value of plan assets at period end	-	-
Asset / (Liability) recognised in the balance sheet	(1,367)	(1,237)
<b>Significant estimates: actuarial assumptions and sensitivity</b>		
Discount rate	7.35%	6.85%
Estimated salary escalation rate	5.00%	5.00%
	100% of IALM 2012-14	100% of IALM 2012-14
Mortality rate		
Withdrawal rate	7.00%	7.00%
<b>Gratuity expenses recognised in 'other comprehensive income' (net of taxes)</b>	<b>(130)</b>	<b>(471)</b>
<b>Gratuity Expenses recognised in the Profit or Loss</b>	<b>248</b>	<b>288</b>



For the financial year 2022-23		Figures in '000
Item / Change in assumptions		Impact in case of increase in assumption
Discount rate / 0.50 %		(169)
Salary inflation rate / 1%		(89)
Withdrawal rate / 5%		(126)

**29.2 (ix) SEGMENT REPORTING**

The Company is primarily engaged in one segment of manufacture and sale of Machine tools, accordingly there is only one operating segment. Hence disclosures for operating segment, as envisaged in Ind AS 108 on segment reporting as notified under section 133 of the companies act, is not applicable.

**29.2 (x) Managerial Remuneration (including employer contribution to Provident fund where ever applicable)**

Particulars	Remuneration	
	FY: 2022-23	FY: 2021-22
Rajib Gosh Roy - Chief Executive Officer	1,602	1,350
Shalini Kashyap - erstwhile Company Secretary	-	318
Preeti - erstwhile Company Secretary	231	-
Nidhi Kumari - erstwhile Company Secretary**	117	-
Priya Malhotra - Company Secretary*	140	-
Surendra Bhandari - Managing Director	-	600
Yashvardhan - CFO	1,262	630
<b>Total</b>	<b>3,353</b>	<b>2,898</b>



As the future liability of Gratuity and leave encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the Directors is not ascertainable and therefore not included in above.

\* Till July 2022

\*\* From August to October 2022

**29.2 (xi) Derivative instruments and unhedged foreign currency exposure**

**Particulars of unhedged foreign currency exposures as at the reporting date**

Particulars	31.3.2023	31.3.2022
Trade Payables	Nil	Nil
Trade Receivable	Nil	Nil

**29.2 (xii) Disclosure of dues/payments to Micro and Small enterprises to the extent such enterprises are identified by the company.**

The company has not received any intimation from the suppliers regarding status under Micro, Small and Medium Enterprises Development Act, 2006(the Act) and hence disclosures regarding the same cannot be furnished in the financial statements. Further, the Company is making efforts to get the confirmation from the suppliers as regard their status under the act on the reporting date.

**29.2 (xiv)** In the Opinion of Board of Directors, Advances to related parties, security deposits have atleast the realizable value as stated in the Balance Sheet.

**29.2 (xv)** Confirmation of balances - balances of Trade receivables, Advances from Customers , Advances to suppliers and other advances if any and 'Other Financial liabilities' are subject to confirmation from respective parties.

**29.2 (xv)** Pursuant to IND AS 109- Impairment of assets, the Company assessed its fixed assets for impairment as at 31st March 2022 and concluded that there has been no significant impaired fixed asset that needs to be recognised in the books of accounts.

**29.2 (xvi) Auditors' Remuneration (Excluding Service Tax/GST)**

Figures in '000

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
For Statutory Audit	90	90
For Tax Audit	-	-
For Other Services	-	-
<b>Total</b>	<b>90</b>	<b>90</b>



29.2 (xvii) TRANSACTIONS WITH RELATED PARTIES (as identified by the Company)

Description of the nature of transaction	Year ended 31st March 2023	Year ended 31st March 2022
<b>Remuneration paid</b>		
Rajib Gosh Roy	1,602	1,350
Shalini Kashyap - erstwhile Company Secretary	-	318
Preeti - Company Secretary	231	-
Nidhi Kumari - Company Secretary**	117	-
Priya Malhotra - Company Secretary*	140	-
Surendra Bhandari	-	600
Yashvardhan	1,262	630
<b>Interest on Loan</b>		
BE1 Global Tech Private Limited	-	548
<b>Donation Given</b>		
Ananth Bhandari Trust	450	450
<b>Total</b>	<b>3,803</b>	<b>3,896</b>
<b>Non-current Borrowings from related parties received/(paid)</b>		
BE1 Global Tech Private Limited	-	38,700
BE1 Global Tech Private Limited	(1,906)	(36,794)
Sidharth Bhandari	10	35,225
Sidharth Bhandari	(31,906)	(3,329)
<b>Total</b>	<b>(33,801)</b>	<b>33,801</b>
<b>Advances received from related parties</b>		
HTC Properties LLP	-	-
B I Holdings (Bangalore) LLP	-	-
Surendra Bhandari	-	-
Sidharth Bhandari	-	-
<b>Total</b>		-
<b>Advances paid/(Received) to the related parties</b>		
IEM International Private Limited		1,167
BI Realtors LLP		(26)
HTC Properties LLP		413
HTC Properties LLP		(47)
HTC Tools and Trading Co		
Sidharth Bhandari		
Surendra Bhandari		
<b>Total</b>	-	<b>1,507</b>
<b>Balances Outstanding as on the reporting dates</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
<b>Advances Receivable at Year end</b>		
IEM International Private Limited	8	1,167
BI Holding LLP	(4)	(4)
HTC Properties LLP	-	366
Sidharth Bhandari	-	(31,896)
BE1 Global Tech Private Limited	-	(1,906)
<b>Total</b>	<b>3</b>	<b>(32,273)</b>
<b>Creditors for expenses</b>		
BI Realtors LLP	-	-
<b>Total</b>	-	-



**List of related parties and relationship:**

<b>Key Management Personnel</b>	<b>Associates / Other related party ( Parties under common control)</b>
Surendra Bhandari - Managing director Rajib Gosh Roy - CEO Priya Malhotra - Company Secretary* Nidhi Kumari - Company Secretary** Preeti - Company Secretary Madhu Bhandari Sidharth Bhandari Yashvardhan Bhandari - CFO	HTC Properties LLP Fotoset Trading Private Limited Hitech Prints (India) Private Limited Hittco (Thailand) Ltd Hittco Properties LLP IEM International Private Limited BI Holdings (Banglore) LLP BI Realtors LLP BE1 Global Tech Private Limited

\* Till July 2022

\*\* From August to October 2022

Note: Certain transactions were awaiting Board approval on the reporting date.

29.2 (xviii) Company has not provided any provision for current tax as the company are not liable to pay tax u/s 115BAA after considering bought forward unabsorbed depreciation .

29.2 (xviii) Previous period figures have been regrouped / reclassified wherever necessary to conform to the current period classification / disclosure.

**For and on behalf of the Board of Directors of  
HITTCO TOOLS LTD**

**SD/-**  
**Surendra Bhandari**  
Managing Director  
DIN: 00727912

**SD/-**  
**Sidharth Bhandari**  
Director  
DIN: 00237174

For Bothra Nirmal Associates  
Chartered Accountants  
Firms' Registration No.322103E

**SD/-**  
**Yashvardhan Bhandari**  
Director & CFO  
DIN: 06688573

**SD/-**  
**Rajib Ghosh Roy**  
CEO

**SD/-**  
**Preeti Saxena**  
CS

**SD/-**  
**CA Nirmal Kumar Bothra**  
Membership No.052248  
UDIN: 23052248BGXNLH4388

Place: Bengaluru  
Date: 30/05/2023

### 30 Financial Instruments

#### Disclosure of Financial Instruments by Category

Financial instruments by categories	31.03.2023			31.03.2022		
	FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
<b>Financial asset</b>						
Trade Receivables	-	-	20,262	-	-	20,015
Cash and cash equivalents	-	-	780	-	-	4,544
Other Financial assets	-	-	13,717	-	-	6,179
<b>Total Financial Assets</b>	-	-	<b>34,759</b>	-	-	<b>30,737</b>
<b>Financial liability</b>						
Borrowings	-	-	32,586	-	-	38,721
Trade payables	-	-	3,068	-	-	6,672
Other Financial liabilities	-	-	2,254	-	-	2,425
<b>Total Financial Liabilities</b>	-	-	<b>37,908</b>	-	-	<b>47,818</b>

#### Default and Breaches

There are no defaults with respect to payment of principal, interest and no breaches of the terms and conditions of the Loans taken from Banks and financial institutions.

There are no breaches during the year which permitted lender to demand accelerated payment.

### 31 Fair Value Hierarchy

Management considers that the carrying amount of those financial assets and financial liabilities, that are not subsequently measured at fair value, in the financial statements approximate their fair values

For financial instruments that are subsequently measured at fair value, their fair value measurement is grouped into Levels 1 to 3 based on the following fair value hierarchy

Level 1 :quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 :inputs other than quoted prices included within level 1, that are observable for the asset or liability, either directly (i.e as a price) or indirectly (i.e derived from prices)

Level 3:derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs)

There are no financial instruments measured at Level 1, Level 2, Level 3 of Fair Value Hierarchy as at reporting date

The carrying amounts of financial instruments carried at amortized cost i.e Trade receivables, Cash and Cash equivalents, other financial assets, Borrowings, other financial liabilities and trade payables are considered to be the same as their fair values, due to their short term nature

#### Fair Valuation techniques

##### Fair value of financial assets and liabilities measured at amortized cost

Trade receivables, cash and cash equivalents, borrowings, trade payables, other financial assets, other financial liabilities are financial instruments with carrying values that approximate fair value. If measured at fair value in the financial statements, these financial instruments would be classified as level 3 in the fair value hierarchy

**32 Asset pledged as security**

The Carrying amounts of assets pledged as security for current and non current borrowings are :

Figures in '000		
Particulars	31.03.2023	31.03.2022
<b>Non Financial Asset</b>		
Property, Plant & Equipment	34,252	41,766
<b>Financial Asset</b>		
Cash and Cash Equivalents	780	4,544
Inventories	11,425	9,924
Trade Receivables	20,262	20,015
<b>TOTAL</b>	<b>66,719</b>	<b>76,249</b>

**Notes:**

1) The Banking facilities sanctioned by the ECL Finance Ltd on Security of Pledge of the assets, was fully repaid during the year. And the Closing letter also received from the concerned financial institution by discharging the Pledge against the Financial and Non Financial Assets of the Company.

2) As on Year end all the Financial and Non Financial assets are free from the Pledge.

**Hittco Tools Ltd****Notes to Financial Statements For the year ended March 2023****33 Financial Risk Management**

The company's activities expose it variety of financial risks : Market risk, Credit risk and Liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

**A) Market risk**

The market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Market risk comprises three types of risk: Foreign currency risk, interest rate risk and other price risk.

**i Foreign Currency Risk**

The company is not exposed to foreign currency risk as it has no borrowings in foreign currency and also the company doesn't have any receivable or payable amounts in foreign currency.

**ii Cash flow and fair value Interest rate risk**

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Interest risk arises to the company mainly from Long term borrowings, bank overdrafts with variable rates. The company measures risk through sensitivity analysis.

**The company's exposure to interest rate risk due to variable interest rate borrowings is as follows:**

Particulars	31.03.2023	31.03.2022	31.03.2021
Long term Borrowings	32,581	4,919	33,781
Bank overdrafts	6,684	6,348.1	-
<b>Total</b>	<b>39,265</b>	<b>11,268</b>	<b>33,781</b>

**Sensitivity analysis**

Interest Rate Risk Analysis	Impact on profit/ loss after tax		
	FY 2022-23	FY 2021-22	FY 2020-21
Increase or decrease in interest rate by 1% for Long term borrowings	326	49	338
Increase or decrease in interest rate by 1% for Bank overdrafts	67	63	-
<b>Total</b>	<b>393</b>	<b>113</b>	<b>338</b>

**Note: Profit will increase in case of decrease in interest rate and vice versa**

iii **Price risk**

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

The company is not exposed to price risk as there are no investments .

B) **Liquidity risk**

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due.

Liquidity risk arises in situations where the company has difficulties in obtaining funding

The company manages its liquidity risk by continuously monitoring rolling forecasts of the company's liquidity requirements , actual cash flows available and the due date of financial assets and liabilities

The company is exposed to liquidity risk due to bank borrowings, trade payables, other financial liabilities

**The following are the contractual maturities of Financial liabilities :-**

The amounts disclosed in the tables are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amount as the impact of discounting is not significant

As at March 31, 2023	Carrying Amount	Contractual maturities of financial liabilities			
		upto 1 year	1 - 2 years	2 - 5 years	5 years
<b>Non Derivative Financial Liability</b>					
Borrowings	33,921	1,340	1,363	31,218	-
Other Financial Liabilities	3,831	3,831	-	-	-
<b>Total Non derivative Financial liabilities</b>	<b>37,752</b>	<b>5,171</b>	<b>1,363</b>	<b>31,218</b>	<b>-</b>

Trade Payables	As at March 31, 2023					As at March 31, 2022			
	Carrying Amount	upto 1 year	1 - 2 years	2 - 3 years	>3 years	upto 1 year	1 - 2 years	2 - 3 years	>3 years
MSME	-	-	-	-	-	-	-	-	-
Trade payables for Goods and Expenses	5,437	5,208	27	6	196	6,333	54	1,036	774
Disputed Dues - MSME	-	-	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-	-	-
	<b>5,437</b>	<b>5,208</b>	<b>27</b>	<b>6</b>	<b>196</b>	<b>6,333</b>	<b>54</b>	<b>1,036</b>	<b>774</b>

Contractual maturities of financial liabilities					
As at March 31, 2022	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
<b>Non Derivative Financial Liability</b>					
Borrowings	6,265	1,345	1,338	3,581	-
Other Financial Liabilities	2,560	2,560	-	-	-
<b>Total Non derivative Financial liabilities</b>	<b>8,825</b>	<b>3,905</b>	<b>1,338</b>	<b>3,581</b>	<b>-</b>

**C) Credit risk**

Credit risk is the risk that a counter party will default on its contractual obligations resulting in financial loss to the company. Credit Risk encompasses of both ,the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Credit risk arises from cash and cash equivalents , deposits with banks and financial institutons, as well as credit exposure to Trade receivables.

The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the financial statements

The company's major class of financial assets are cash and cash equivalents ,term deposits and trade receivables

For Banks and financial institutions, only high rated banks/Financial institutions are accepted.

Company's Credit Risk arises principally from Trade Receivables.

**Trade Receivables:**

Trade receivables are primarily short term receivables from customers which arise in the normal course of business.

Credit worthiness of Customers are being assessed before making sales to the customers

The outstanding Trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

The history of trade receivables shows a negligible allowance for bad and doubtful debts.

Accordingly, no Provision is made for Bad and doubtful debts during the Financial years 2022-23.

As per the informations and explanations given to us the company does not have any MSME debtors during the year

Trade Receivables	As at March 31, 2023					As at March 31, 2022			
	Carrying Amount	upto 1 year	1 - 2 years	2 - 3 years	> 3 years	upto 1 year	1 - 2 years	2 - 3 years	> 3 years
(i) Un Disputed Trade Receivables- Considered good	20,262	17,558	484	477	1,742	15,645	897	372	3,102
(ii) Un Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-	-	-
(iii) Un Disputed Trade Receivables- Credit impaired	-	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- Considered good	-	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables- Credit impaired	-	-	-	-	-	-	-	-	-
	<b>20,262</b>	<b>17,558</b>	<b>484</b>	<b>477</b>	<b>1,742</b>	<b>15,645</b>	<b>897</b>	<b>372</b>	<b>3,102</b>

d) **Capital management**

(a) **Risk management**

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders , benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure , the company may issue new shares or sell assets to reduce debt

The company periodically reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements and capital efficiency of the company , prevailing and projected profitability , projected operating cash flows, and projected capital expenditures.

In order to maintain or adjust the capital structure , the company may use internal funding to reduce debt.

(b) **Dividends**

No Dividends have been issued/Proposed by the company during the last 3 financial years(F.Y. 2022-23,F.Y.2021-22, F.Y 2020-21.)

e) **Analytical Ratios**

Ratio	Numerator	Denominator	Current Year	Previous Year	% of Vaiance	Explanation for variance
Current Ratio	35,891.33	14,901.14	2.41	2.25	7%	Variance less than 25%
Debt Equity Ratio	32,585.72	65,103.66	0.50	0.59	-16%	Variance less than 25%
Debt Service Coverage ratio	13,788.73	2,498.20	5.52	5.27	5%	Variance less than 25%
Return on Equity Ratio	6,191.93	32,517.94	0.19	0.28	-32%	Variance less than 25%
Inventory Turnover Ratio	11,425.22	70,067.60	0.16	0.15	8%	Variance less than 25%
Trade ReceivablesTurnover ratio	20,262.18	70,067.60	0.29	0.30	-5%	Variance less than 25%
Trade Payables Turnover ratio	3,067.94	70,067.60	0.04	0.10	-57%	Decrease in Creditors
Net Capital Turnover Ration	70,067.60	32,517.94	2.15	2.48	-13%	Variance less than 25%
Net Profit Ratio	5,817.93	70,067.60	0.08	0.11	-26%	Increase in net profit
Return of Capial Employed	8,096.58	69,479.34	0.12	0.14	-19%	Variance less than 25%
Return on Investment		-	-	-	0%	N.A.



TWENTY-NINETH ANNUAL REPORT

STATEMENT OF CHANGES IN EQUITY

Name of the Company- Hitco Tools Limited  
Statement of Changes in Equity for the period ended 31st March 2023

	Issued and paid up capital at 01st April 2018	Changes in equity share capital during the year 2018-19	Balance at 31st March 2019	Changes in equity share capital during the year 2019-20	Balance at 31st March 2020	Changes in equity share capital during the year 2020-21	Balance at 31st March 2021	Changes in equity share capital during the year 2021-22	Balance at 31st March 2022	Changes in equity share capital during the year 2022-23	Balance at 31st March 2023
<b>A. Equity Share Capital</b>	63,206,970	-	63,206,970	-	63,206,970	-	63,206,970	-	63,206,970	-	63,206,970
<b>Total Equity Share Capital</b>	63,206,970	-	63,206,970	-	63,206,970	-	63,206,970	-	63,206,970	-	63,206,970
<b>B. Other Equity</b>											
			Reserves and Surplus								
Particulars	Share application money pending allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium Reserve	Other Reserves	Retained Earnings	Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Revaluation Surplus	Other items of Other Comprehensive Income	Total of Other Equity
Balance at the 01st April 2018	-	-	3,000,000	13,200,000	-	(50,863,337)	-	-	-	-	(34,663,337)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-
Other Comprehensive Income for the year	-	-	-	-	-	(642,023)	-	-	-	-	(642,023)
Dividends	-	-	-	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	1,540,368	-	-	-	-	1,540,368
Balance at the 31st March 2019	-	-	3,000,000	13,200,000	-	(49,964,991)	-	-	-	-	(33,764,991)
Balance at the 31st March 2019	-	-	3,000,000	13,200,000	-	(49,964,991)	-	-	-	-	(33,764,991)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-
Other Comprehensive Income for the year	-	-	-	-	-	(227,315)	-	-	-	-	(227,315)
Dividends	-	-	-	-	-	-	-	-	-	-	-
Profit /loss for the year	-	-	-	-	-	(8,505,705)	-	-	-	-	(8,505,705)
Balance at the 31st March 2020	-	-	3,000,000	13,200,000	-	(58,698,012)	-	-	-	-	(42,498,012)
Balance at the 31st March 2020	-	-	3,000,000	13,200,000	-	(58,698,012)	-	-	-	-	(42,498,012)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-
Other Comprehensive Income for the year	-	-	-	-	-	50,974	-	-	-	-	50,974
Dividends	-	-	-	-	-	-	-	-	-	-	-
Profit /loss for the year	-	-	-	-	-	(2,191,584)	-	-	-	-	(2,191,584)
Balance at the 31st March 2021	-	-	3,000,000	13,200,000	-	(60,838,622)	-	-	-	-	(44,638,622)
Balance at the 31st March 2021	-	-	3,000,000	13,200,000	-	(60,838,622)	-	-	-	-	(44,638,622)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-
Changes in Employee benefits expenses	-	-	-	-	-	471,295	-	-	-	-	471,295
Other Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-
Profit /loss for the year	-	-	-	-	-	7,416,509	-	-	-	-	7,416,509
Balance at the 31st March 2022	-	-	3,000,000	13,200,000	-	(52,950,818)	-	-	-	-	(36,750,818)
Balance at the 31st March 2022	-	-	3,000,000	13,200,000	-	(52,950,818)	-	-	-	-	(36,750,818)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-
Other Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-
Profit /loss for the year	-	-	-	-	-	6,191,929	-	-	-	-	6,191,929
Balance at the 31st March 2023	-	-	3,000,000	13,200,000	-	(46,758,889)	-	-	-	-	(30,558,889)

The accompanying notes are an integral part of these financial statements

For and on behalf of the Board of Directors of  
HITCO TOOLS LIMITED

This is the statement of changes in equity referred to in our report of even date

SD/-  
Surendra Bhandari  
Managing Director  
DIN: 00727912

SD/-  
Sidharth Bhandari  
Director  
DIN: 00237174

For Bothra Nirmal Associates  
Chartered Accountants  
Firm's Registration No. 322103E

SD/-  
Yashvardhan Bhandari  
Director & CFO  
DIN: 0688573

SD/-  
Rajto Ghosh Roy  
CEO

SD/-  
Preeti Sakena  
CS

SD/-  
CA Nirmal Kumar Bothra  
Membership No. 052248  
UDIN: 23052248BGXNH4388

Place: Bengaluru  
Date: 30/05/2023