



Hittco Tools Ltd.

30th Annual Report

2023-2024

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. Surendra Bhandari (Chairman and Managing Director)
Mrs. Madhu Bhandari (Director)
Mr. Sidharth Bhandari (Director)
Mr. Satish Ramarao Shimoga (Independent Director)
Mr. Rajeev Gobindram Hassanand (Independent Director)
Mr. Biligere Shekar Prakash (Independent Director)
Mr. Vikram Gupta (Independent Director)
Mr. Rajeev Shantilal Desai (Independent Director)
Mr. Yash Vardhan Bhandari (Whole time Executive Director)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Sarita Kirnani
(Appointed w.e.f 31/08/2023)

STATUTORY AUDITORS

M/s. Bothra Nirmal Associates
Chartered Accountant

REGISTERED OFFICE:

78/B, III Phase,
Peenya Industrial Area
Bangalore – 560 058

FACTORY:

#78/B, III Phase,
Peenya Industrial Area
Bangalore – 560 058

REGISTER AND SHARE TRANSFER AGENT:

Cameo Corporate Services Limited
“Subramanian Building”
No. 1, Club House Road,
Chennai – 600 002
Tel: 044 – 28460390
Email Id: cameo@cameoindia.com

Bankers:

Kotak Mahindra Bank Ltd.
IndusInd Bank Ltd.
State Bank of India
HDFC Bank Ltd.
Axis Bank Ltd.

AUDIT COMMITTEE:

Mr. Satish Ramarao Shimoga
Mr. Surendra Bhandari
Mr. Rajeev Gobindram Hassanand

NOMINATION AND REMUNERATION COMMITTEE:

Mr. Satish Ramarao Shimoga
Mrs. Madhu Bhandari
Mr. Rajeev Gobindram Hassanand

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Mr. Satish Ramarao Shimoga
Mr. Surendra Bhandari
Mr. Rajeev Gobindram Hassanand

NOTICE

Notice is hereby given that the 30th Annual General Meeting of Members of HITCO TOOLS LIMITED will be held on Monday, 30th September, 2024 at 11:00 A.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 31ST 2024, 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 31st March, 2024 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. Sidharth Bhandari (DIN: 00237174), who retires by rotation and being eligible, offer himself for re-appointment.**

To consider and, if thought fit, to pass with or without modification 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. Sidharth Bhandari (DIN: 00237174), 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.”

- 3. To appoint M/s. DTSB & ASSOCIATES, Chartered Accountants (Firm Registration No 329277E) as Statutory Auditors of the Company and to fix their remuneration.**

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of directors, M/s. DTSB & ASSOCIATES, Chartered Accountants (Firm Registration No 329277E), be and hereby appointed as the Statutory Auditors of the Company for a period of Five years i.e. from the Financial Year 2024-2025 to Financial Year 2028-2029 to hold office till the conclusion of the Annual General Meeting of the Company for the Financial Year 2028-2029, on

a remuneration as may be mutually decided by the Board of Directors of the Company and Auditors.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. Appointment of M/s. M/s. DTSB & Associates, Chartered Accountants, as Statutory Auditors of the Company to fill the casual vacancy caused due to the Resignation of M/s. Bothra Nirmal Associates, Chartered Accountants.

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s) or amendment (s) thereto, re-enactment thereof for the time being in force) consent of the Members of the Company be and is hereby accorded for appointment of M/s. DTSB & Associates, Chartered Accountants, registered with the Institute of Chartered Accountants of India vide Firm Registration No. 329277E as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Bothra Nirmal Associates, Chartered Accountants, (Firm Registration No 322103E) for the financial year ended March 31, 2024, on a remuneration as may be mutually decided by the Board of Directors of the Company and Auditors.

“RESOLVED FURTHER THAT any director of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Appointment of Shri Rajeev Gobindram Hassanand (DIN: 02192261) as an Independent Director of the Company**

To consider and pass the following resolution as a Special Resolution: -

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Shri Rajeev Gobindram Hassanand (DIN: 02192261) who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for

a term of 5 (five) consecutive years, i.e., up to 11th June, 2029, be and is hereby approved;

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

6. Appointment of Shri Rajeev Shantilal Desai (DIN: 01551603) as an Independent Director of the Company

To consider and pass the following resolution as a Special Resolution: -

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Shri Rajeev Shantilal Desai (DIN: 01551603) who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., up to 11th June, 2029, be and is hereby approved;

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

7. To alter object clause of the memorandum of the company –

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for alteration of object clause:

“RESOLVED THAT pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to confirmation of the Registrar of Companies, the approval of the Members be and is hereby accorded to alter object clause of Memorandum of Association by adding the following new sub-clauses 5, 6, 7, 8, 9 and 10 after the existing sub-clause 4 in Clause III.A –

- 5) To carry on the business as hoteliers, hotel proprietors, hotel managers and operators, refreshment contractors and caterers, restaurant keepers, refreshment room, proprietors, milk and snack bar proprietors, café and tavern proprietors, lodging house proprietors, ice cream merchants, sweetmeat merchants, milk manufacturers and merchants, bakers, confectioners, professional merchants, licensed victuallers, wine and spirit merchants, blenders and bottlers.

- 6) To purchase the lands and premises now and to purchase, take on lease or otherwise acquire lands, buildings or elsewhere for the business of hotels, restaurants, snack bars, café, ice cream parlour, dairy products, confectionaries and allied food products and to sell and let the lands of the company or to use the same or any part thereof, or to acquire and use other lands for the construction of hotels, restaurants and entertainment centres, amusements parks with or without shopping plaza etc.
- 7) To acquire land by purchase, lease or otherwise and to develop the same for residential, industrial, commercial purposes and to dispose them off by way of sale, lease or otherwise and to act as land developers, promoters, landscape planners, civil/layout consultants and /or to exploit, deal in properties, any interest, rights, privileges therein in any part of the world.
- 8) To carry on in India or in any part of the world, the business of civil engineers, structural engineers, property developers, civil constructions such as flyovers, dams, bridges etc., promoters and developers of commercial and residential complexes, city planners, residential layout developers, civil engineering projects, consultancy in civil engineering projects, construction works, architecture.
- 9) To generate, accumulate, transmit, distribute, purchase, sell and supply electric power or any other energy from conventional/non-conventional energy by Bio-Mass, Hydro, Thermal, Gas, Air, Diesel oil, or through renewable energy sources, Wind mill or another means/ source on a commercial basis and to construct, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipments, cables, wires, lines, accumulators, lamps, and works and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring Power plants and Plants based on conventional or non-conventional energy source, thermal power plants, atomic power plants, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops.
- 10) To carry on business as manufacturers, producers, processors, makers, convertors, assemblers, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, packers, movers, stockists, agents, sub agents, merchants, distributors, consignors, jobbers, brokers, or otherwise deal in all apparatuses and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity and to light cities, towns, streets, docks, markets, theatres, buildings and places, both public and private, and to act as suppliers and dealers in electrical and other appliances.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including making applications for such approvals / consents, as may be required, and

to accept any modification(s), amendment(s), if any, which may be specified by the statutory and regulatory authorities without being required to seek any further approval of the members and the members shall be deemed to have given their approval thereto expressly by authority under this Resolution.”

8. To approve increase in authorised share capital of the company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for increase in authorised share capital:

“RESOLVED THAT pursuant to Section 13, Section 61 (1) (a) and Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications and re-enactments thereof) for the time being in force and rules framed thereunder and in accordance with the Articles of Association of the company, consent of members of the company be and is hereby accorded to increase the authorised share capital of the company from Rs 7,00,00,000/- (Rupees Seven Crore) divided into 70,00,000 (Seventy Lakh) equity shares of face value of Rs. 10 (Rupees Ten) each to Rs 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of face value of Rs. 10 (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to section 13 read with section 61 (1) (a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the shareholders of the Company , in terms of section 13 and section 61 of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and replaced, be as under: -

“V. The authorised share capital of the Company is Rs 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of face value of Rs. 10 (Rupees Ten) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

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

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

**Date: 05/09/2024
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 3 and special business under item Nos. 4, 5, 6, 7 and 8 of the accompanying Notice of the AGM, is annexed hereto. The Board of Directors of the Company at its meeting held on 05.09.2024 considered that the special business under item Nos. 4, 5, 6, 7 and 8 being considered unavoidable, be transacted at the 30th AGM of the Company.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 28TH 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., pcsmanjeet@gmail.com with a copy marked to 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 cs@hittco.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 30TH 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 cs@hittco.com. atleast 7 days in advance before the start of the meeting i.e., by 23rd September, 2024. 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, on the website of the Stock Exchanges i.e. BSE Limited at 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.

15. **Central Depository Services Limited** ("CDSL") will be providing facility for voting through remote e-Voting, for participation in the 30th AGM through VC/OAVM Facility and e-Voting during the 30th 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
- (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 September 24rd, 2024 to 30th September, 2024 (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@hittco.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 Friday, September 27, 2024 and ends at 5.00 PM (IST) on Sunday, September 29, 2024. During this period, Members holding shares either in physical or dematerialized form as on the Cut-off / Record Date i.e., Monday, September 23, 2024, 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 30th 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 CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholder	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by

<p>s holding securities in demat mode with NSDL</p>	<p>typing the following URL: https://eservices.nSDL.com. 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/. 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 & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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	Members facing any technical issue in login can contact CDSL helpdesk by sending a

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

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

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.
- 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 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:

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

- 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 and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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. 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 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 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 30TH AGM by email and holds shares as on the cut-off date i.e. 23rd September 2024 may obtain the User ID and password by sending a request to the CDSL at mail id 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 30th 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 – 4

Appointment of M/s DTSB & Associates, Chartered Accountants, as Statutory Auditors of the Company to fill the casual vacancy caused due to the Resignation of M/s Bothra Nirmal Associates Chartered Accountants.

M/s. Bothra Nirmal Associates, Chartered Accountants, had tendered their resignation vide letter dated September 5, 2024, as the Statutory Auditor of the Company for the accounting year 2024-25 and this resignation has resulted into a casual vacancy in the office of the Statutory Auditors of the Company.

As per Section 139(8) of the Companies Act, 2013, appointment of the new auditor shall be approved by the Company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item no. 4 of the Notice, except to the extent of their shareholding in the Company.

The Board of Directors recommends the proposed resolution for the approval of the Members of the Company.

Item No – 5

Mr. Rajeev Gobindram Hassanand (DIN: 02192261), was appointed as an Additional Independent and Non-Executive Director of the company by the Board of Director of the Board Meeting of the company held on 12th June, 2024 pursuant to section 161 of the companies act, 2013. Pursuant to section 161 of the companies

act, 2013, the above director hold office up to the date of ensuring annual General Meeting of the company.

The Board is of view that appointment of Mr. Rajeev Gobindram Hassanand (DIN: 02192261), on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 5 for approval by the members of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an Special resolution.

Item No – 6

Mr. Rajeev Shantilal Desai (DIN: 01551603), was appointed as an Additional Independent and Non-Executive Director of the company by the Board of Director of the Board Meeting of the company held on 12th June, 2024 pursuant to section 161 of the companies act, 2013. Pursuant to section 161 of the companies act, 2013, the above director hold office up to the date of ensuring annual General Meeting of the company.

The Board is of view that appointment of Mr. Rajeev Shantilal Desai (DIN: 01551603), on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 6 for approval by the members of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an Special resolution.

Item 7: -

The company proposes to enter into new business activities in the hotel and hospitality industry, Real Estate and Renewable Energy business, as more specifically set out in the resolution.

To enable the Company to carry out the aforesaid activities, it is proposed to alter the Objects Clause of the Memorandum of Association (“MOA”) by insertion of new sub-clauses 5, 6, 7, 8, 9 and 10 in the Clause III.A. of the MOA as set out in the resolution at Item No. 2 of this Notice.

In accordance with the provisions of Section 13 of the Companies Act, 2013 (“Act”) alteration of the Objects Clause of the MOA requires approval of the members of the Company by passing a special resolution.

Accordingly, approval of the members is sought for alteration of the Objects Clause of the MOA of the Company as set out in the resolution at Item No. 2 of this Notice.

The aforesaid alterations, if approved by the members, shall be registered by the Registrar of Companies, Karnataka, Bangalore (“ROC”) as per the provisions of the Act with such modifications, as may be advised by the ROC.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 2 of this Notice for approval by the members.

Item 8: -

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from ---- ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members in general meeting u/s 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above special resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in 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. Sidharth Bhandari
DIN	00237174
Date of Birth	17.02.1972
Date of Appointment	04.01.1995
Qualification	B. E. in Industrial Production
Expertise in specific functional areas	He possesses good business sense and administrative capabilities and having experience of more than twenty-five years of Building and developing strong relationships within the industry and has been involved in the operations of the manufacturing Company over a long period of time
List of other Listed Companies in which Directorship held (excluding in Foreign companies)	NIL
Chairman/Member of Committees	NIL
Details of shareholding (both	392699

own or held by/for other persons on a beneficial basis), if any, in the Company.	
Relationship between the Director's inter-se	Mr. Surendra Bhandari, Managing Director of the Company – father Mrs. Madhu Bhandari, woman director – mother Mr. Yashvardhan Bhandari - son
Terms and Conditions of Appointment	N.A.

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

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

**Date: 05/09/2024
Place: Bangalore**

BOARD'S REPORT

**To,
The Members,**

Your directors have pleasure in presenting the 30th Annual Report of your Company together with the Audited Financial Statements for the year ended 31st March 2024.

FINANCIAL RESULTS:

The summarized financial results for the year are as under:

(Rs. In Lakhs)

Particulars	2023-2024	2022-2023
INCOME:		
Sales	597.05	700.67
Other Income	2.11	3.94
Total (A)	599.17	704.61
EXPENSES:		
Cost of Material Consumed	215.30	277.57
Changes in inventories of finished goods, work in progress and stock-in-trade	-15.89	-10.76
Employee benefit expenses	161.90	155.20
Interest and Financial Charges	36.26	24.98
Other expenses	122.61	122.17
Total (B)	520.18	569.16
Profit before Depreciation and Tax (C) = (A) - (B)	78.99	135.45
Depreciation and amortization expenses	61.65	77.26
Profit after Depreciation	17.32	58.19
Exceptional items – Net Income / Expenditure	0	0
Profit before Tax	17.32	58.19
Provision for Tax	(1.42)	(3.74)
Profit for the period from continuing operation	18.74	61.91
Other comprehensive income (Re-measurement of defined benefit obligation / Assets)	2.25	-1.30

Profit / (Loss) after Depreciation and Tax	20.99	60.61
Earnings Per Share (Basic)	0.34	1.00
Earnings Per Share (Diluted)	0.34	1.00

OPERATIONS AND BUSINESS PERFORMANCE:

During the year under review the income of the Company Deceased to Rs. 599.17 lakhs during the year 2023-24 as against Rs. 704.61 lakhs during the previous year 2022-23. The Export Sales for the year 2023-24 is Nil as compared to Rs. 0 lakhs in the previous financial year 2022-23. 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. 346.17 Lakhs during the financial year ending 31.03.2024. 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 & ANALISYS 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, 2024 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, 2024, 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, 2024 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, 2024 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, appointed of Mrs. Sarita Kirnani as a CS (Company Secretary) and Compliance Officer of the company in the meeting held on 31.08.2023.

Resignation

Ms. Preeti Saxena resigned from the office of Company Secretary and Compliance Officer of the Company w.e.f. 28.08.2023.

The Board, at its meeting held on 31th August, 2024, has accepted her resignation w.e.f. 28.08.2023 and recorded its appreciation for his valuable contribution during his tenure on the Board of the Company.

Mr. Menezes Braganca Nikhil Fernando De (Independent Director), has been expired on 14.03.2024 and same has been informed to BSE and ROC.

Re-appointment:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Article of Association, Mr. Sidharth 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. Preeti Saxena resigned from the office of Company Secretary of the Company w.e.f. 28.08.2023.

Ms. Sarita Kirnani was appointed as the Company Secretary of the Company w.e.f. 31.08.2023.

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.	30/05/2023	8	6	77.77
2.	22/07/2023	8	6	77.77
3.	14/08/2023	8	6	77.77
4.	31/08/2023	8	7	87.5
5.	14/11/2023	8	6	77.77
6.	23/12/2023	8	6	77.77
7.	13/02/2024	8	6	77.77

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.	30/05/2023	3	3	100
2.	14/08/2023	3	3	100
3.	14/11/2023	3	3	100
4.	13/02/2024	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.	30/05/2023	3	3	100
2.	14/08/2023	3	3	100
3.	14/11/2023	3	3	100
4.	13/02/2024	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.

M/s. Bothra Nirmal Associates (FRN: 322103E), Chartered Accountant, has resigned on 05.09.2024 and Board of Director has appointed DTSB as auditor of the company to file casual vacancy.

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.

Auditors Comment:

- (i) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31,2024 which has not a feature of recording audit trail (edit log) facility.

Director View on Auditor Adverse remark:

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

- ii) According to the information and explanations given to us, the Board of Directors of the company has not constituted an Audit Committee in compliance with section 177 of the Companies Act 2013.

Director View on Auditor Adverse remark:

The company has constituted proper audit committee and same has been provided to statutory auditor during the audit and even same has disclosed in annual report. Hence the view of audit qualification is unnecessary.

- iii) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has not an internal audit system commensurate with the size and nature of its business.

- (c) The internal audit report was not submitted before us during the audit. Hence, the same was not considered.

Director View on Auditor Adverse remark:

The company has proper internal audit system and same has been provided to statutory auditor during the audit. 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 2023-24 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 2023-24 and corresponding figures for 2023-24 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 2023-24 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 2024-25 and has complied with all the requirement of the listing regulations.

DISCLOSURE AS REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) 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. Surendra Bhandari, MD of the Company, forming part of this report.

CFO CERTIFICATION:

A certificate duly signed by MD 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
Director
DIN: 00727912**

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

**Place: Bangalore
Date: 05/09/2024**

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>2023-24</u>
Total Foreign Exchange – Used (Rs.):	-	-
Earned (Rs.):	-	
-		

**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: 05/09/2023**

Annexure - 2

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. 20.99** lakhs on a turnover of **Rs. 597.05** lakhs and other income of Rs. 2.11 lakhs.

	Drill Bits & Taps (in Lakhs)
Net Sales & Operating Revenue	Rs. 597.05
Profit after Tax	Rs. 20.99
Capital Employed	Rs. 678.94

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: 05/09/2024

To,

The Members of **HITCO TOOLS LTD**

DECLARATION BY THE MANAGING DIRECTOR 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, Surendra Bhandari, MD 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, 2024.

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

**Sd/-
Surendra Bhandari**

**Place: Bangalore
Date: 05/09/2024**

CERTIFICATE FROM CEO AND CFO

[Certificate under Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

This is to certify that, we have reviewed audited financial statements and the cash flow statement for the quarter and year ended March 31, 2024 and that to the best of our knowledge and belief that:

1. the said financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. the said statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
4. the Company has established and is maintaining internal controls for financial reporting and on this basis we have evaluated the effectiveness of internal control systems pertaining to 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 have been taken or propose to be taken to rectify these deficiencies.
5. we have indicated to the auditors and the Audit committee:
 - a. significant changes in internal control over financial reporting during the year;
 - b. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an 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/-
(Surendra Bhandari)
Managing Director
DIN: 00727912**

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

**Place: Bangalore
Date: 05/09/2024**

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2024

[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 31st March, 2024, 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 31st March 2024 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: F011588F001110774

Place: Bangalore
Date: 02.09.2024

‘Annexure A’

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 31.03.2024 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: F011588F001110774

Place: Bangalore

Date: 02.09.2024

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) 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, 2024 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.	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: F011588F001110774**

**Place: Bangalore
Date: 02/09/2024**

Independent Auditor's Report

TO THE MEMBER OF HITCO TOOLS LIMITED

Report on the Audit of the Standalone Financial Statements Opinion

We have audited the accompanying standalone financial statements of **Hittco Tools Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial

statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is 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.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of Financial Statement

Our objectives are to obtain reasonable assurance about whether the standalone financial statements 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 standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 statements.

We communicate with those charged with governance 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or

regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure A**”; and
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended
.

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. In our opinion and according to the information and explanation given to us there was no amount which was required to be transferred to investor education and protection fund.

- iv. A)
The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- B) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- C) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (A) and (B) contain any material mis-statement.
- v. The company has not declared or paid any dividend during the year.
- vi. Based on our examination , which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31,2024 which has not a feature of recording audit trail (edit log) facility .
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure B**, a statement on the matters specified in the paragraph 3 and 4 of the order.

For **BOTHRA NIRMAL ASSOCIATES**

Chartered Accountants

8, BECK BAGAN ROW,

F.R.N-322103E

SUCCESS CENTER,3RD FLOOR,

KOLKATA - 700 017.

Nirmal Kumar Bothra

Partner.

Membership No. 052248

Date: 30/05/2024

UDIN - 24052248BKHCCD3900

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 31st March, 2024,

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:-

- i)
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

(B) 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 deeds 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
- iv) (a) 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 material discrepancies were noticed on verification between the physical stocks and the book records.

- (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 sanctioned any working capital limits from banks during the year. Accordingly, clause (b) of paragraph 3(ii) is not applicable to the company.
- v) 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 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 not granted any loans, secured or unsecured, to firms, limited liability partnerships or any other parties during the year hence clause no 3(iii)(a), 3(iii)(b), 3(iii)(c), 3(iii)(d), 3(iii)(e), 3(iii)(f) are not applicable to the company.
- vi) 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.
- vii) 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
- viii) 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
- ix) (a) 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 provident fund, income-tax, duty of customs, Goods & Service Tax, ESI, Sales Tax, VAT, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no disputed amounts payable in respect of provident fund, income tax, GST, sales tax, ESI, VAT, duty of customs, cess and other material statutory dues were in arrears as at 31st March 2024 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	Traces	2024-25	5290
2	Traces	2023-24	8360
3	Traces	2022-23	96,240
4	Traces	2021-22	580
6	Traces	Prior Year	9,03,130

x) 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.

xi) (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 utilised term loans for the purpose for which the loans were obtained.

(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 , associates or joint ventures 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, associates or joint ventures as

defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

xii) (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.

xiii) (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) According to the information and explanations given to us, no whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

xiv) 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.

xv) According to the information and explanations given to us, the Board of Directors of the company has not constituted an Audit Committee in compliance with section 177 of the Companies Act 2013.

Further in our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with 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.

xvi) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has not an internal audit system commensurate with the size and nature of its business.

(b) The internal audit report was not submitted before us during the audit. Hence, the same was not considered

xvii) 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.

- xviii) (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.
- xix) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xx) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xxi) 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.
- xxii) 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.

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, 2024 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 2024, 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

HITCO TOOLS LIMITED
CIN: L28939KA1995PLC016888
Cash Flow Statement for the year ended 31st March 2024

Figures in '000

Particulars	Year Ended 31st March 2024	Year Ended 31st March 2023
A. Cash Flow from Operating Activities		
Profit before Taxation and extraordinary items (before taxes)	1,732.01	5,817.93
Adjustments for Depreciation	6,165.31	7,726.94
(Profit)/Loss on sale of Tangible assets		-
Finance Charges	3,626.21	2,498.20
Interest Income	-171.72	-189.42
Investment Income	-	-
Other Non cash adjustments	225.79	-130.14
Operating Profit before working capital changes	11,577.60	15,723.51
Changes in Working Capital:		
(Increase)/Decrease in Trade Receivables	5,800.39	-247.21
(Increase)/Decrease in Inventories	-2,034.58	-1,501.38
(Increase)/Decrease in Other non-current financial assets	-2,218.97	-7,538.84
(Increase)/Decrease in Other Non Financial assets	-6,321.92	-291.20
Increase/(Decrease) in Trade Payables	-471.99	-3,603.85
Increase/(Decrease) in Provisions	-380.99	236.06
Increase/(Decrease) in Other Financial Liabilities	-1,691.77	1,099.49
Increase/(Decrease) in Other Current Liabilities	-511.85	839.24
Increase/(Decrease) in Other Current Liabilities	3,460.16	335.68
Cash generated from Operations	7,206.09	5,051.50
Less: Taxes paid (Net of refunds)		-
Net cash generated from operations before extraordinary items	7,206.09	5,051.50
Net cash generated from operating activities	7,206.09	5,051.50
B. Cash Flow from Investing Activities		
Sale of Property, Plant and Equipment	-	-
Interest received	171.72	189.42
Purchase of Property, Plant & Equipment, Intangible assets	-485.12	-371.61
Net Cash used in Investing Activities	-313.40	-182.19
C. Cash flow from Financing Activities		
Increase/(Repayment) of borrowings	-3,362.41	-6,135.00
Interest and other finance costs paid	-3,626.21	-2,498.20
Net cash used in Financing activities	-6,988.62	-8,633.20
Net increase in cash and cash equivalents	-95.93	-3,763.89
Cash and Cash equivalents at the beginning of the year	780	4,544
Cash and Cash equivalents at the end of the year	684	780

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 2024	31st Mar 2023
Cash and Cash Equivalents	684	780
Bank overdrafts	-	-
Balance as per statement of cash flows	684	780

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

Surendra Bhandari
Managing Director
DIN: 00727912

Sidharth Bhandari
Director
DIN: 00237174

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

Yashvardhan Bhandari
Director & CFO
DIN: 06688573

Madhu Bhandari
Director
DIN: 00353298

CA Nirmal Kumar Bothra
Membership No.052248
UDIN: 24052248BKCCD3900
Date: 30-05-2024

Place: Bengaluru
Date: 30-05-2024

Place: Kolkata

PART I –BALANCE SHEET

Name of the Company- Hittco Tools Limited

CIN: L28939KA1995PLC016888

Balance Sheet as at 31st March 2024

Figures in '000

Particulars	Notes	As at 31st March 2024	As at 31st March 2023
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	28,414.69	34,251.84
(b) Other Intangible assets	2	676.86	519.89
(c) Financial Assets			
(i) Other financial Assets	3	15,936.37	13,717.40
(d) Deferred tax assets (net)	13	516.00	374.00
(e) Other non-current assets			-
Total Non-Current Assets		45,543.92	48,863.14
(2) Current assets			
(a) Inventories	4	13,459.79	11,425.22
(b) Financial Assets			
(i) Trade receivables	5	14,461.79	20,262.18
(ii) Cash and cash equivalents	6	684.06	779.86
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	7	9,371.99	3,050.08
Total Current Assets		37,977.64	35,517.33
Total Assets		83,521.55	84,380.48
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	8	63,206.97	63,206.97
(b) Other Equity	9	-28,589.23	-30,689.03
Total Equity		34,617.74	32,517.94
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	29,223.31	32,585.72
(ii) Other financial liabilities	11	2,252.19	2,253.88
(b) Provisions	12	1,800.84	2,121.79
(c) Deferred tax liabilities (Net)	13	-	-
Total Non-Current Liabilities		33,276.34	36,961.40
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	10,144.27	6,684.11
(ii) Trade payables	15	2,595.95	3,067.94
(iii) Other financial liabilities	16	2,140.91	3,830.98
(b) Provisions	17	190.99	251.02
(c) Current Tax Liabilities (Net)			
(d) Other current liabilities	18	555.36	1,067.21
Total Current Liabilities		15,627.48	14,901.14
Total Equity and Liabilities		83,521.55	84,380.48
Significant Accounting policies and notes to accounts	29-34		
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	
Surendra Bhandari Managing Director DIN: 00727912	Sidharth Bhandari Director DIN: 00237174	For Bothra Nirmal Associates Chartered Accountants Firms' Registration No.322103E	
Yashvardhan Bhandari Director & CFO DIN: 06688573	Madhu Bhandari Director DIN: 00353298	CA Nirmal Kumar Bothra Membership No.052248 UDIN: 24052248BKHCCD3900 Date: 30-05-2024 Place: Kolkata	
Place: Bengaluru Date: 30-05-2024			

PART II – STATEMENT OF PROFIT AND LOSS

Name of the Company- Hittco Tools Limited

CIN: L28939KA1995PLC016888

Statement of Profit and Loss for the period ended 31st March 2024

Figures in '000

	Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
I	Revenue From Operations	19	59,705.11	70,067.60
II	Other Income	20	211.92	394.36
III	Total Income (I+II)		59,917.03	70,461.97
IV	EXPENSES			
	Cost of materials consumed	21	21,530.97	27,757.15
	Purchase of Stock-in-Trade			
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	22	-1,589.79	-1,075.61
	Employee benefits expense	23	16,190.40	15,519.95
	Finance costs	24	3,626.21	2,498.20
	Depreciation and amortization expense	25	6,165.31	7,726.94
	Other expenses	26	12,261.92	12,217.41
	Total expenses (IV)		58,185.02	64,644.04
V	Profit/(loss) before exceptional items and tax (I- IV)		1,732.01	5,817.93
VI	Exceptional Items	27		
VII	Profit/(loss) before tax (V-VI)		1,732.01	5,817.93
VIII	Tax expense:	28		
	(1) Current tax		-	-
	(2) Deferred tax	13	-142.00	-374.00
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		1,874.01	6,191.93
X	Profit/(loss) from discontinued operations			
XI	Tax expense of discontinued operations			
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)			
XIII	Profit/(loss) for the period (IX+XII)		1,874.01	6,191.93
XIV	Other Comprehensive Income(net of tax) Items that will be subsequently not re-classified to Profit & Loss Statement			
	Re-measurement of Defined Benefit Obligations/Assets	29.2 (viii)	225.79	-130.14
XV	Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		2,099.80	6,061.79
XVI	Earnings per equity share (for continuing operation):			
	(1) Basic	29.2 (vii)	0.34	0.98
	(2) Diluted		0.34	0.98
XVII	Earnings per equity share (for discontinued operation):			
	(1) Basic			
	(2) Diluted			
XVIII	Earnings per equity share(for discontinued & continuing operations)			
	(1) Basic	29.2 (vii)	0.34	0.98
	(2) Diluted		0.34	0.98
Significant Accounting policies and notes to accounts		29-34		
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	
Surendra Bhandari Managing Director DIN: 00727912	Sidharth Bhandari Director DIN: 00237174		For Bothra Nirmal Associates Chartered Accountants Firms' Registration No.322103E	
Yashvardhan Bhandari Director & CFO DIN: 06688573	Madhu Bhandari Director DIN: 00353298		CA Nirmal Kumar Bothra Membership No.052248 UDIN: 24052248BKHCCD3900 Date: 30-05-2024 Place: Kolkata	
Place: Bengaluru Date: 30-05-2024				

HITTCO TOOLS LTD						
CIN: L28939KA1995PLC016888						
Statement of Standalone Audited Financial Results for the quarter and year ended 31st March 2024						
(Rs. In Lakh)						
Sl.No	Particulars	Quarter ended			Year ended	
		Current	Previous	Corresponding	Year to date figures	
		3 Months	3 Months	3 Months	Current	Previous
		31st March 2024	31st Dec 2023	31st Mar 2023	31st Mar 2024	31st Mar 2023
		Audited	Unaudited	Audited	Audited	Audited
1	(a) Revenue from operations	145.42	146.33	191.23	597.05	700.68
2	(b) Other Income	1.74	0.10	0.76	2.12	3.94
3	Total Income	147.16	146.43	191.99	599.17	704.62
4	Expenses					
	(a) Cost of Materials consumed	38.40	62.38	72.16	215.31	277.57
	(b) Purchase of stock in trade	-	-	-	-	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in trade	(4.55)	(16.03)	(4.51)	(15.90)	(10.76)
	(d) Employee benefit expense	44.09	39.76	47.81	161.90	155.20
	(e) Finance cost	9.09	13.16	11.87	36.26	24.98
	(f) Depreciation and amortisation expense	16.63	15.12	19.20	61.65	77.27
	(g) Excise duty on sale of goods	-	-	-	-	-
	(h) Other Expenses	26.97	36.79	43.70	122.62	122.17
	Total Expenses	130.64	151.17	190.24	581.85	646.44
5	Profit/(Loss) before exceptional items and tax	16.52	(4.74)	1.75	17.32	58.18
6	Exceptional items		-	-	-	-
7	Profit/(loss) before tax	16.52	(4.74)	1.75	17.32	58.18
8	Tax Expense					
	Current tax	-	-	-	-	-
	Deferred tax charge/(credit)	-1.42	-	-3.74	(1.42)	-3.74
	Mat credit	-	-	-	-	-
9	Net Profit / (Loss) after tax	17.94	(4.74)	5.49	18.74	61.92
10	Other comprehensive income/(expense) net of taxes					
	Items that will not be reclassified to p&l					
	Remeasurement of defined benefit obligation/assets	2.26	-	(1.30)	2.26	(1.30)
11	Total Comprehensive income	20.20	(4.74)	4.19	21.00	60.62
12	Paid-up equity share capital (Face value of the shares is Rs. 10/- each)	603.60	603.60	603.60	603.60	603.60
13	Earnings per equity share					
	(a) Basic	0.33	(0.08)	0.07	0.34	1.00
	(b) Diluted	0.33	(0.08)	0.07	0.34	1.00
Notes:						
1	The results have been reviewed by the audit committee and approved by the Board of Directors at their respective meeting held on 30th May 2024.					
2	The results of the company have been prepared in accordance with Indian Accounting Standards as prescribed under section 133 of the Companies Act, 2013 read with companies (Indian Accounting Standard) Rule 2015 and relevant amendment rules thereafter.					
3	Figures for the current quarter are the balancing figures between the audited figures in respect of full financial year and the published unaudited year to dated figures upto the third quarter of the financial year.					
4	The Financial results for the quarter ended 31 st March 2024, have been prepared in accordance with the recognition and measurement principles laid down in Ind AS-34 "Interim Financial Reporting"					
5	Previous period figures have been regrouped / reclassified wherever necessary to conform to the current period classification / disclosure.					
<p>For and on behalf of the board of directors of HITTCO TOOLS LIMITED</p> <p style="text-align: right;">Chartered Accountants Firms' Registration No.322103E</p> <p>Surendra Bhandari Managing Director DIN: 00727912</p> <p>CA Nirmal Kumar Bothra Membership No.052248 UDIN: 24052248BKHCCC8348</p> <p>Place: Bengaluru Date: 30-05-2024</p> <p style="text-align: right;">Place: Kolkata Date: 30-05-2024</p>						

HITTCO TOOLS LIMITED

Regd Off: #78, III Phase, Peenya Industrial Area, Bangalore-560058

Ph: +91 80 40865600/ Website : www.hittco.in/ CIN: L28939KA1995PLC016888

Statement of Segment wise Revenue, Results and Capital Employed for the Quarter and Year Ended 31/03/2024 (Rs. in Lakhs)

Particulars	3 months ended (31/3/2024)	3 months ended (31/12/2023)	3 months ended (31/3/2023)	Current year ended (31/3/2024)	Previous year ended (31/3/2023)
	Audited	Unaudited	Audited	Audited	Audited
1. Gross Segment Revenue					
(a) Cutting tools	147.16	146.73	191.99	599.17	704.62
(b) Unallocated	-	-	-	-	-
Total	147.16	146.73	191.99	599.17	704.62
Less: Inter Segment Revenue	-	-	-	-	-
Net Segment Revenue	147.16	146.73	191.99	599.17	704.62
2. Segment Results (Profit)(+)/ Loss (-) before Interest, tax and other unallocable expenditure net off unallocable income from each segment)					
(a) Cutting tools	25.61	8.41	13.62	53.58	83.16
(b) Unallocated	-	-	-	-	-
Total	25.61	8.41	13.62	53.58	83.16
Less: i) Finance costs	9.09	13.16	11.87	36.26	24.98
Less: ii) other unallocable expenditure net off	-	-	-	-	-
Less: (iii) Un-allocable income	-	-	-	-	-
Total Profit/(loss) Before Tax	16.52	(4.75)	1.75	17.32	58.18
Segment assets					
(a) Cutting tools	835.22	783.87	843.80	835.22	843.80
(b) Unallocated	-	-	-	-	-
(c) Others	-	-	-	-	-
Total segment assets	835.22	783.87	843.80	835.22	843.80
Less : Inter segment asstes	-	-	-	-	-
Add : Unallocable corporate assets	-	-	-	-	-
Total assets	835.22	783.87	843.80	835.22	843.80
Segment Liabilities					
(a) Cutting tools	489.04	457.08	518.63	489.04	518.63
(b) Unallocated	-	-	-	-	-
(c) Others	-	-	-	-	-
Total segment liabilities	489.04	457.08	518.63	489.04	518.63
Less : Inter segment liabilities	-	-	-	-	-
Add : Unallocable corporate liabilities	-	-	-	-	-
Total liabilities	489.04	457.08	518.63	489.04	518.63
Capital Employed (Segment assets - segment liabilities)					
(a) Cutting tools	346.18	326.79	325.17	346.18	325.18
(b) Unallocated	-	-	-	-	-
(c) Others	-	-	-	-	-

For and on behalf of the board of directors of
HITTCO TOOLS LIMITED

Surendra Bhandari
Managing Director
DIN: 00727912

Place: Bengaluru
Date: 30-05-2024

For Bothra Nirmal Associates

Chartered Accountants
Firms' Registration No.322103E

CA Nirmal Kumar Bothra
Membership No.052248
UDIN: 24052248BKHCCC8348

Place: Kolkata
Date: 30-05-2024

HITCO TOOLS LIMITED

CIN: L28939KA1995PLC016888

Notes Forming Integral Part of the Balance Sheet as at 31st March , 2024

Notes : 1 - Property, Plant & Equipment for the year ended 31st March 2024.

Figures in '000

I.

Sr. No	Particulars	Cost or Deemed Cost				Depreciation Block				Carrying Amount
		Balance as on 01.04.2023	Additions during the year	Disposals/Adjustments during the year	Balance as on 31.03.2024	Balance as on 01.04.2023	Depreciation expense	Disposals	Balance as on 31.03.2024	As on 31.03.2024
I	<u>Tangible Assets</u>									
	Building	14,039.32	-	-	14,039.32	9,790.68	403.62	-	10,194.30	3,845.02
	Leasehold Properties	528.66	-	-	528.66	447.66	7.70	-	455.35	73.31
	Furniture & Fittings	2,147.95	11.95	-	2,159.90	1,994.13	22.20	-	2,016.32	143.57
	Office Equipment	2,726.24	16.15	-	2,742.39	2,541.52	37.93	-	2,579.45	162.93
	Vehicles	20,844.12	-	-	20,844.12	14,901.13	1,692.77	-	16,593.90	4,250.22
	Plant & Machinery	1,29,563.97	-	-	1,29,563.97	1,06,110.60	3,723.27	-	1,09,833.87	19,730.10
	Computers	2,828.96	94.31	-	2,923.26	2,641.65	72.08	-	2,713.73	209.53
					-				-	
	Total	1,72,679.22	122.41	-	1,72,801.62	1,38,427.37	5,959.56	-	1,44,386.94	28,414.69

Notes : 2 Intangible Assets for the year ended 31st March 2024.

Sr. No	Particulars	Cost or Deemed Cost				Depreciation Block				Carrying Amount
		Balance as on 01.04.2023	Additions during the year	Disposals/Adjustments during the year	Balance as on 31.03.2024	Balance as on 01.04.2023	Amprtization expense	Disposals	Balance as on 31.03.2024	As on 31.03.2024
I	<u>Intangible Assets</u>									
	Computer Software	1,362.81	362.71	-	1,725.52	842.92	205.75	-	1,048.66	676.86
	Total	1,362.81	362.71	-	1,725.52	842.92	205.75	-	1,048.66	676.86

Total Fixed Assets	1,74,042.03	485.12	-	1,74,527.14	1,39,270.29	6,165.31	-	1,45,435.60	29,091.54
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HITTCO TOOLS LIMITED
CIN: L28939KA1995PLC016888

3 Other Financial Assets(Non Current)

Figures in '000

Particulars	As at 31.03.2024	As at 31.03.2023
Unsecured, Considered good		
Security Deposits	12,387.33	10,587.09
Total	12,387.33	10,587.09
Fixed deposits with maturity more than 12 months	3,549.04	3,130.31
Total	15,936.37	13,717.40

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

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Raw materials	1,851.71	1,746.11
(b) Work-in-progress	2,434.94	1,083.18
(c) Finished goods	7,266.04	7,028.01
(d) Consumables Stores and Spares	1,907.11	1,567.92
Total	13,459.79	11,425.22

5 Trade Receivables

Particulars	As at 31.03.2024	As at 31.03.2023
Current		
Billed	14,461.79	20,262.18
Unbilled		-
Total	14,461.79	20,262.18

6 Cash and Cash Equivalents

Particulars	As at 31.03.2024	As at 31.03.2023
Balances with Banks		
In current Accounts	681.82	749.88
Cash and Cash equivalents:		
Cash on hand (as certified by the management)	2.25	29.98
Total	684.06	779.86

7 Other Current Assets

Particulars	As at 31.03.2024	As at 31.03.2023
Unsecured, considered good		
i)Advances other than capital advances:		
Advance to related parties	7,264.58	1,166.58
Advances to suppliers	1,568.02	1,293.39
Staff Advances	56.30	52.97
ii) Balances with Statutory & Govt authorities	190.26	251.12
iii) Others Current Assets	292.84	286.03
Total	9,371.99	3,050.08

HITCO TOOLS LIMITED.,

CIN: L28939KA1995PLC016888

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2024

Figures in '000

8 Share Capital

Particulars	As at 31st March 2024		As at 31st March 2023	
	No.Of Shares	Amount (Rs/-)	No.Of Shares	Amount (Rs/-)
Authorised Share Capital: 70,00,000 (March 31,2024 :70,00,000) Equity Shares of Rs.10/- each	7,000.00	70,000.00	7,000.00	70,000.00
Issued Share Capital 61,59,847 (March 31,2024 : 61,59,847) Equity Shares of Rs.10/- each	6,159.847	60,360.47	6,159.85	60,360.47
Subscribed and fully Paid up: 59,12,247 (March 31, 2024 : 59,12,247) Equity Shares of Rs. 10/- fully paid up	5,912.25	59,122.47	5,912.25	59,122.47
Subscribed and partly Paid up: 247,600 (March 31, 2024 : 247,600) Equity Shares of Rs.10 each (Rs.5/- Partly paid up)	247.60	1,238.00	247.60	1,238.00
Total	6,159.85	60,360.47	6,159.85	60,360.47
Forfeited Shares: 569,300 (March 31, 2024 : 569,300) Equity Shares of Rs. 5/- not reissued	569.30	2,846.50	569.30	2,846.50

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 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 2024

Particulars	As at 31st March 2024		As at 31st March 2023	
	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)	5,912.25	59,122.47	5,912.25	59,122.47
Partly paid up (Rs. 5/- each)	247.60	1,238.00	247.60	1,238.00
Add: Shares issued during the year				
Less : Shares bought back during the year				
Balance as at the end of the year	6,159.85	60,360.470	6,159.85	60,360.47

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

Figures in '000

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of shares	Percentage	No. of shares	Percentage
Surendra Bhandari	1,000.684	16.25	1,000.684	16.25
Hittco Properties LLP	370.051	6.01	370.051	6.01
Total	1,370.74	22.25	1,370.74	22.25

Figures in '000

9 Reserves and Surplus	31st March 2024	31st March 2023	31st March 2022
Capital reserve	3,000.00	3,000.00	3,000.00
Securities Premium	13,200.00	13,200.00	13,200.00
Retained Earnings			
Balance at the beginning of the year	-46,889.03	-52,950.82	-60,838.62
Add:Profit/(loss) for the year	1,874.01	6,191.93	7,416.48
Items of other comprehensive income recognized directly in retained earnings:			
Remeasurement of post-employment benefits obligation,net of tax	225.79	-130.14	471.30
Balance at the end of the year	-44,789.23	-46,889.03	-52,950.84
Total Reserves and Surplus	-28,589.23	-30,689.03	-36,750.84

10 Non Current Borrowings

Particulars	As at 31.03.2024	As at 31.03.2023
Secured:		
Term Loans from Banks	30,581.37	33,921.08
Less : Current Maturities of Long term Debt	1,358.06	1,339.82
Total Secured Non Current Borrowings	29,223.31	32,581.26
Unsecured		
Loans from related parties:	-	4.46
Total Unsecured Non Current Borrowings	-	4.46
Total	29,223.31	32,585.72

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
a) Vehicle loans - Car Finance Daimler Financial Services India Pvt Ltd Benz Car	109	Hypothecation of Vehicle	MCLR rate + Spread	18th July 2026
b) Vehicle loans - Car Finance KOTAK MAHINDRA PRIME LTD	22	Hypothecation of Vehicle	MCLR rate + Spread	05th Sep 2026
c) Vehicle loans - Car Finance Kotak Mahindra Prime Ltd - CF 17428590	15	Hypothecation of Vehicle	MCLR rate + Spread	05th Aug 2023
d) Axis Bank Term Loan	180	Hypothecation of Stock in hand, Book Debts and Factory	Repo rate + 3.1%	30th Aug 2037

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:

- 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.
- All the banking facilities are further personally guaranteed by two directors (Surendra Bhandari and Siddharth Bhandari) .
- Collateral Security over the closing stock available with the company and debt of company.

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

Charges Creation Details

Charge Holder Name	SRN	Charge ID	Date of Creation	Amount
Axis Bank Limited	AA0734126	100613232	25/08/2022	13,000.00
DAIMLER FINANCIAL SERVICES INDIA PRIVATE LIMITED	T50318716	100484475	17/09/2021	35,118.00
KOTAK MAHINDRA PRIME LIMITED	T44093144	100479245	27/08/2021	1,087.50
Total				49,205.50

11 Other Financial Liabilities(Non Current)

Particulars	As at 31.03.2024	As at 31.03.2023
Unsecured, Considered good		
Security Deposits	2,252.19	2,253.88
Total	2,252.19	2,253.88

12 Non Current Provisions

Particulars	As at 31.03.2024	As at 31.03.2023
Provision for Employee Benefits	1,800.84	2,121.79
Total	1,800.84	2,121.79

13 Deferred Tax Liability / (Assets):

The balance comprises temporary differences attributable to :

Figures in '000

Particulars	As at 31.03.2024	As at 31.03.2023
Deferred Tax Liabilities		
Property, Plant and Equipment, Intangible assets	-480.00	-320.00
Financial assets at Fair value through other comprehensive income	59.00	-30.00
Deferred Tax assets		
Attributable to:		
Expenses allowable for tax purposes when paid	-95.00	-24.00
Carry forward loss		
Total DTL/(DTA)	-516.00	-374.00

Movement in Deferred tax assets

Figures in '000

Particulars	Property, Plant and Equipment and intangible assets	Financial assets at FVOCI	Expenses allowed for tax purposes when paid	On Carry forward of loss
As at 31st March 2023	(320)	(30)	-24.00	374.00
Charged/(Credited)				
- to Profit or Loss	(160)	-	-71.00	-890.00
- to Other Comprehensive Income	-	89	-	-
As at 31st March 2024	(480)	59	-95.00	-516.00

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 31.03.2024	As at 31.03.2023
- Bank Cash Credit Axis Bank	7,837.75	5,344.29
- Kotak Bank Current Account (overdraft)	948.45	-
The Cash credit Facility has been sanctioned on the security of Personal Property of promoter, Stock in the hand & Debts of the company*		
(i) Current maturities of Non Current Borrowings *	1,358.06	1,339.82
Total	10,144.27	6,684.11

15 Trade Payables

Particulars	As at 31.03.2024	As at 31.03.2023
- Dues of MSME *	-	-
- Others	2,595.95	3,067.94
Total	2,595.95	3,067.94

* 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 31.03.2024	As at 31.03.2023
(i) Other Payables		
a) Payable to employees	1,145.86	1,328.01
b) Advance from customers	80.45	133.80
c) Creditors for expenses	914.61	2,369.17
Total	2,140.91	3,830.98

17 Provisions

Particulars	As at 31.03.2024	As at 31.03.2023
Current		
Provision for Employee benefits	90.99	251.02
Audit Fee Payable	100.00	
Total	190.99	251.02

18 Other Current liabilities

Particulars	As at 31.03.2024	As at 31.03.2023
Statutory Liabilities	552.36	947.46
Others	3.00	119.75
Total	555.36	1,067.21

HITCO TOOLS LIMITED
CIN: L28939KA1995PLC016888

19 Revenue from Operations

Figures in '000

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
(a) Sale of Products		
- Finished goods	59,437.67	69,439.65
(b) Sale of Service	267.45	627.95
Total	59,705.11	70,067.60

20 Other Income

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
(a) Interest Income	171.72	189.42
(b) Other non-operating income	8.92	3.23
(c) Sundry Creditors Written Back	4.34	-77.29
(d) Currency Exchange (Gain)/Loss	26.94	279.00
Total	211.92	394.36

21 Cost of Material consumed

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Opening stock of Raw Materials	1,746.11	812.09
Opening stock of consumables	1,567.92	2,076.17
Add: Purchase of Raw Materials & incidental expenses	15,419.19	23,855.66
Add: Purchases of Consumables	6,556.56	4,327.26
	25,289.79	31,071.19
Less: Closing stock of Raw Materials	1,851.71	1,746.11
Less: Closing stock of consumables	1,907.11	1,567.92
	3,758.82	3,314.04
Raw material consumed	21,530.97	27,757.15

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

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
(Increase)/Decrease in Stocks		
Inventories at the end of the year:		
Finished Goods	7,266.04	7,028.01
Work-in-Progress	2,434.94	1,083.18
Stock in Trade		-
TOTAL A	9,700.97	8,111.18
Less: Inventories at the beginning of the year		
Finished Goods	7,028.01	6,462.18
Work-in-Progress	1,083.18	573.39
Stock in Trade		-
TOTAL B	8,111.18	7,035.57
Total Changes in inventory of finished goods , work in Progress and Stock in Trade (B-A)	-1,589.79	-1,075.61

23 Employee Benefit Expenses

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Salaries ,Wages, Bonus & Ex-gratia	14,594.67	13,656.69
Contribution to Provident and other funds		
i. Contribution to Provident fund	522.75	534.62
ii. Contribution to Employee State Insurance	138.50	146.46
Gratuity	266.35	247.59
Leave encashment	189.86	100.82
Staff welfare expenses	478.28	833.79
Total	16,190.40	15,519.95

Figures in '000

24 Finance Costs

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Finance Charges	3,473.51	2,278.65
Other Borrowing costs	152.70	219.55
Total	3,626.21	2,498.20

25 Depreciation and Amortisation

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Depreciation of Property, Plant and Equipment	5,959.56	7,632.59
Amortisation of Intangible assets	205.75	94.35
Total	6,165.31	7,726.94

26 Other Expenses

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Annual listing fees	325.00	300.00
Bad Debts	-	1,008.67
Business Promotion expenses	185.47	75.88
Electricity Expenses	3,842.67	3,636.82
Donation	38.00	400.01
Insurance	245.45	175.95
Other expenses	1,927.44	946.38
Power and Fuel	578.83	710.40
Postage and courier charges	770.03	717.56
Professional and consultancy charges	1,470.39	1,175.91
Printing & Stationery	19.71	18.18
Repairs and Maintenance – Plant and Machinery	327.72	609.35
Repairs and Maintenance – Building	50.37	349.11
Rates and Taxes	393.55	110.24
Rent	234.00	253.18
Rebate & Discounts	-	2.04
Security Charges	722.43	706.80
Statutory Audit fees	100.00	90.00
Travelling & Conveyance Expenses	430.47	431.58
Internet & Telephone Expenses	153.68	160.45
Transportation Charges	446.71	338.88
Total	12,261.92	12,217.41

Figures in '000

27 Exceptional items

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Loss on sale of Fixed asset	-	-
Total	-	-

28 Taxes

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Current taxes		
- Income Tax (MAT)	-	-
- Income Tax	-	-
Total	-	-
Deferred taxes		
DTL (Reversal)	-	-
Deferred tax assets	142	374
Total	142	374
Total	142.00	374.00

29 Earnings Per Equity Share

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Profit/(loss) after tax	2,099.80	6,061.787
Weighted average number of equity shares	6,159.85	6,159.847
Basic and diluted earnings/(loss) per share(INR)	0.34	0.98
Face value per share(INR)	10.00	10.00

STATEMENT OF CHANGES IN EQUITY

Name of the Company- Hittco Tools Limited

CIN: L28939KA1995PLC016888

Statement of Changes in Equity for the period ended **31st March 2024**

	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	Changes in equity share capital during the year 2023-24	Balance at 31st March 2024
A. Equity Share Capital	6,32,06,970	-	6,32,06,970	-	6,32,06,970	-	6,32,06,970	-	6,32,06,970	-	6,32,06,970
Total Equity Share Capital	6,32,06,970	-	6,32,06,970	-	6,32,06,970	-	6,32,06,970	-	6,32,06,970	-	6,32,06,970

B. Other Equity

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Revaluation Surplus	Other items of Other Comprehensive Income	Total of Other Equity
			Capital Reserve	Securities Premium Reserve	Other Reserves	Retained Earnings					
Balance at the 31st March 2021	-	-	30,00,000	1,32,00,000	-	(6,08,38,621)					(4,46,38,621)
Changes in accounting policy or prior period errors	-	-	-	-	-	-					-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-					-
Changes in Employee benefits expenses	-	-	-	-	-	4,71,295					-
Other Comprehensive Income for the year	-	-	-	-	-	-					-
Dividends	-	-	-	-	-	-					-
Profit /(loss) for the year	-	-	-	-	-	74,16,509					74,16,509
Balance at the 31st March 2022	-	-	30,00,000	1,32,00,000	-	(5,29,50,817)					(3,67,50,817)
Changes in accounting policy or prior period errors	-	-	-	-	-	-					-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-					-
Changes in Employee benefits expenses	-	-	-	-	-	(1,30,142)					-
Other Comprehensive Income for the year	-	-	-	-	-	-					-
Dividends	-	-	-	-	-	-					-
Profit /(loss) for the year	-	-	-	-	-	61,91,929					61,91,929
Balance at the 31st March 2023	-	-	30,00,000	1,32,00,000	-	(4,68,89,031)					(3,06,89,031)
Changes in accounting policy or prior period errors	-	-	-	-	-	-					-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-					-
Changes in Employee benefits expenses	-	-	-	-	-	2,25,789					2,25,789
Other Comprehensive Income for the year	-	-	-	-	-	-					-
Dividends	-	-	-	-	-	-					-
Profit /(loss) for the year	-	-	-	-	-	18,74,010					18,74,010
Balance at the 31st March 2024	-	-	30,00,000	1,32,00,000	-	(4,47,89,232)					(2,85,89,232)

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 chages in equity referred to in our report of even date

Surendra Bhandari
Managing Director
DIN: 00727912

Sidharth Bhandari
Director
DIN: 00237174

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

Yashvardhan Bhandari
Director & CFO
DIN: 06688573

Madhu Bhandari
Director
DIN : 00353298

CA Nirmal Kumar Bothra
Membership No.052248
UDIN: 24052248BKHCCD3900
Place : Kolkata

Place: Bengaluru
Date: 30-05-2024

HITCO TOOLS LIMITED
CIN: L28939KA1995PLC016888
NOTES FORMING PART OF ACCOUNTS

29.2 (i)

Contingent Liabilities and Commitments

Figures in '000

Particulars	As at 31.3.2024	As at 31.3.2023
Bank Guarantees		
On account of capital contracts remaining to be executed	-	-
VAT Interest demand	-	-
Total	-	-

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 2024	Year ended 31st March 2023
Raw Materials	2,734.90	-
Total	2,734.90	-

29.2 (iii)

Expenditure Incurred in foreign currency

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Freight Charges for Import of Goods	59.02	-
Total	59.02	-

29.2 (iv)

Details of Consumption and purchase

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
a) Details of Raw Materials Consumed		
Total	-	-
b) Details of value of imported and indigenous material consumed		
	Imported	Imported
Raw Materials and Stores and Spares	2,734.90	-
Percentage	12.70%	0.00%
	Indigenous	Indigenous
Raw Materials and Stores and Spares	18,796.06	27,757.15
Percentage	87.30%	100.00%
Total	21,531	27,757

29.2 (v)

Dividend Remitted in Foreign Exchange

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Dividend paid during the year	Nil	Nil
Number of Non Resident Shareholders	1	1
Number of equity shares held by such Non Resident Shareholders	19.38	19.38
Year to which the Dividend relates to	Nil	Nil

29.2 (vi)

EARNINGS IN FOREIGN CURRENCY

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Revenue from exports on FOB basis	3,535.95	-

29.2 (vii) Earnings per Share

Figures in '000

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
(a) Basic earnings per share		
Profit after tax	2,099.80	6,061.79
Weighted average number of shares outstanding	6,159.85	6,159.85
Basic EPS	0.34	0.98
(b) Diluted earnings per share		
Profit after tax	2,099.80	6,061.79
Weighted average number of shares outstanding	6,159.85	6,159.85
Add: Weighted average number of potential equity shares	-	-
Weighted average number of shares outstanding for diluted EPS	6,159.85	6,159.85
Diluted EPS	0.34	0.98
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 31.3.2024	As at 31.3.2023
Present value of Defined benefit obligation		
Obligations at Period beginning	1,703.64	1,573.48
Service cost	145.94	166.80
Interest cost	120.40	80.78
Actuarial (Gain) / Loss	-225.79	260.40
Benefits paid	-386.99	-377.82
Obligations at Period at the end of the year	1,357.21	1,703.64
Defined benefit obligation liability, on account of gratuity, as at the Balance Sheet date has not been funded.		
Fair value of plan assets		
Plan assets at period beginning at fair value		
Expected return on plan assets		
Actuarial (Gain) / Loss		
Employers' Contributions	-	-
Benefits paid	-	-
Plan assets at period end at fair value	-	-
Assets/liabilities recognised in the balance sheet		
Fair value of plan assets at period end		-
Asset / (Liability) recognised in the balance sheet	(1,357)	(1,704)
Significant estimates: actuarial assumptions and sensitivity		
Discount rate	7.20%	7.35%
Estimated salary escalation rate	5.00%	5.00%
Withdrawal rate	20.00%	7.00%
Gratuity expenses recognised in 'other comprehensive income'(net of taxes)	225.79	260.40
Gratuity Expenses recognised in the Profit or Loss	266.35	247.59

For the financial year 2023-24

Item / Change in assumptions	Increase	Decrease
Discount rate / 0.50 %	1,341.30	1,373.69
Salary inflation rate / 0.50%	1,373.96	1,340.90
Withdrawal rate / 10%	1,357.20	1,356.33

29.2 (ix) SEGMENT REPORTING

Figures in '000

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: 2023-24	FY: 2022-23
Rajib Gosh Roy - Chief Executive Officer	1,693.74	1,602.49
Preeti Saxena- erstwhile Company Secretary	139.67	231.00
Nidhi Kumari - erstwhile Company Secretary**	-	116.97
Priya Malhotra - Company Secretary*	-	140.00
Yashvardhan - CFO	1,383.50	1,262.48
Sarita Kirnani - Company Secretary	90.00	-
Total	3,306.91	3,352.94

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.

Preeti Saxena appointed from April-2023 to July-2023

Sarita Kirnani appointed from September-2023 to Current

* 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	31.3.2024	31.3.2023
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,

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)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
For Statutory Audit	100.00	90.00
For Tax Audit	-	-
For Other Services	-	-
Total	100.00	90.00

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

Figures in '000

Description of the nature of transaction	Year ended 31st March 2024	Year ended 31st March 2023
Remuneration paid		
Rajib Gosh Roy	1,693.74	1,602.49
Preeti - Company Secretary	139.67	231.00
Nidhi Kumari - Company Secretary**	-	116.97
Priya Malhotra - Company Secretary*	-	140.00
Yashvardhan Bhandari	1,383.50	1,262.48
Sarita Kirnani - Company Secretary	90.00	-
Interest on Loan		
	-	-
Donation Given		
Ananth Bhandari Trust	38.00	450.00
Total	3,344.91	3,802.94
Non -current Borrowings from related parties received/(paid)		
BE1 Global Tech Private Limited	-	-1,905.86
Sidharth Bhandari	77.29	10.36
Sidharth Bhandari	-	-31,905.88
Total	77.29	-33,801.37
Advances received from related parties		
	-	-
Total	-	-
Advances paid to the related parties		
IEM International Private Limited	5,098.00	-
B I Holdings (Bangalore) LLP	4.46	-
HTC Properties LLP	1,000.00	-
Total	6,102.46	-
Balances Outstanding as on the reporting dates	31st March 2024	31st March 2023
Advances Receivable at Year end		
IEM International Private Limited	6,264.58	1,166.58
HTC Properties LLP	1,000.00	-
Total	7,264.58	1,166.58
Creditors for Expenses		
	-	-
Balance of Loan Taken at Year end		
BI Holding LLP	-	4.46
Total	-	4.46

List of related parties and relationship:

Key Management Personnel	Associates / Other related party (Parties under
Surendra Bhandari - Managing director	HTC Properties LLP
Rajib Gosh Roy - CEO	Fotoset Trading Private Limited
Preeti Saxena - Company Secretary	Hitech Prints (India) Private Limited
Madhu Bhandari	Hittco (Thailand) Ltd
Sidharth Bhandari	Hittco Properties LLP
Yashvardhan Bhandari - CFO	IEM International Private Limited
Sarita Kirnani - Company Secretary	BI Holdings (Banglore) LLP
	BI Realtors LLP
	BE1 Global Tech Private Limited

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 /

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

Surendra Bhandari
Managing Director
DIN: 00727912

Sidharth Bhandari
Director
DIN: 00237174

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

Yashvardhan Bhandari
Director & CFO
DIN: 06688573

Madhu Bhandari
Director
DIN: 00353298

CA Nirmal Kumar Bothra
Membership No.052248
UDIN: 24052248BKHCCD3900
Place: Kolkata
Date: 30-05-2024

30 Financial Instruments

Figures in '000

Disclosure of Financial Instruments by Category

Financial instruments by categories	31.03.2024			31.03.2023		
	FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
Financial asset						
Trade Receivables	-	-	14,461.79	-	-	20,262.18
Cash and cash equivalents	-	-	684.06	-	-	779.86
Other Financial assets	-	-	15,936.37	-	-	13,717.40
Total Financial Assets	-	-	31,082.22	-	-	34,759.45
Financial liability						
Borrowings	-	-	29,223.31	-	-	32,585.72
Trade payables	-	-	2,595.95	-	-	3,067.94
Other Financial liabilities	-	-	2,252.19	-	-	2,253.88
Total Financial Liabilities	-	-	34,071.45	-	-	37,907.54

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	31.03.2024	31.03.2023
Non Financial Asset		
Property, Plant & Equipment	28,415	34,252
Financial Asset		
Cash and Cash Equivalents	684	780
Inventories	13,460	11,425
Trade Receivables	14,462	20,262
TOTAL	57,020	66,719

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.

Hittco Tools Ltd

CIN: L28939KA1995PLC016888

Notes to Financial Statements For the year ended March 2024

Figures in '000

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

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	31.03.2024	31.03.2023	31.03.2022
Long term Borrowings	29,223	32,586	4,919
Bank overdrafts	10,144	6,684	6,348.1
Total	39,368	39,270	11,268

Sensitivity analysis

Interest Rate Risk Analysis	Impact on profit/ loss after tax		
	FY 2023-24	FY 2022-23	FY 2021-22
Increase or decrease in interest rate by 1% for Long term borrowings	292	326	49
Increase or decrease in interest rate by 1% for Bank overdrafts	101	67	63
Total	394	393	113

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

iii Price risk

Figures in '000

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, 2024	Carrying Amount	Contractual maturities of financial liabilities			
		upto 1 year	1 - 2 years	2 - 5 years	5 years
Non Derivative Financial Liability					
Borrowings (Term Loan)	30,581.37	1,358.06	1,213.73	28,009.57	-
Other Financial Liabilities	2,140.91	2,140.91	-	-	-
Total Non derivative Financial liabilities	32,722.28	3,498.97	1,213.73	28,009.57	-

Trade Payables	As at March 31, 2024					As at March 31, 2023			
	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	3,510.56	3,508.20	2	1	-	5,208.47	26.94	5.71	195.99
Disputed Dues - MSME	-	-	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-	-	-
	3,510.56	3,508.20	1.57	0.78	-	5,208.47	26.94	5.71	195.99

Contractual maturities of financial liabilities

Figures in '000

As at March 31, 2023	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Non Derivative Financial Liability					
Borrowings (Term Loan)	33,921	1,340	1,363	31,218	-
Other Financial Liabilities	3,831	3,831	-	-	-
Total Non derivative Financial liabilities	37,752	5,171	1,363	31,218	-

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, 2024					As at March 31, 2023			
	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	14,461.79	9,787.22	463.48	343.98	3,867.11	17,558.32	484.42	477.33	1,742.10
(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	-	-	-	-	-	-	-	-	-
	14,461.79	9,787.22	463.48	343.98	3,867.11	17,558.32	484.42	477.33	1,742.10

d) Capital management

Figures in '000

(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. 2023-24, 2022-23, F.Y.2021-22)

e) Analytical Ratios

Ratio	Numerator	Denominator	Current Year	Previous Year	% of Variance	Explanation for Variance
Current Ratio	37,977.64	15,627.48	2.43	2.25	8%	Variance less than 25%
Debt Equity Ratio	29,223.31	63,841.04	0.46	0.59	-23%	Variance less than 25%
Debt Service Coverage ratio	8,265.11	3,626.21	2.28	5.27	-57%	
Return on Equity Ratio	1,874.01	34,617.74	0.05	0.28	-81%	
Inventory Turnover Ratio	13,459.79	59,705.11	0.23	0.15	49%	
Trade Receivables Turnover ratio	14,461.79	59,705.11	0.24	0.30	-20%	Variance less than 25%
Trade Payables Turnover ratio	2,595.95	59,705.11	0.04	0.10	-57%	
Net Capital Turnover Ratio	59,705.11	34,617.74	1.72	2.48	-31%	
Net Profit Ratio	1,732.01	59,705.11	0.03	0.11	-74%	
Return of Capital Employed	5,205.52	67,894.08	0.08	0.14	-47%	
Return on Investment		-	-	-	0%	N.A.

34 **BORROWING FROM THE BANKS ON THE BASIS OF SECURITY OF CURRENT ASSETS**

a) QUARTERLY RETURNS OR MONTHLY STATEMENT OF CURRENT ASSETS IN THE NATURE OF TRADE RECEIVABLES AND STOCK FILED BY THE COMPANY WITH THE BANKS ARE NOT IN AGREEMENT WITH THE BOOKS OF ACCOUNTS.

b) SUMMARY OF RECONCILIATION AND THE REASON THERE OF ARE AS FOLLOWS:

MONTHS	PARTICULAR	AMOUNT AS PER STATEMENT/RETURNS	AMOUNT AS PER BOOKS	DIFFERENCE	REMARKS
Jun-23	STOCK	10,798.16	10,798.16	-	
Jun-23	DEBTORS	16,888.60	16,523.81	364.79	Bank statements was not reconciled
Sep-23	STOCK	11,615.79	11,615.79	-	
Sep-23	DEBTORS	14,678.29	14,989.10	-310.82	Bank statements was not reconciled
Dec-23	STOCK	10,672.01	12,480.79	-1,808.78	Sale invoice made but goods not dispatched from factory. Quality mismatched products found as good product and sold on normal rates.
Dec-23	DEBTORS	15,180.63	15,602.28	-421.64	Bank statements was not reconciled
Mar-24	STOCK	13,459.79	13,459.79	-	No Variance
Mar-24	DEBTORS	14,008.51	14,416.24	-407.73	Bank statements was not reconciled

Hittco Tools Ltd		Figures in '000				
CIN: L28939KA1995PLC016888						
Deferred Tax Working as on 31.03.2024						
NATURE OF ITEM			DEFERRED TAX	DEFERRED TAX	TOTAL	TOTAL
		Paid	ASSET	LIABILITY	DTA	DTL
FIXED ASSET						
WDV as per Companies Act	29,092			-		
WDV as per Income tax Act	30,943			(1,851)		(480)
Unabsorbed Depreciation carry forward					-	
43 B Disallowances						
Bonus & Ex-gratia debited to profit and loss account as per Companies Act,2013	111					
Bonus & Ex-gratia Paid as per Income tax Act,1961		361	(251)		(65)	
Gratuity debited to profit and loss account as per Companies Act,2013	266					
Gratuity Paid as per Income Tax Act,1961		387	(121)		(37)	
Leave Encashment debited to profit and loss account as per Companies Act,2013	190					
Leave Encashment paid as per Income Tax Act,1961		164	25		7	
Others Comprehensive Income gratuity	226		226			59
Current Year Opening Balance DTL / (DTA)					(95)	(421)
Current year Closing Balance DTL / (DTA)						(374)
Income / (Provision) to be recognised in Statement of P & L For the Financial Year 2023-24						(516)
						142

HITCO TOOLS LTD

CIN: L28939KA1995PLC016888

IT Depreciation, Net WDV as on 31.03.2024

Figures in Rs.

Block Description	Rate of Dep.	Opening Block	Additions		Block before dep.	Dep on			Closing Block
			> 180 days	< 180 days		Opening + > 180days	< 179 days	Total	
Building	10%	23,27,161			23,27,161	2,32,716	-	2,32,716	20,94,445
Furniture	10%	7,85,741	28,100		8,13,841	81,384	-	81,384	7,32,457
P&M	15%	3,24,27,336			3,24,27,336	48,64,100	-	48,64,100	2,75,63,236
P&M	40%	4,51,827	4,19,728	37,288	9,08,843	3,48,622	7,458	3,56,079	5,52,763
		3,59,92,066	4,47,828	37,288	3,64,77,181	55,26,823	7,458	55,34,280	3,09,42,901

IT Depreciation, Net WDV as on 31.03.2023

Block Description	Rate of Dep.	Opening Block	Additions		Block before dep.	Dep on			Closing Block
			> 180 days	< 180 days		Opening + > 180days	< 179 days	Total	
Building	10%	25,85,735			25,85,735	2,58,573	-	2,58,573	23,27,161
Furniture	10%	8,73,046			8,73,046	87,305	-	87,305	7,85,741
P&M	15%	3,80,39,603		1,01,269	3,81,40,872	57,05,940	7,595	57,13,536	3,24,27,336
P&M	40%	3,92,594		2,70,338	6,62,932	1,57,038	54,068	2,11,105	4,51,827
		4,18,90,977	-	3,71,607	4,22,62,584	62,08,856	61,663	62,70,519	3,59,92,066