

# METALYST FORGINGS LIMITED

(Formerly known as Ahmednagar Forgings Limited)

Registered Office :

Gat No. 614, Village Kuruli Khed, Pune, Maharashtra - 410501

Tel: +91-2135-252148 Fax: +91-2135-252105

E-mail: info@metalist.co.in Web.: www.metalist.co.in

CIN No.: L28910MH1977PLC019569

Ref No. : MFL/NSE/BSE/2018

Date: 13<sup>th</sup> October, 2018

To,

The Manager

**National Stock Exchange of India Limited,**

Listing Department

Exchange Plaza, 4<sup>th</sup> Floor, Plot no.C-1, G Block

Bandra Kurla Complex, Bandra East, Mumbai-400051

**BSE Limited**

Listing Department

Phirozee Jeejee Bhoy Towers,

Dalal Street, Mumbai-400001

**NSE TRADING SYMBOL: METALFORGE**

**BSE SECURITY CODE : 513335**

**Subject : Submission of Annual report for the Financial Year 2017-18 under regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.**

Dear Sir,

Pursuant to regulation 34 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation, 2015. We are submitting the Annual report of the Company for the Financial Year 2017-18 duly approved and adopted by the members as per the provisions of the Companies Act, 2013 at the 41<sup>st</sup> Annual General Meeting of the Company held on **Friday, 28<sup>th</sup> of September, 2018 at 10:00 A.M.** at the Registered Office of the company.

You are requested to take note of the same and oblige.

Thanking you

Yours Faithfully

For **METALYST FORGINGS LIMITED**

(A Company under Corporate Insolvency Resolution Process)

  
**Pavan Kumar Mishra**

**(Company Secretary & Compliance Officer)**

Issued with Approval of Mr. Dinkar T. Venkatasubramanian  
(Resolution Professional)

IP Registration no. IBBI/IPA-001/IP-P00003/2016-17/10011

Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December, 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January, 2018 under provisions of the code.

**Encl: As Stated**



# **METALYST FORGINGS LIMITED**

**(FORMERLY KNOWN AS AHMEDNAGAR FORGINGS LIMITED)**

**(Company under Corporate Insolvency Resolution Process)**

**41st ANNUAL REPORT**  
***2017 - 2018***

# METALYST

## METALYST FORGINGS LIMITED

(FORMERLY KNOWN AS AHMEDNAGAR FORGINGS LIMITED)

CIN: L28910MH1977PLC019569

### 41st Annual Report 2017 - 2018

#### Board of Directors

Mr. Yogesh Kapur	<i>Chairman &amp; Director</i>
Mr. Shekhar Gupta	<i>Whole Time Director</i>
Mr. Arvind Dham	<i>Director</i>
Mr. Sanjiv Bhasin	<i>Director</i>
Ms. Anuradha Kapur	<i>Director</i>
Mr. Brajindar Mohan Singh	<i>Director</i>

#### Resolution Professional

Dinkar T. Venkatasubramanian  
IP Registration no. IBBI/IPA-001/IP-P00003/2016-17/10011

#### Company Secretary & Compliance Officer

Mr. Pavan Kumar Mishra

#### Chief Financial Officer

Mr. Arun Kumar Maiti

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#### Registered Office

Gat No. 614, Village Kuruli  
Tal. Khed, Dist. Pune - 410 501  
(Maharashtra)

#### Plant Location

- MIDC Area, Ahmednagar
- Chakan, Dist. Pune
- Kuruli, Dist. Pune
- Nalagarh, Distt. Solan, (H.P.)
- MIDC Area, Aurangabad

#### Auditors

M/s Raj Gupta & Co.  
Chartered Accountants, New Delhi

#### Secretarial Auditor

M/s. S.N. Jain & Co.  
Company Secretaries, New Delhi

#### Bankers

Allahabad Bank  
Andhra Bank  
Bank of Maharashtra  
ICICI Bank  
State Bank of Patiala  
United Bank of India  
IDBI Bank  
State Bank of Bikaner & Jaipur  
Karur Vyasa Bank  
Karnataka Bank  
State Bank of Hyderabad  
State Bank of India  
South Indian Bank  
Corporation Bank  
State Bank of Mysore  
Syndicate bank  
Vijaya Bank

#### Registrar & Share Transfer Agents

Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House  
3rd Floor, 99, Madangir,  
Behind L.S.C., New Delhi-110062  
Tel.: 011-29255230  
Fax: 011-29252146  
E-mail: beetalrta@gmail.com

## **NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 41<sup>st</sup> ANNUAL GENERAL MEETING OF METALYST FORGINGS LIMITED WILL BE HELD ON FRIDAY, 28<sup>TH</sup> SEPTEMBER, 2018 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT GAT NO. 614, VILLAGE KURULI TAL. KHED, PUNE- 410501 (MAHARASHTRA) TO TRANSACT THE FOLLOWING BUSINESSES:

Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December, 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January, 2018 under provisions of the code.

### **ORDINARY BUSINESS(ES)**

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2018, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION(S) AS AN ORDINARY RESOLUTION(S):
2. TO APPOINT A DIRECTOR IN PLACE OF MR. ARVIND DHAM (DIN: 00047217) WHO RETIRES BY ROTATION AND BEING ELIGIBLE HAS OFFERED HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arvind Dham (DIN: 00047217) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

***Any change in the management of the corporate debtor in the financial year 2018-19 which is during the Corporate Insolvency Resolution Process will be subject to the approval of the Committee of Creditors in terms of Section 28 of the Insolvency & Bankruptcy Code, 2016.***

### **SPECIAL BUSINESS(ES)**

3. RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2018-19.

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

**RESOLVED FURTHER THAT** the Resolution Professional / Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution subject to the approval of the Committee of Creditors of the Company, if required."

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration not exceeding Rs. 5 Lakhs per annum, as approved by the Board on the recommendations of the Audit Committee, to be paid to Mr. Yash Pal Sardana, Cost Accountants (Membership No. - 17996), Cost Auditors of the Company for Cost Audit w.r.t. the financial year 2018-19, be and is hereby ratified, confirmed and approved.

4. TO CONSIDER AND APPROVE RELATED PARTY TRANSACTIONS AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Meetings of Board and its Powers) Rules, 2014 consent of the Company be and is hereby accorded for entering into related party transactions by the Company for the financial year 2018-19 up to the maximum per annum amounts as appended below:-

<b>MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2018-19</b> (in crores)						
	Transactions defined u/s 188(1) of Companies Act, 2013					
	Name of Interested Directors(s)/KMP(s)	Sale, Purchase of any goods or materials	Selling or buying property of any kind	Giving any Loan/ Guarantee or provide Securities	Availing or rendering of any service	Leasing of Property of any kind
<b>NAME OF RELATED PARTY</b>						
<b>Holding Company</b>						
Amtek Auto Ltd.	Mr. Arvind Dham	100	—	—	—	—
<b>Subsidiaries of Holding Company</b>						
JMT Auto Limited		50	—	—	—	—
<b>Associates of Holding Company</b>						
Castex Technologies Ltd.	Mr. Arvind Dham	50	—	—	—	—
ACIL Ltd.	Mr. Arvind Dham	100	—	—	—	—
ARGL Ltd.	—	100	—	—	—	—
<b>Total</b>		<b>400</b>	—	—	—	—

**RESOLVED FURTHER THAT** the Resolution Professional / Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary to settle any question, difficulty, or doubt that may arise with regard to giving effect to this Resolution."

Any related party transaction to be entered in the financial year 2018-19 which is during the Corporate Insolvency Resolution Process will be subject to the approval of the Committee of Creditors in terms of Section 28 of the Insolvency & Bankruptcy Code, 2016 and subject to examination of any undervalued transaction under Section 45.

**For Metalyst Forgings Limited**

(A Company under Corporate Insolvency Resolution Process)

**Pavan Kumar Mishra**

**Company Secretary**

**Membership No:40301**

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December, 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January, 2018 under provisions of the code).

**Date : 20<sup>th</sup> August, 2018**

**Place : New Delhi**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special businesses under Item No. 3 & 4 above, is annexed hereto.
  2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and clause 1.2.5 of **Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India** in respect of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed.
  3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
  4. The instrument appointing the Proxy, in order to be effective, must be deposited at the Company's Registered Office not less than **48 hours** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
  5. Pursuant to Section 125 of the Companies Act, 2013, unclaimed final dividend for the financial year 2010-11 is due for transfer to Investors' Education and Protection Fund (IEPF) established by Govt. of India. All Shareholders, whose dividend is unpaid for the year 2010-2011, are requested to lodge their claim by submitting an application at the earliest date, with either of the following:
    - i. **M/s Beetal Financial & Computer Services Private Limited (RTA)**  
Beetal House, 3 rd Floor, 99 Madangir,  
Behind LSC, New Delhi-110062
    - ii. The Company Secretary,  
**METALYST FORGINGS LIMITED**  
3 L.S.C. Pamposh Enclave,  
Greater Kailash, New Delhi-110048
- Kindly note that no claims will lie against the Company or the IEPF once the dividend amount is deposited in IEPF.
6. The Notice of the Annual General Meeting is also uploaded on the website of the Company (**[www.amtek.com](http://www.amtek.com)**). The Annual General Meeting Notice is being sent to all the members, whose names appear in the Register of Members as on **Friday 17th August, 2018**.
  7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant ('DP') only and not to the Company's Registrars and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Beetal Financial & Computer Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Beetal Financial & Computer Services Private Limited.
  8. The Register of Members and Share Transfer Books of the Company shall remain closed from **22<sup>nd</sup> September, 2018 to 28th September, 2018 (both days inclusive)** for the purpose of compliance with the annual closure of Books as per Section 91 of the Companies Act, 2013.
  9. Corporate members are requested to send a duly certified copy of the Board Resolution / Authority Letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
  10. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's

Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

11. In accordance with the Companies Act, 2013 read with the Rules and in support of the '**Green Initiative in Corporate Governance**' the Annual Reports are sent by electronic mode to those members whose shareholding is in dematerialized format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their Email ID are requested to register their Email ID addresses with **M/s Beetal Financial & Computer Services Private Limited**, the Company's Registrars and Share Transfer Agents.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to **M/s. Beetal Financial & Computer Services Private Limited** for consolidation into a single folio.
13. Members are requested to: -
  - a. bring the enclosed attendance slip and deliver the same after filling in their folio number/Client ID and DP ID at the entrance of the meeting hall. Admission at the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip, Duplicate Attendance Slip will be issued at the Registered Office of the Company up to a day proceeding the day of Annual General Meeting.
  - b. bring their copies of Annual Report to the Meeting as the same will not be re-distributed at the venue of Annual General Meeting.
  - c. quote their Folios/Client ID & DP Id Numbers in all correspondence.
  - d. send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting, if the member is a Corporate Member.
14. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
15. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company's registered office at least 7 days before the General Meeting, so that the same can be suitably replied to.
16. Pursuant to Section 108 of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is offering e-Voting Facility for all shareholders of the Company, as an alternate, to enable them to cast their votes electronically instead of casting their votes at the meeting. Please note that the voting through electronic means is optional. The members who wish to vote physically in Meeting (instead of e-voting) can do the same.
17. **SEBI HAS MANDATED SUBMISSION OF PERMANENT ACCOUNT NUMBER (PAN) BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**
18. **TO BE NOTIFIED BY SEBI , SECURITIES OF LISTED COMPANIES WOULD BE TRANSFERRED IN DEMATERIALIZED FORM ONLY, FROM A CUT-OFF DATE. IN VIEW OF THE SAME MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT THE COMPANY'S RTA FOR ASSISTANCE IN THIS REGARD.**
19. The Voting through an electronic means will commence on **Tuesday, i.e. 25<sup>th</sup> September, 2018 from 09:00 A.M and will end on Thursday, i.e. 27<sup>th</sup> September, 2018 at 5:00 P.M.** The members will not be able to cast their votes electronically beyond the date and time as mentioned.

20. The Company has appointed M/s. K. Rahul & Associates, Practicing Company Secretary (Membership Number: 13975) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
21. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not Cast their Vote by remote e-voting, shall be able to exercise their right at the meeting through polling paper.

**Process for Members opting for e-Voting is as under:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on **Tuesday, 25<sup>th</sup> September, 2018 (from 09:00 A.M IST) and will end on Thursday, 27<sup>th</sup> September, 2018 at (5:00 P.M. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on **Tuesday, 25<sup>th</sup> September, 2018 (from 09:00 A.M IST) and will end on Thursday, 27<sup>th</sup> September, 2018 at (5:00 P.M. IST)**. during this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 21<sup>st</sup> September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv) Click on Shareholders/Members.
- v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no is enclosed along with the notice.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <p>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 as mentioned in instruction (v).</p>



- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN of **Metalyst Forgings Limited** on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) 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.
- xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details by custodian 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. In case of Non-Individual Shareholders, admin user also would be able to link the accounts.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call **1800225533**.
- xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013. or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

The Results of e-voting shall be declared on the date of the AGM of the Company by the Chairman or Resolution Professional or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.amtek.com** and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

**For Metalyst Forgings Limited**

(A Company under Corporate Insolvency Resolution Process)

**Pavan Kumar Mishra**

**Company Secretary**

**Membership No:40301**

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December, 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January, 2018 under provisions of the code).

**Date : 20<sup>th</sup> August, 2018**

**Place : New Delhi**

**Annexure to Notice****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following statements set out all material facts relating to the special businesses mentioned in the accompanying notice:

**ITEM NO.3**

The Board, on the recommendation of the Audit Committee, has appointed **Mr. Yash Pal Sardana, Cost Accountants (Membership No.- 17996)** as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2018-19 at the remuneration not exceeding Rs.5 Lakhs per annum.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

The Board recommends passing of the resolution as set out at Item No. 3 of the Notice as an Ordinary Resolution.

**ITEM NO.4**

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules.

Further as required under Regulation 23(4) of SEBI (Listing obligations and disclosure requirements) Regulations 2015, all material related party transactions (other than as specified under regulation 23(4) of the SEBI Listing Regulations 2015 shall require approval of the shareholders through Ordinary Resolution. Accordingly, the approval of the shareholders by way of Ordinary Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (meeting of Board and its Powers) Rules, 2014 and Regulations 23(4) of the SEBI Listing Regulations 2015 to enable the Company to enter into related Party Transactions in one or more tranches.

The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

<b>MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2018-19</b> (in crores)						
	Transactions defined u/s 188(1) of Companies Act, 2013					
	Name of Interested Directors(s)/KMP(s)	Sale, Purchase of any goods or materials	Selling or buying property of any kind	Giving any Loan/ Guarantee or provide Securities	Availing or rendering of any service	Leasing of Property of any kind
<b>NAME OF RELATED PARTY</b>						
<b>Holding Company</b>						
Amtek Auto Ltd.	Mr. Arvind Dham	100	—	—	—	—

Subsidiaries of Holding Company						
JMT Auto Limited		50	–	–	–	–
Associates of Holding Company						
Castex Technologies Ltd.	Mr. Arvind Dham	50	–	–	–	–
ACIL Ltd.	Mr. Arvind Dham	100	–	–	–	–
ARGL Ltd.	–	100	–	–	–	–
<b>Total</b>		<b>400</b>	–	–	–	–

**Terms and conditions:**

1. At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines.

Members are informed that pursuant to second proviso of Section 188(1) of the Companies Act 2013, no member of the Company shall vote on any resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. Further, as per its General Circular No. 30/2014 dated 17.07.2014, the Ministry of Corporate Affairs has clarified that the term 'Related Party' in the second proviso to Section 188(1) refers only to such Related Party as may be a Related Party in the context of the contract or arrangement for which the resolution is being passed. Also, as per Companies (Amendment) Act, 2015, the word "Special Resolution" for entering into related party transaction has been replaced by "Resolution". Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors and key managerial personnel (other than as mentioned above) and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed ordinary resolution.

**For Metalyst Forgings Limited**

(A Company under Corporate Insolvency Resolution Process)

**Pavan Kumar Mishra**

**Company Secretary**

**Membership No:40301**

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December, 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January, 2018 under provisions of the code).

**Date : 20<sup>th</sup> August, 2018**

**Place : New Delhi**

INFORMATION REQUIRED TO BE FURNISHED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING.

<b>Name</b>	<b>Mr. Arvind Dham</b>
<b>Date of Birth</b>	15th March, 1961
<b>Qualification</b>	B.Arch. From Chandigarh College of Architecture, Punjab University
<b>Profession</b>	Industrialist
<b>Expertise</b>	Mr. Arvind Dham is an eminent industrialist having more than 28 years of experience in the field of Project Planning, Implementation, and International Trade & Business Management.
<b>Directorships*</b>	<ol style="list-style-type: none"> <li>1. Amtek Auto Limited</li> <li>2. Metalyst Forgings Limited</li> <li>3. Castex Technologies Limited</li> <li>4. ACIL Limited</li> <li>5. Amtek Laboratories Limited</li> <li>6. Symbios Personnel Advices and Services Limited</li> </ol>
<b>Shareholding in the Company</b>	NIL
<b>Membership/Chairmanship of Committees of other Public Companies</b>	Nil

\* These directorships exclude Private Limited Companies, Foreign Companies and Companies under section 8 of Companies Act, 2013

#### **For Metalyst Forgings Limited**

(A Company under Corporate Insolvency Resolution Process)

**Pavan Kumar Mishra**

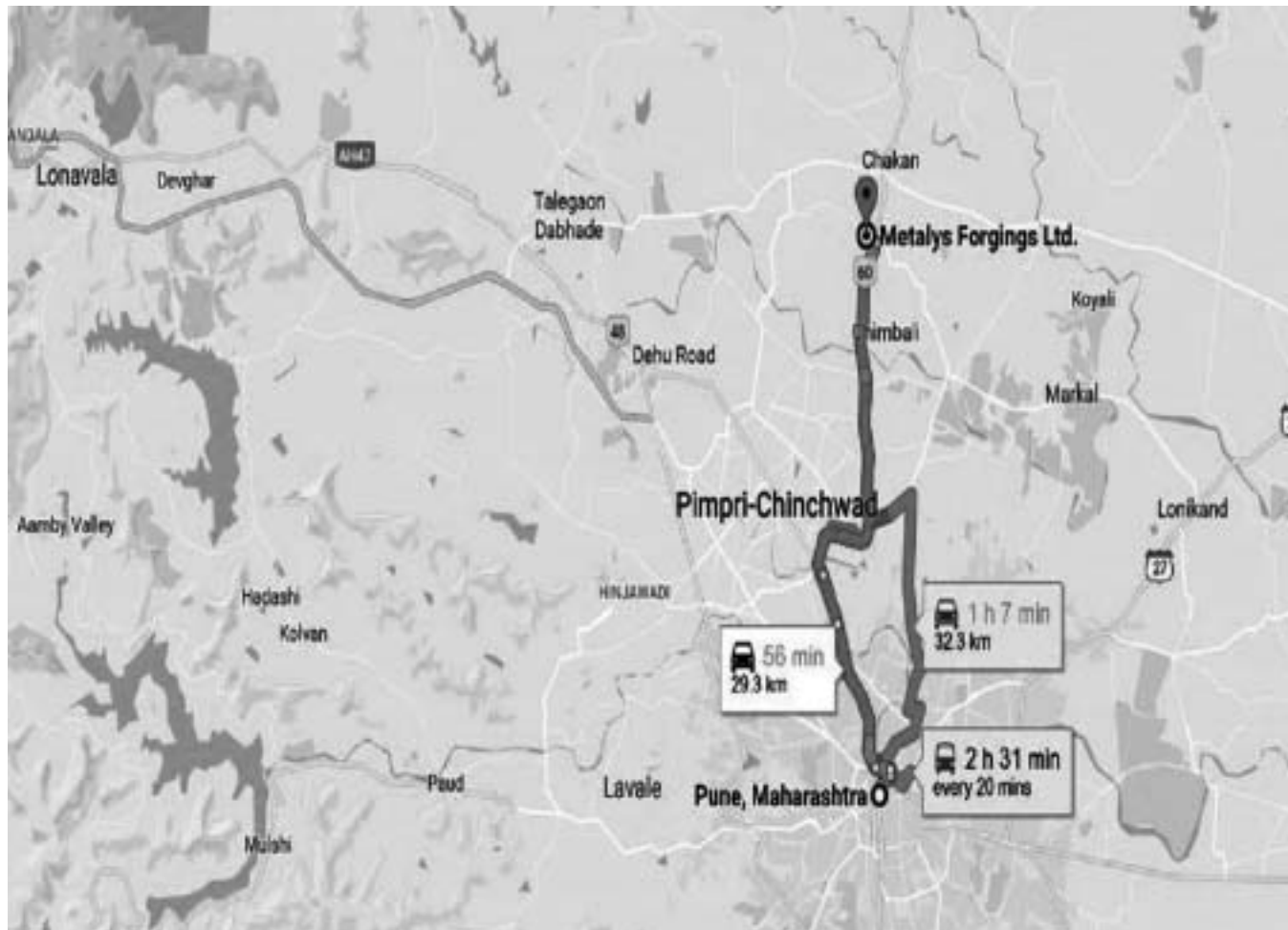
**Company Secretary**

**Membership No:40301**

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December, 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January, 2018 under provisions of the code).

**Date : 20<sup>th</sup> August, 2018**

**Place : New Delhi**

**ROUTE MAP TO THE VENUE OF 41st AGM OF METALYST FORGINGS LIMITED**  
**GAT NO. 614, VILLAGE KURULI, TAL. KHED, PUNE – 410 501 (MAHARASHTRA)**

**DIRECTORS' REPORT**

Dear Members,

*It gives me great pleasure to present the 41<sup>st</sup> Annual Report on the business and operations of your Company, together with the audited accounts for the financial year ended March 31, 2018.*

***A corporate insolvency resolution process ("CIRP") has been initiated against Metalyst Forgings Limited ( 'the Company' ) vide an order of Mumbai bench of the National Company Law Tribunal (NCLT) dated December 15, 2017 under the provisions of the Insolvency and Bankruptcy Code 2016 (Code). The Hon'ble NCLT, Mumbai Bench by order Dated December 15, 2017 has appointed Mr. Dinkar T. Venkatasubramanian as an Interim Resolution Professional ('IRP') for carrying out the Corporate Insolvency Resolution Process (CIRP) of the Company.***

*At the first meeting of Committee of Creditors of the Company held on January 12, 2018 his appointment was confirmed as a Resolution Professional.*

*In terms of Section 17 of the Code, on commencement of the Corporate Insolvency Resolution Process (CIRP), the powers of the Board of Directors of the Company stands suspended and the same are being exercised by the Resolution Professional. The management of the affairs of the Company has been vested with Resolution Professional till the time the resolution plan is approved by the Committee of Creditors (CoC) and further, approved by the NCLT under the Code.*

**FINANCIAL RESULTS**

The standalone financial statements for the financial year ended March 31, 2018, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (IND AS) as notified by the Ministry of Corporate Affairs.

The Company's, financial performance, for the year ended March 31, 2018 and period ended March 31, 2017 is summarized below:-

**in Rs. Lakhs except per equity share data**

Particulars	31st March, 2018	31st March, 2017
Revenue from Operations	37378	110628
Other Income	77	217
Total Revenue	37455	110845
Expenditures (Excluding Depreciation)	71597	133852
Gross Profit Before Depreciation	34142	23007
Depreciation	25993	22327
Profit Before Tax & Exceptional Items	(60135)	(45334)
Exceptional Item	41195	44247
Profit Before tax	(101330)	(89581)
Tax Expenses		
Deferred Tax	(8312)	(25078)
Profit /(Loss) for the year	(93018)	(64503)
Other Comprehensive Income	82	(58)
Total Comprehensive Income	(92936)	(64561)
EPS (for continuing operation)		
Basic	(213.48)	(176.74)
Diluted	(213.48)	(176.71)
EPS (for continuing and discontinuing operation)		
Basic	(213.48)	(176.74)
Diluted	(213.48)	(176.71)

## FINANCIAL PERFORMANCE

During the year under review, your Company had earned total revenue amounting to Rs.37,455 lakhs as compared to Rs. 110,845 lakhs in the previous year. Loss after Tax stood at Rs. 93,018 lacs as against Loss after Tax of Rs. 64,503 lakhs in the previous year.

## STATE OF COMPANY'S AFFAIRS

The state of affairs of the Company is presented as part of the Management Discussion and Analysis (MDA) Report forming part of this Annual Report.

## TRANSFER TO RESERVE

The Company did not transfer any amount to reserve during the year.

## MATERIAL CHANGES AND COMMITMENTS

A CIRP has been initiated against the Company vide an order of Mumbai bench of the NCLT dated December 15, 2017 under the provisions of the Code. The Hon'ble NCLT, Mumbai Bench by order Dated 15th December, 2017 has appointed Mr. Dinkar T. Venkatasubramanian as an 'IRP' for carrying out the Corporate Insolvency Resolution Process (CIRP) of the Company.

## DIVIDEND

In view of losses incurred during the year under review, the Board of Directors does not recommend any dividend on the equity shares for the financial year ended March 31, 2018.

## AUTHORIZED SHARE CAPITAL

The Authorized Share Capital of the Company is **Rs. 52,00,00,000** (Rupees Fifty Two Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of INR 10/- each aggregating to INR 50,00,00,000 (Rupees Fifty Crores Only) and 20,00,000 (Twenty Lakhs) and Preference Shares of INR 10/- each aggregating to Rs. 2,00,00,000 (Rupees Two Crore Only).

## ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

Subsequent to the financial year under review, on **03rd April, 2017**, the Company had converted unsecured loan of Rs. 4,00,00,000 (Rupees Four Crores only) of Promoter Company i.e. **Amtek Auto Limited** pursuant to the approval of shareholders in their meeting held on March 23, 2017, through issue and allotment of **4,00,000** (Four Lakh) equity shares of Rs. 10/- (Rupees Ten) each fully paid-up at a price of Rs. 100/- (Rupees Hundred only) per share including a premium of Rs. 90/- (Rupees Ninety only) to Amtek Auto Limited in accordance with applicable provisions of the SEBI (ICDR) Regulations 2009 and the Companies Act, 2013 read with the applicable rules made there under for the issuance of Equity Shares on Preferential basis.

Further, the Company has also allotted **24,00,000** (Twenty Four Lakhs) Equity Shares upon conversion of Warrants into equivalent number of Equity shares of Rs. 10/- (Rupees Ten only) each, at a premium of Rs. 90/- aggregating to Rs. 24,00,00,000 (Rupees Twenty Four Crores only) which were issued on **March 31, 2017** to the Promoter group Company i.e. **M/s Amtek Auto Limited** by way of preferential allotment.

## BOARD OF DIRECTORS BEFORE THE COMMENCEMENT OF INSOLVENCY PROCESS

Pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, **Mr. Arvind Dham (DIN: 00047217)** will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment.

Brief profile of **Mr. Arvind Dham (DIN: 00047217)** is given with the notice of Annual General Meeting

During the period under review, Pursuant to Section 168 of the Companies Act, 2013 read with Rule 15 of Companies (Appointment and Qualifications of Directors) Rules, 2014, **Mr. Gautam Malhotra and Mr. Vivek Kumar Agarwal** has resigned from the office of Director of the Company w.e.f. 23<sup>rd</sup> May, 2018 and 01<sup>st</sup> June, 2018 Respectively. **Mr. John Ernest Flintham** has also resigned from the office of Director of the Company w.e.f. 31<sup>st</sup> March 2018. The Board places on record its appreciation for their continuous support, guidance and contribution during their tenure as Directors on the Board of the Company.



Pursuant to Section 168 of the Companies Act, 2013 read with Rule 15 of Companies (Appointment and Qualifications of Directors) Rules, 2014, **Mr. Bahushrut Lugani** and **Ms. Ankita Wadhawan** have resigned from the office of Independent Director of the Company with effect from 22<sup>nd</sup> July, 2017 and 25<sup>th</sup> August, 2017 respectively.

As per the provisions of Section 149 of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. **Mr. Brajindar Mohan Singh, Mr. Yogesh Kapur** and **Ms. Anuradha Kapur** have given declarations to the Board, that they meet the criteria of independence as provided under Section 149(6) of the Act.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, and with approval of the Nomination & Remuneration Committee, which recommends the appointment of above three Directors as Independent Directors for a period of five years is being placed before the Members in General Meeting for their approval.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

Brief disclosure of the Directors proposed to be re-appointed, highlighting their industry expertise in specific functional areas, names of companies in which they hold directorships is provided in the notice forming part of this Annual Report. Further, the name of the Companies in which they hold the memberships/chairmanships of Board Committees, as stipulated under SEBI Listing Regulations is provided in the Corporate Governance Section of the Annual Report.

***After the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.***

#### **DETAILS OF KEY MANAGERIAL PERSONNEL & RESOLUTION PROFESSIONAL**

During the period under review, **Ms. Prabhleen Kaur Sethi** resigned from the position of Company Secretary w.e.f. 03<sup>rd</sup> October, 2017. The Board places on record its appreciation for the services rendered by Ms. Prabhleen Kaur Sethi during her tenure with the Company.

Further, **Mr. Pavan Kumar Mishra** was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 27<sup>th</sup> November, 2017 pursuant to the provisions of Section 203 of the Companies Act, 2013 and Rules applicable thereon.

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Shekhar Gupta	–	Whole Time Director
Mr. Arun Maiti	–	Chief Financial Officer
Mr. Pavan Kumar Mishra	–	Company Secretary

***Further stated that the Company is under CIRP under the Code vide an order of the Hon'ble NCLT, Mumbai dated December 15, 2017 and Mr. Dinkar T. Venkatasubramanian (IP Registration no. IBB/IPA-001/IP-P00003/2016-17/10011), was appointed as the IRP with effect from December 15, 2017. Further, in terms of the provisions of the Code, the 'CoC' in its meeting held on January 12, 2018 continued Mr. Dinkar T. Venkatasubramanian as the Resolution Professional.***

#### **TRANSFER OF UNPAID AND UNCLAIMED AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Pursuant to the provisions of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the declared dividends, which remained unpaid or unclaimed for a period of seven (7) years and shares thereof shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Accordingly, during the year, the Company has transferred the unpaid or unclaimed dividend for a period of 7 years from the date they become due for payment along with the shares to IEPF. The shareholders have option to claim their shares and/or amount of dividend transferred from IEPF.

The company has sent the notice to the respective shareholders who have not claimed dividend for seven Consecutive Years and whose shares are liable to be transferred to IEPF during the Financial year.

No claim shall be entertained against the Company for the amounts and shares so transferred.

## SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company has no subsidiary, Joint Venture and Associates as on March 31, 2018.

## NUMBER OF BOARD MEETING BEFORE THE COMMENCEMENT OF INSOLVENCY PROCESS

Before the Commencement of Insolvency Resolution Process the Board met 4 (Four) times during the financial year, the details of which are provided in the Corporate governance Report that forms part of this report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

After the Commencement of Insolvency Resolution Process In terms of Section 17 of the Code, on commencement of the CIRP, the powers of the Board of Directors of the company stands suspended and the same are being exercised by the Resolution Professional. The management of the affairs of the Company has been vested with Resolution Professional, therefore no meeting of Board of Directors or Committee was held after the Commencement of CIRP.

## POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

Pursuant to Section 134(3)(e) & Section 178(3) of the Companies Act 2013, the Nomination and Remuneration Committee of the Board has framed a policy for selection and appointment of Directors and senior management personnel, which *inter alia* includes the criteria for determining qualifications, positive attributes and independence of a Director(s) / Key managerial personnel and their remuneration. Details of the policy on appointment and remuneration are available on the website of the Company <http://www.amtek.com/mfl.php#>

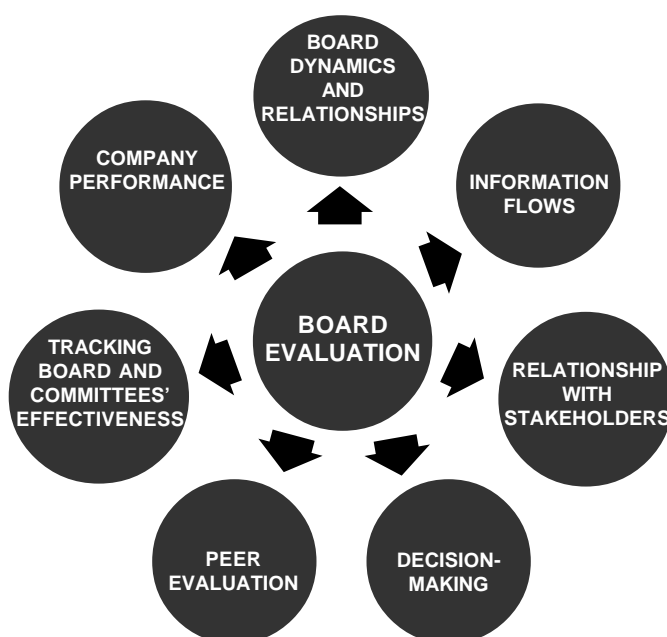
## DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declaration from all the independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## BOARD EVALUATION

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has formulated a framework containing, *inter alia*, the criteria for performance evaluation of entire Board of the Company on various parameters.

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated



The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the *corporate governance report*. The Board approved the evaluation results as collated by the Nomination and Remuneration Committee.

### **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

All new independent directors inducted into the Board attend an orientation program. The details of training and familiarization program are available on our website <http://www.amtek.com/mfl.php#>

Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities. The format of the letter of appointment is available on our website <http://www.amtek.com/mfl.php#>

### **COMMITTEES OF THE BOARD**

The Company's Board has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

The details of the membership and attendance at the meetings of the above Committees of the board are provided in the Corporate Governance section of this report.

The Board has laid down the Code of Conduct for Non-Executive Directors and Senior Management Personnel of the Company and the same are posted on the Company's website. All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct. The Managing Director has also confirmed and certified the same. The certification is enclosed at the end of the Report on Corporate Governance.

### **DISCLOSURE OF AUDIT COMMITTEE & NON ACCEPTANCE OF ITS RECOMMENDATION**

The composition of Audit Committee of the Company as on 31.03.2018 is as under:

<b>Name of the Member</b>	<b>Category</b>	<b>Status</b>
Mr. Yogesh Kapur	Independent Director	Chairman
Mr. Sanjiv Bhasin	Non-executive Director	Member
Ms. Anuradha Kapur	Independent Director	Member

Before the Commencement of Insolvency Resolution Process all the recommendations made by the Audit Committee were accepted by the Board of Directors during the financial year 2017-18.

***After the Commencement of Corporate Insolvency Resolution Process (CIRP) as per regulation 17 of IBC "the Code" The management of the affairs of the company shall vested in the interim resolution professional and the power of the board of directors shall stand suspended and be exercised by the Interim Resolution Professional.***

**Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on January 12 2018 under provisions of the Code.**

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Before the Commencement of Insolvency Resolution Process Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Directors hereby confirm that:

- i. in preparation of Annual Accounts, the applicable Accounting Standards have been followed and there has been no material departure.

- ii. they have selected accounting policies which were applied consistently and the directors 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 at March 31, 2018 and of the profits/losses for the year ended on that date.
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. they have prepared the annual accounts on a going concern basis.
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### STATUTORY AUDITORS

In the Company's 40<sup>th</sup> AGM held on September 25, 2017, **M/s Raj Gupta & Co., Chartered Accountants (Firm Registration No. 000203N)** has been appointed as the Statutory Auditor of the Company for a term of 5 years (subject to ratification by members at every AGM if required under the prevailing law at that time), to hold office from the conclusion of the 40<sup>th</sup> Annual General Meeting until the conclusion of the 45<sup>th</sup> Annual General Meeting of the Company.

Pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 notified by the Ministry of Corporate Affairs on 7 May 2018, the requirement for ratification of the appointment of Statutory Auditors by the members at every Annual General Meeting has been omitted.

### AUDITORS' REPORT

The auditors' report does not contain any qualification, reservation, adverse remark, comments, observations or disclaimer given by the Auditors in their report which forms part of this report.

### SECRETARIAL AUDIT

The Board has appointed **M/s S.N. Jain & Co., Company Secretaries**, to conduct Secretarial Audit for the financial year 2017-18 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them for the financial year 2017-18 in the prescribed form MR-3 is attached as **Annexure- I** and forms part of this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### COST AUDITORS

As per Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. In this connection, the Board of Directors of the Company on the recommendation of the Audit Committee, has appointed **Mr. Yash Pal Sardana (Membership No. 17996)**, practicing Cost Accountant, as Cost Auditor for conducting the audit of the cost records of the Company for the financial year 2018-19 subject to its ratification of the remuneration to be paid to Cost Auditor, by the shareholders at the ensuing Annual General Meeting.

### REPORTING OF FRAUD BY AUDITORS

During the year under review, the Auditors of the Company have not reported any fraud as specified under section 143 (12) of the Companies Act, 2013 to the Audit Committee

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Disclosure on particulars relating to loans, guarantees or investments under section 186 of the Companies Act, 2013, form part of notes to the financial statement provided in this Annual Report.

### PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts or arrangements entered into by the Company with Related Parties are at arm's length and are in ordinary course of business.

In accordance with Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014, All the Related Party Transactions entered into during the financial year were on an Arm's Length basis and in the Ordinary Course of Business. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel (KMP) which may have a potential conflict with the interest of the Company at large. the particulars of contracts or arrangements with related parties, referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2 is attached as **Annexure-II** which forms part of this report.

The Policy on Related Party Transactions as approved by the Board of Directors is uploaded on the website <http://www.amtek.com/mfl.php#>

There has been no change to the policy on Related Party Transactions during the financial year ended March 31, 2018

### **ANNUAL RETURN EXTRACT**

In terms of Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of Companies (Management & Administration) Rules, 2014, the extract of Annual Return of the Company in Form MGT-9 is attached as **Annexure III** to this Report.

Whereas, in pursuant to the Companies (Amendment) Act, 2017, the act has made substitution under Section 134(3) (a) of the Companies Act, 2013 to place the extract of Annual Return on the website of the Company. As to comply with the said provision the Company has placed the extract of Annual Return in Form MGT-09 on the website of the company <http://www.amtek.com/mfl.php#>

### **CORPORATE SOCIAL RESPONSIBILITY**

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure-IV** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company <http://www.amtek.com/mfl.php#>

### **PARTICULARS OF EMPLOYEES AND REMUNERATION**

- (a) The ratio of remuneration of each director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure-V(A)** forming part of this report.
- (b) The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as **Annexure-V(B)** forming part of this report.

### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has designed and implemented a process driven framework for Internal Financial Controls [IFC] within the meaning of the explanation to Section 134(5) (e) of the Act. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

### **CORPORATE GOVERNANCE**

The Company is committed to maintain high standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an Integral part this Annual Report. Requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to this Annual Report.

### **RISK MANAGEMENT**

In compliance with the provisions of Regulation 21 of SEBI Listing Regulations, the Board of Directors has constituted a Risk Management Committee to frame, implement and monitor the risk management plan for the

Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of the Annual report. The details of Committee are set out in the Corporate Governance Report forming part of the Board's Report.

#### **ANTI SEXUAL HARASSMENT POLICY**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All women employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2017-18, no complaints were received by the committee.

#### **PUBLIC DEPOSITS**

During the period under review, the Company has neither accepted nor renewed any deposits within the meaning of Section 73 of the Companies Act, 2013 from the Shareholders/Public.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

The detail as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies Rules, 2014 regarding conservation of energy, technology absorption, foreign exchange earnings & outgo is attached as **Annexure-VI** to this Report.

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

A detailed review of operations, performance and future outlook of the Company is given separately, under head "Management Discussion and Analysis Report" forming part of this Annual Report.

#### **DISCLOSURE REQUIREMENTS**

Details of the Familiarization Programme of the independent directors are available on the website of the Company <http://www.amtek.com/mfl.php#>. Policy on dealing related party transaction is available on the website of the Company <http://www.amtek.com/mfl.php#>.

#### **VIGIL MECHANISM**

The Company has formulated Whistle Blower Policy wherein Vigil Mechanism for Employees, Directors, Stakeholders of the Company are free to report any unethical or improper activity. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the SEBI (Listing Obligation & Disclosure Requirements Regulation 2015). The policy on dealing Vigil Mechanism/ Whistle Blower Policy available on website of the Company <http://www.amtek.com/mfl.php#>

#### **SIGNIFICANT AND MATERIAL ORDERS**

As stated hereinbefore, the Hon'ble National Company Law Tribunal, Mumbai (NCLT, Mumbai) vide order dated December 15, 2017 approved initiation of Corporate Insolvency Resolution Process of the Company pursuant to an application under section 7 of the Insolvency and Bankruptcy Code, 2016 filed by State Bank of India.

Pursuant to the initiation of the above proceedings, the powers of the Board have been suspended in terms of section 17 of the said Code and the same now vest with **Mr. Dinkar T. Venkatasubramanian**, the Resolution Professional.

#### **DEMATERIALISATION AND LISTING**

The equity shares of the Company are admitted to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2018, 4,29,18,583 Equity Shares representing 98.55% of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The International Securities Identification Number (ISIN) allotted to the Company with respect to its Equity Shares is INE425A01011.

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and are actively traded.

### **RECONCILIATION OF SHARE CAPITAL AUDIT**

As per the directive of the Securities & Exchange Board of India, M/s S. Khurana & Associates, Company Secretaries, New Delhi, undertook the Reconciliation of Share Capital Audit on a quarterly basis. The purpose of the audit is to reconcile the total number of shares held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form with respect to admitted, issued and Paid up Share Capital of the Company.

The reconciliation of Share Capital Audit Report as submitted by **M/s S. Khurana & Associates, Company Secretaries, New Delhi**, on quarterly basis was forwarded to the BSE Limited and National Stock Exchange of India Limited where the Equity Shares of the Company are listed.

### **INDUSTRIAL RELATIONS**

During the year under review, the relations between the Management and the workmen were highly cordial. Human resources initiatives such as skill up gradation, training, appropriate reward & recognition systems and productivity improvement were the key focus areas for development of the employees of the Company.

### **INVESTOR RELATIONS**

Your Company always endeavours to promptly respond to members' requests/grievances. Each and every issue raised by the members is taken up with utmost priority and every effort is made to resolve the same at the earliest. The Stakeholders Relationship Committee of the Board periodically reviews the status of the redressal of investors' grievances.

### **COMPLIANCE WITH SECRETARIAL STANDARD**

The Company complies with all applicable Secretarial Standard issued by the Institute of Company Secretaries of India.

### **ACKNOWLEDGEMENTS**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the dedication of the employees at all levels, which has been critical for the Company's success. The Directors look forward to their continued support in future.

### **For Metalyst Forgings Limited**

(A Company under Corporate Insolvency Resolution Process)

**Yogesh Kapur**

**DIN : 00014385**

**(Chairman & Director)**

**Date : 20<sup>th</sup> August, 2018**

**Place : New Delhi**

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January 2018 under provisions of the code).

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018

[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]

**Annexure I**

To,  
The Members,  
Metalyst Forgings Limited  
Gat No 614 Village Kuruli Khed Pune MH 410501

I, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Metalyst Forgings Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

***It is further stated that Metalyst Forgings Limited is under Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code 2016 (Code) vide an order of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai dated 15.12.2017 and Mr. Dinkar T. Venkatasubramanian (IP Registration no. IBB/PA-001/IP-P00003/2016-17/10011), was appointed as the Insolvency Resolution Process ("IRP") with effect from 15 December 2017. Further, in terms of the provisions of the Code, the Committee of Creditors (CoC) in its meeting held on 12 January 2018 continued to Mr. Dinkar T. Venkatasubramanian as the Resolution Professional.***

***In terms of Section 17 of the Code, on commencement of the Corporate Insolvency Resolution Process (CIRP), the powers of the Board of Directors of MFL stands suspended and the same are being exercised by Mr. Dinkar T. Venkatasubramanian. The management of the affairs of MFL has been vested with Mr. Dinkar T. Venkatasubramanian.***

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by for the period ended 31st March, 2018 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made here under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from May 15 2015,
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; ***Not Applicable as the Company has not issued any securities during the financial year.***
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 -***Not Applicable as the Company has not granted any options 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:
- 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.**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified with effect from December 1, 2015.

**I further report that** having regard to compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

The Factories Act, 1948;

- I. The Petroleum Act, 1934 and the rules made there under;
- II. The Environment Protection Act, 1986 and the rules made there under;
- III. The Water (Prevention and Control of Pollution) Act, 1974 and the rules made there under; and
- IV. The Air (Prevention and Control of Pollution) Act, 1981 and the rules made there under

**I further report that** the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated laws.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India notified with effect from July 1, 2015;
- (ii) The Listing Agreements entered into by the Company with The National Stock Exchange of India & The BSE Limited

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

I further report that:

The IBC has been enacted with the object of inter alia, providing a time bound resolution process for corporate debtors, maximising the value of their assets and to promote entrepreneurship. If the resolution is not achieved within the time provided, the corporate debtor will go in liquidation. Section 14 has been provided as a standstill provision to allow the stakeholders to explore resolution without having to worry about duress and other legal proceedings as such proceedings causing a set back to the enterprise, its operations or value.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For SN Jain & Co.**

**Place : New Delhi**  
**Date : 18.06.2018**

**Shruti Jain**  
**Practicing Company Secretary**  
**COP No.: 19933**

This report is to be read along with our letter of even date which is annexed as **Annexure B** and forms an integral part of this report.

**Annexure B**

To,  
**The Members, Metalyst Forgings Limited**  
Gat No 614 Village Kuruli Khed,  
Pune MH 410501

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

1. Maintenance of secretarial records 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 processes 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 not verified 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 SN Jain & Co.**

**Place : New Delhi**  
**Date : 18.06.2018**

**Shruti Jain**  
**Practicing Company Secretary**  
**COP No.: 19933**

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

**1. Details of contracts or arrangements or transactions not at arm's length basis: NA**

Metalyst Forgings Limited (the Company) has not entered in to any contract/arrangement/transaction with its related parties which is not in ordinary course of business or at arm's length during FY 2017-18. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 ("Act") and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

- (a) Name(s) of the related party and nature of relationship: Not Applicable
- (b) Nature of contracts/arrangements/transactions: Not Applicable
- (c) Duration of the contracts / arrangements / transactions: Not Applicable
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- (e) Justification for entering in to such contracts or arrangements or transactions: Not Applicable
- (f) Date(s) of approval by the Board: Not Applicable
- (g) Amount paid as advances, if any: Not Applicable
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Not Applicable

**2. Details of material contracts or arrangement or transactions at arm's length basis: NA**

- a. Name(s) of the related party and nature of relationship: Not Applicable
- b. Nature of contracts / arrangements / transactions: Not Applicable
- c. Duration of the contracts / arrangements / transactions: Not Applicable
- d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- e. Date(s) of approval by the Board, if any: Not Applicable
- f. Amount paid as advances, if any: None

Note: The above disclosures on material transactions are based on the principle that transactions with wholly owned subsidiaries are exempt for purpose of section 188(1) of the Act.

**For Metalyst Forgings Limited**

(A Company under Corporate Insolvency Resolution Process)

**Yogesh Kapur**

**DIN : 00014385**

**(Chairman & Director)**

**Date : 20<sup>th</sup> August, 2018**

**Place : New Delhi**

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January 2018 under provisions of the code)

**Annexure III**

**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2018**

Pursuant to Section 92(3) of the Companies Act, 2013 and Rules 12(1) of the Company (Management & Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS :**

i	CIN	L28910MH1977PLC019569
ii	Registration Date	21/03/1977
iii	Name of the Company	Metalyst Forgings Limited (Formerly Known as Ahmednagar Forgings Limited)
iv	Category/Sub-category of the Company	Limited by Shares, Indian Non-Government Company
v	Address of the Registered office & contact details:	Gat No. 614, Village Kuruli Khed, Pune, Maharashtra-410501
vi	Whether listed company	Yes, listed on BSE Limited & National Stock Exchange of India Ltd.
vii	Name , Address & contact details of the Registrar & Transfer Agent	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3 <sup>rd</sup> Floor, 99, Madangir Behind L.S.C. , New Delhi-110062. <b>Tel :</b> 011-29255230 <b>Fax :</b> 011-29252146 <b>E-mail :</b> beetalrta@gmail.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

S.No	Name and Description of main products / service	NIC Code of the Product / services	% to total turnover of the company
1.	DIE STEEL FORGING	2591	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Amtek Auto Ltd.	L27230HR1988PLC030333	Holding Company	57.19	2(46)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) CATEGORY-WISE SHARE HOLDING**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year	
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	Increase	Decrease
<b>A. Promoters</b>										
(1) Indian	0	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	0	0	0	0	0	0	0	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	23904492	0	23904492	58.661	26704492	00	26704492	61.319	2.658	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0	0
Sub-Total (A) (1):-	0	0	0	0	0	0	0	0	0	0
(2) Foreign	0	0	0	0	0	0	0	0	0	0
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any Other...	0	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2)</b>	0	0	0	0	0	0	0	0	0	0
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>23904492</b>	<b>0</b>	<b>23904492</b>	<b>58.661</b>	<b>26704492</b>	<b>0</b>	<b>26704492</b>	<b>61.319</b>	<b>2.658</b>	<b>0</b>
<b>B. Public Shareholding</b>										
1. Institutions	0	0	0	0	0	0	0	0	0	0
a) Mutual Funds	961327	1600	962927	2.363	3000	1600	4600	0.0106	0	(2.3524)
b) Banks / FI	132505	1600	134105	0.329	720	1600	2320	0.0053	0	(0.3237)
c) Central Govt	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	175000	0	175000	0.429	175000	0	175000	0.4018	0	(0.0272)
g) Foreign Institutional Investors	0	0	0	0	0	0	0	0	0	(0.397)
h) Foreign Portfolio Investors	76553	5500	82053	0.201	0	5500	5500	0.0126	0	(0.1884)
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	600	0	600	0.001	600	0	600	0.0014	0	(0.0004)
<b>Sub-total (B)(1):-</b>	<b>1345985</b>	<b>8700</b>	<b>1354685</b>	<b>3.324</b>	<b>179320</b>	<b>8700</b>	<b>188020</b>	<b>0.4317</b>	<b>0</b>	<b>(2.8921)</b>

<b>2. Non Institutions</b>										
a) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	9414176	321642	9735818	23.891	10423127	313214	10736341	24.6529	0.7619	0
ii) Individual shareholders holding nominal share capital in excess Rs. 2 Lakh	1687165	0	1687165	4.140	2579674	0	2579674	5.9235	1.7835	0
c) Others (specify)										
i) NRI	353271	0	353271	0.867	409776	0	409776	0.941	0.074	0
iii) Trust	0	0	0	0	0	0	0	0	0	0
iv) Hindu Undivided Families (HUF)	808279	300	808579	1.984	891449	300	891749	2.4076	0.4236	0
v) Bodies Corporate	2461399	309203	2770602	6.799	1689905	309203	1999108	4.5904	0	(2.2086)
vi) Clearing Members	135388	0	135388	0.332	40840	0	40840	0.0938	0	(0.2382)
<b>Sub-total (B)(2):-</b>	<b>14859678</b>	<b>631145</b>	<b>15490823</b>	<b>38.014</b>	<b>16034771</b>	<b>622717</b>	<b>16657488</b>	<b>38.2491</b>	<b>3.742</b>	<b>(2.4468)</b>
<b>Total Public Shareholding (B)= (B)(1)+ (B)(2)</b>	<b>16205663</b>	<b>639845</b>	<b>16845508</b>	<b>41.339</b>	<b>16214091</b>	<b>631417</b>	<b>16845508</b>	<b>38.6808</b>	<b>0</b>	<b>(5.3389)</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>40110155</b>	<b>639845</b>	<b>40750000</b>	<b>100.00</b>	<b>42918583</b>	<b>631417</b>	<b>43550000</b>	<b>100.00</b>	<b>0</b>	<b>0</b>

**(ii) SHAREHOLDING OF PROMOTERS**

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the End of the year			
		No. of shares	% of total Shares of the company	% of Shares Pledged/ encubered to total shares	No. of shares	% of total Shares of the compay	% of Shares Pledged/ encumbered to total shares	
1	AMTEK AUTO LIMITED	22104492	54.24	Nil	24904492	57.19	Nil	2.95
2	W.L.D. INVESTMENTS PVT. LTD	1800000	4.42	Nil	1800000	4.13	Nil	(0.29)

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING**

S.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1	<b>AMTEK AUTO LIMITED</b>				
	<b>At the beginning of the year (i.e. April 1, 2017)</b>	<b>22104492</b>	<b>54.24</b>	<b>22104492</b>	<b>54.24</b>
	Increase in Shareholding due to Conversion of warrant into Equity Shares to M/s Amtek Auto Limited	—	—	2800000	2.95
	<b>At the end of the year</b>	<b>22104492</b>	<b>54.24</b>	<b>24904492</b>	<b>57.19</b>
2	<b>W.L.D. INVESTMENTS PVT. LTD.</b>				
	<b>At the beginning of the year</b>	<b>1800000</b>	<b>4.42</b>	<b>1800000</b>	<b>4.42</b>
	<b>At the end of the year</b>	<b>1800000</b>	<b>4.13</b>	<b>1800000</b>	<b>4.13</b>

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :**

S.No	Top 10 Shareholders in the beginning of the year			Top 10 Shareholders at the end of the year		
	Name of Shareholder	No. of Shares	% of Total Shares of the Company	Name of Shareholder	No. of Shares	% of Total Shares of the Company
1.	HDFC TRUSTEE COMPANY LIMITED - HDFC PRUDENCE FUND	958327	2.352	KRISHAN KUMAR KAPOOR	435050	0.999
2.	ANOOP JAIN	200008	0.491	ANOOP JAIN	215008	0.4937
3.	SHRI ARYAVRAT TRADING CO LIMITED	200000	0.491	ANIL JAIN	200000	0.4592
4.	GENERAL INSURANCE CORPORATION OF INDIA	175000	0.429	GENERAL INSURANCE CORPORATION OF INDIA	175000	0.4018
5.	KRISHAN KUMAR KAPOOR	142010	0.348	RITU JAIN	132337	0.3039
6.	GLOBE FINCAP LIMITED	140623	0.345	BIJENDER SINGH YADAV	126000	0.2893
7.	RITU JAIN	132337	0.325	PAWAN KUMAR KEJRIWAL	123300	0.2831
8.	GRAPCO SECURITIES & FINANCE LTD	120000	0.294	GRAPCO SECURITIES & FINANCE LTD	120000	0.294
9.	GLOBE CAPITAL MARKET LTD	110353	0.271	MOTILAL OSWAL SECURITIES LTD.	105178	0.2415
10.	ANGEL BROKING PVT LTD	99094	0.243	GLOBE FINCAP LIMITED	94763	0.2176

The Shares of the company are frequently traded and hence date wise increase/decrease in shareholding is not indicated. The result in changes in the top 10 shareholders is due to trading in securities by the shareholders.

**(v) Shareholding of Directors & KMPS**

S. No		Shareholding at the beginning year of the year 01.04.2017		Cumulative Shareholding during the year 31.03.2018	
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the company
	Directors & Key Managerial Persons				
	N.A.				



## vi) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	209233.72	563.31	0	209797.03
ii) Interest due but not paid	23445.87	0	0	23445.87
iii) Interest accrued but not due	50.87	0	0	50.87
<b>Total (i+ii+iii)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	18744.19	71.44	0	18815.63
Reduction (net)	0	0	0	0
0	0	0	0	0
<b>Net Change</b>	<b>18744.19</b>	<b>71.44</b>	<b>0</b>	<b>18815.63</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	209417.53	634.75	0	210052.28
ii) Interest due but not paid	42057.12	0	0	42057.12
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>251474.65</b>	<b>634.75</b>	<b>0</b>	<b>252109.40</b>

**vii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

(Rs. in Lakhs)

S. No.	Particulars of Remuneration	Managing Director/Whole-time Director	Total Amount
		Mr. Shekhar Gupta (Whole-time Director)	
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—
2.	Stock Option	—	—
3.	Sweat Equity	—	—
4.	Commission as % of profit	—	—
5.	Others, please specify	—	—
	<b>Total (A)</b>	—	—
	Ceiling as per the Act @ 5% of Profits Calculated under Section 198 of the Companies Act, 2013	<b>N.A.</b>	<b>N.A.</b>

Further Mr. Vivek Kumar Agarwal resigned From directorship of the Company w.e.f 01<sup>st</sup> June 2018

**B. Particulars of Remuneration to Other Directors**

(Rs. in Lakhs)

S. No.	Particulars of Remuneration Other Director	Amount (in Rs.)	Total Amount
1.	Mr. Vivek Kumar Agarwal	42.80	42.80
	<b>Total</b>	<b>42.80</b>	<b>42.80</b>

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Rs. in Lakhs)

S. No.	Gross Salary	Arun Maiti (CFO)	Ms. Prabhleen Kaur Sethi (Company Secretary) Upto 03 October, 2017	Mr. Pavan Kumar Mishra (Company Secretary) w.e.f. 27 November, 2017	Total Amount
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18.44	1.64	1.65	21.73
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.22	0	0	0.22
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—	
2.	Stock Option	—	—		
3.	Sweat Equity	—	—		
4.	Commission as % of profit	—	—		
5.	Others, please specify	—	—		
	<b>Total (A)</b>	<b>18.66</b>	<b>1.64</b>	<b>1.65</b>	<b>21.95</b>

**D. Remuneration to other Non-Executive Director**

(Rs. in Lakhs)

S.No.	Particulars of Remuneration	Ms. Ankita Wadhawan	Mr. B. Lugani	Mr. Sanjiv Bhasin	Ms. Anuradha Kapur	Mr. B.M. Singh	Mr. Yogesh Kapur	Total Amount
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—	—	—	—	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—	—	—	—	—
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—	—	—	—	—
2.	Stock Option	—	—	—	—	—	—	—
3.	Sweat Equity	—	—	—	—	—	—	—
4.	Commission as % of profit	—	—	—	—	—	—	—
5.	Others, please specify	1	0.50	0.50	—	—	—	—
	<b>Total (A)</b>	<b>1</b>	<b>0.50</b>	<b>0.50</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>2</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT / Court]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

There were no penalties, punishment or compounding of offences during the period ended March 31<sup>st</sup> 2018.

**For Metalyst Forgings Limited**

(A Company under Corporate Insolvency Resolution Process)

**Yogesh Kapur**

**DIN : 00014385**

**(Chairman & Director)**

**Date : 20<sup>th</sup> August, 2018**

**Place : New Delhi**

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January 2018 under provisions of the code)

**Annexure IV**

**REPORT ON CORPORATE SOCIAL RESPONSIBILITIES (CSR) ACTIVITIES**

**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken**

The Corporate Social Responsibility (CSR) of the Company is aligned with its overall commitment to maintaining the highest standards of business performance. We recognize that our business activities have direct and indirect impact on the society. The Company strives to integrate its business values and operations in an ethical and transparent manner to demonstrate its commitment to sustainable development and to meet the interests of its stakeholders. In line with Company's Vision, through its CSR initiatives, The Company will continue to enhance value creation in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth for the society and community, in fulfillment of its role as a Socially Responsible Corporate, with environmental concern.

**Values & Commitment**

- Ensure an increased commitment at all levels in the organisation, to operate its business in an economically, socially & environmentally sustainable manner, while recognizing the interests of all its stakeholders.
- To directly or indirectly take up activities those benefit the communities in & around its Units and results in enhancing the quality of life & economic well being of the local populace.
- To generate, through its CSR initiatives, a community goodwill for Company and help reinforce a positive & socially responsible image as a corporate entity.

**2. The Composition of the CSR Committee**

The composition of Corporate Social Responsibility Committee of the Company as on 31.03.2018 is as under:

Name of Member	Position
Mr. Brajindar Singh Mohan	Chairman
Mr. Yogesh Kapur	Member
Mr. Vivek Kumar Agarwal	Member

**3. Average Net profit of the Company for last three Financial Years**

Financial Years	Net Profit ( In Lacs)
2014-15	(8067.45)
2015-16	(35,648.69)
2016-17	(89,580.85)
<b>Total</b>	<b>(133296.99)</b>
<b>Average Net Profit</b>	<b>(44432.33)</b>

**4. Prescribed CSR Expenditure (2% of amount as item No. 3) : NIL**

**5. Details of CSR spent during the Financial Year 2016-17 :**

- a) Total amount to be spent for the financial year : NIL
- b) Amount unspent : NIL

*Amount unspent nil was mainly on account of losses incurred by the Company during the financial year and resultant tightness of cash flow. Hence, the expenditure under this head has been temporarily deferred.*

**6. Responsibility Statement by the CSR Committee:**

The CSR Committee confirm that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

**Brajindar Mohan Singh**  
Chairman - CSR Committee

**Shekhar Gupta**  
Whole Time Director

**Annexure – V(A)**

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial year 2017-18:**

<b>Name of Directors</b>	<b>Ratio to median remuneration</b>
Mr. Arvind Dham	—
Mr. Gautam Malhotra*	—
Mr. Sanjiv Bhasin	—
Mr. John Ernest Flintham@	—
Mr. Shekhar Gupta	—
Mr. Vivek Kumar Agarwal**	-
Ms. Anuradha Kapur***	-
Mr. Brajindar Mohan Singh****	-
Mr. Yogesh Kapur*****	-

\* Mr. Gautam Malhotra ceased to be the Director due to resignation w.e.f. 23<sup>rd</sup> May, 2018.

\*\* Mr. Vivek Kumar Agarwal ceased to be the Director due to resignation w.e.f. 01<sup>st</sup> June, 2018.

\*\*\* Ms. Anuradha Kapur was appointed as an Independent Director w.e.f. 25<sup>th</sup> August, 2017.

\*\*\*\* Mr. Brajinder Mohan Singh was appointed as an Independent Director w.e.f. 25<sup>th</sup> August, 2017.

\*\*\*\*\* Mr. Yogesh Kapur was appointed as an Independent Director w.e.f. 25<sup>th</sup> August, 2017.

@ Mr. John Ernest Flintham ceased to be the Director due to resignation w.e.f. 31<sup>st</sup> March, 2018.

- b. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the Financial Year 2017-18:**

<b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>% increase in remuneration in the financial Year</b>
Mr. Arvind Dham	—
Mr. Gautam Malhotra	—
Mr. Sanjiv Bhasin	—
Mr. John Ernest Flintham	—
Mr. Shekhar Gupta	—
Mr. Vivek Kumar Agarwal	—
Ms. Anuradha Kapur	—
Mr. Brajindar Mohan Singh	—
Mr. Yogesh Kapur	—
Mr. Arun Maiti	—
Ms. Prabhleen Kaur Sethi*	—
Mr. Pavan Kumar Mishra**	—

\*Ms. Prabhleen Kaur Sethi resigned from the position of Company Secretary w.e.f. 03<sup>rd</sup> October, 2017

\*\*Mr. Pavan Kumar Mishra was appointed as Company Secretary w.e.f. 27<sup>th</sup> November, 2017

- c. The percentage increase in the median remuneration of employees in the financial year: Nil
- d. The number of permanent employees on the rolls of Company: 654
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Nil
- f. The key parameters for any variable component of remuneration availed by the directors: Nil
- g. The Company affirms remuneration is as per the remuneration policy of the Company.

## Annexure VI

**Information as per Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming Part of the Directors' Report for the Financial year ended 31st March, 2018.**

### I. CONSERVATION OF ENERGY

The Company continues to take measures towards conservation of energy through optimum utilization of energy and other resources. Utilization of energy intensive machines, procurement of energy efficient technologies etc is done as part of energy conservation measures. The Company has been consistent in its efforts to conserve energy and natural resources and reduce consumption of Power, Fuel, Oil, Water and other energy sources by following strict adherence to:

1. Power saving processes and methods
2. Innovation and up-gradation of technology.
3. Installation of Auto Power Cut-Off for electrical energy consumption.
4. Energy saving in utility by proper machine planning.
5. Emphasis on non-conventional energy sources.
6. Proper training to the employees and workforce to ensure minimum wastage of energy and natural resources.

### I. Research and Development

a) Specific area in which (R&D) carried out by the Company	1. Product design and development 2. Process design & improvement for various products					
b) Benefits derived as result	1. Reduction in process time 2. Increase in productivity 3. Cost reduction and high precision of product					
c) Future Plan of action in Manufacturing Process & operation	To achieve better yield by way of cost reduction through higher level of automation					
d) Expenditure on R & D	<table> <tr> <td>a. Capital</td><td rowspan="4">The development work is carried on by the concerned department continuously. No separate record of the expenditure incurred on R&amp;D</td></tr> <tr> <td>b. Recurring</td></tr> <tr> <td>c. Total</td></tr> <tr> <td>d. Total R&amp;D Expenditure as a percentage of total turnover</td></tr> </table>	a. Capital	The development work is carried on by the concerned department continuously. No separate record of the expenditure incurred on R&D	b. Recurring	c. Total	d. Total R&D Expenditure as a percentage of total turnover
a. Capital	The development work is carried on by the concerned department continuously. No separate record of the expenditure incurred on R&D					
b. Recurring						
c. Total						
d. Total R&D Expenditure as a percentage of total turnover						

### II. Technology, Absorption, Adaptation and Innovation

a) Efforts in brief made towards Technology Absorption, Adaptation and Innovation	The Company has indigenized and absorbed technological changes as advised by collaboration in the past. Metalyst Forgings Limited continuously strives to meet international standards of precision through improvisation of existing processes, innovation and adaptation of new technologies and methods. The product quality has improved significantly due to better utilization of machines, improvised processes and enhanced precision
b) Benefits derived as a result of the above efforts	Cost reduction to saving in raw material, dies, moulds, power and fuel. Operational efficiency has increased leading to reduced time-loss and rejections
c) In case of imported technology (Import) during the last 6 years reckoned from the beginning of the financial year	Nil



**III. FOREIGN EXCHANGE EARNINGS AND OUTGO**

1. Activities relating to Exports, initiatives to increase exports, Development of new Export Markets for Products and Services and Export plans:
2. Total Foreign Exchange used & Earned :

(₹ In Lakhs)

Particulars	2018	2017	2016
Foreign Exchange Used	0	NIL	3.83
Foreign Exchange Earned	319.36	506.52	398.87

**For Metalyst Forgings Limited**

(A Company under Corporate Insolvency Resolution Process)

**Yogesh Kapur****DIN : 00014385****(Chairman & Director)****Date : 20<sup>th</sup> August, 2018****Place : New Delhi**

Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January 2018 under provisions of the code)

## REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2017-18

The Company has been following High standards of Corporate Governance Principles, Policies and Practices over the Period under Review.

### I. METALYST'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on corporate governance is adopting best practices of corporate governance and focus on enhancement of long term stakeholder value without compromising on ethical standards and corporate social responsibilities. This includes respect for human values, individual dignity and adherence to honest, ethical and professional conduct. Our commitment to these values is articulated through the Company's Vision and policies

At Metalyst, Corporate Governance is all about maintaining an open, fair and trustworthy relationship. The company's philosophy on corporate governance is marked by the following fundamental principles:



### II. BOARD OF DIRECTORS

In our company, the Board along with its Committees provides leadership and guidance to the Company's management as also direct, supervise and control the performance of the Company. We believe an active, well-informed board is vital to attain the highest standards of Corporate Governance. An independent and strong board is the utmost requirement of the Company so as to ensure that the best practices are adopted by the Company. At Metalyst, we have a proper blend of executive and independent directors, who have rich knowledge and experience in the industry for providing strategic guidance and direction to the Company.

The role and responsibilities of the Board of Directors after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.

#### ➤ COMPOSITION OF BOARD

Before the Commencement of Corporate Insolvency Resolution Process (CIRP) the Board of Directors has an optimum combination of Executive and Non-Executive Directors having rich knowledge and experience in the industry for providing strategic guidance and direction to the Company. The Chairman of the Board is a Non-Executive Independent Director. The composition of Board is in conformity with Regulation 17 of SEBI (LODR) Regulations, 2015.

The Composition of the Board as on **March 31, 2018** along with the details of the Directors with regard to their Directorship in other Companies, Committee position as well as attendance at last Annual General Meeting and Board Meeting During the Financial Year are as follows:

Name of Director	Category	No. of Board Meetings during the Year 2017-18		Attendance at the Last AGM held on 25 <sup>th</sup> September 2017	No. of Director –ships held in listed entities including this listed entity*	No. of Committee Position in Audit/Stakeholder Committee held in listed entities including this listed entity	
		Held	Attended			Chairman	Membership
Mr. Arvind Dham DIN: 00047217	Non-Independent & Non-Executive Director	4	2	No	3	0	1
Mr. Gautam Malhotra# DIN:00157488	Non- Independent & Non-Executive Director	4	3	No	4	0	2
Mr. John Ernest Flintham## DIN: 01463500	Non-Executive Director	4	4	No	3	0	0
Mr. Sanjiv Bhasin DIN: 01119798	Non-Executive Director	4	4	No	5	2	9
Mr. Shekhar Gupta DIN: 01744465	Whole Time Director	4	2	No	1	0	0
Mr. Vivek Kumar Agarwal### DIN: 01479902	Non-Executive Director	4	1	Yes	2	0	2
Ms. Anuradha Kapur DIN: 01646928	Independent & Non-Executive Director	4	0	No	6	2	3
Mr. Brajindar Mohan Singh DIN: 02143830	Independent & Non-Executive Director	4	0	No	4	0	2
Mr. Yogesh Kapur DIN: 00014385	Independent & Non-Executive Director	4	1	Yes	2	2	2

**Notes:**

\* This excludes directorship held in Public unlisted Companies, Private Companies, Foreign Companies and Companies formed under Section 8 of the Companies Act, 2013

# Mr. Gautam Malhotra ceased to be the Director due to resignation w.e.f. 23rd May, 2018.

## Mr. John Ernest Flintham ceased to be the Director due to resignation w.e.f. 31<sup>st</sup> March, 2018.

### Mr. Vivek Kumar Agarwal ceased to be the Director due to resignation w.e.f. 01<sup>st</sup> June, 2018.

None of the Non Executive Directors serves as Independent Director in more than seven listed companies and none of the Executive Director serves as an Independent Director on any listed company. As required by Regulation 46 of SEBI (LODR) Regulations, 2015, the Company has issued formal letters of appointment to the Independent Directors. The terms and conditions of appointment of Independent Directors and the details of the familiarization programme of the Independent Directors are available.

➤ **BOARD PROCEDURES AND MEETINGS**

The Board of Directors of your Company plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibility, and accountability are well defined. The Board reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any.

**Before the Commencement of Corporate Insolvency Resolution Process (CIRP) the Board met at regular intervals and during the year under review, 4 (Four) meetings of the Board of Directors were held on May 30, 2017, June 10, 2017, August 25, 2017, November 27, 2017. The gap between any two board meetings did not exceed one hundred and twenty days. All the members of the Board were provided requisite information as required as per SEBI Listing Regulations, 2015 well before the Board Meeting.**

➤ **DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER SE:**

Mr. Gautam Malhotra is Nephew of Mr. Arvind Dham and none of the other Directors are related to any other Directors on the Board.

➤ **DETAILS OF EQUITY SHARES & CONVERTIBLE INSTRUMENTS HELD BY NON EXECUTIVE DIRECTORS OF THE COMPANY AS ON MARCH 31, 2018 ARE GIVEN BELOW:**

During the Period under review, Non-Executive Director is not holding any Equity Shares or convertible instruments in the Company.

➤ **INDEPENDENT DIRECTORS MEETINGS**

Before the Commencement of Corporate Insolvency Resolution Process (CIRP), the Independent Directors had no Meeting without the presence of Non- Independent Director and members of the management.

Further After the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.

➤ **INDEPENDENT DIRECTORS**

All the Independent Directors have confirmed that they meet the Independence Criteria as mentioned under the Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and Section 149(6) of the Companies Act, 2013.

None of Directors of the Company's Board is member of more than 10 Committees and Chairman of more than 5 Committees (Committees includes Audit Committee and Stakeholder Relationship Committee) across all Indian Public Companies in which he is a director. All the directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than twenty Companies, including Ten Public Companies. None of the directors are related to each other.

The Familiarization Program for Independent Directors has been adopted by the Board of Directors pursuant to Regulation 25(7) of SEBI Listing Regulations, 2015; the detailed policy is available at the website of the Company <http://www.amtek.com/mfl.php#>

➤ **CRITERIA OF SELECTION OF INDEPENDENT DIRECTORS**

The Board Governance, Nomination and Compensation Committee considers the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Independent Director.

✓ Qualification, expertise and experience of the Directors in their respective fields.

✓ Personal, professional or business standing.

✓ Diversity of the Board.

In case of appointment of Independent Directors, the Board Governance, Nomination and Compensation Committee satisfies itself with regard to the independence of the Directors vis-à-vis the Company so as to enable the Board to discharge its functions and duties effectively.

The Board Governance, Nomination and Compensation Committee ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013.

In case of re-appointment of Independent Directors, the Board takes into consideration the performance evaluation of the Independent Directors and their engagement level.

### **III. BOARD COMMITTEES**

Before the Commencement of Corporate Insolvency Resolution Process (CIRP), The Board has constituted sub-committees to focus on specific areas and make informed decisions within the authority delegated to each of the Committees. Each Committee of the Board is guided by its Charter, which defines the scope, powers and

composition of the Committee. All decisions and recommendations of the Committees are placed before the Board for information or approval.

The Committees and the Senior Management functions as on March 31st, 2018 are illustrated below:-

- ❖ **AUDIT COMMITTEE**
- ❖ **HUMAN RESOURCES, NOMINATION AND REMUNERATION COMMITTEE**
- ❖ **STAKEHOLDERS RELATIONSHIP COMMITTEE**
- ❖ **CSR COMMITTEE**
- ❖ **FINANCE COMMITTEE**
- ❖ **RISK MANAGEMENT COMMITTEE**
- ❖ **SHARE TRANSFER COMMITTEE**
- ❖ **SEXUAL HARASSMENT COMMITTEE**

Further After the Commencement of Corporate Insolvency Resolution Process (CIRP) The role and responsibilities of the Committees specified in regulations 18,19,20 and 21 of **SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018** shall be fulfilled by Resolution Professional and powers of the *Board of Directors stand suspended*.

## 1. AUDIT COMMITTEE

### A. COMPOSITION OF AUDIT COMMITTEE

The Board of the Company has duly constituted an Audit Committee. As on 31st March, 2018, the Audit Committee comprises of three non-executive Directors. The constitution of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and guidelines set out in SEBI Listing Regulations, 2015. All the members of the Committee were provided requisite information as required in the Listing Regulations. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

The role and responsibilities of Audit Committees as specified under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, 31st May, 2018 after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors and their Committees stand suspended.

As on 31st March, 2018, the Audit Committee comprises of following 3 members:

NAME OF MEMBERS	DESIGNATION
Mr. Yogesh Kapur	Chairman
Mr. Sanjiv Bhasin	Member
Ms. Anuradha Kapur	Member

### B. MEETING OF AUDIT COMMITTEE

Before the Commencement of Corporate Insolvency Resolution Process (CIRP), the committee met three (3) times on, **10th June, 2017, 25th August, 2017 and 27th November, 2017** during the year under review the attendance of members at the meetings was as follows:

Name of Members	Category	Position in the Committee	No. of Meeting	
			Held	Attended
Mr. B. Lugani*	Independent Director	Chairman	3	1
Mr. Sanjiv Bhasin	Non Executive Director	Member	3	1
Ms. Ankita Wadhawan**	Independent Director	Member	3	1

\* B. Lugani resigned from the Office of Director of the Company w.e.f. 22<sup>nd</sup> July, 2017.

\*\* Ankita Wadhawan resigned from the Office of Director of the Company w.e.f. 25<sup>th</sup> August, 2017

Further The Audit Committee was re-constituted as follow w.e.f 25th August, 2017:

Name of Members	Category	Position in the Committee	No. of Meeting	
			Held	Attended
Mr. Yogesh Kapur	Independent Director	Chairman	3	2
Mr. Sanjiv Bhasin	Non Executive Director	Member	3	2
Ms. Anuradha Kapur	Independent Director	Member	3	2

Apart from the members of the Committee, the Audit Committee meetings were attended by the CFO & Senior Manager (Finance), Company Secretary attended the meetings as the Secretary to the Committee.

The role and responsibilities of Audit Committees as specified under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, 31st May, 2018 after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors and their Committees stand suspended.

### C. TERM OF REFERENCE

The terms of reference of the audit committee are broadly as under:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
  - Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
  - Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
    - Changes, if any, in accounting policies and practices and reasons for the same.
    - Major accounting entries involving estimates based on the exercise of judgment by management
    - Significant adjustments made in the financial statements arising out of audit findings
    - Compliance with listing and other legal requirements relating to financial statements
    - Disclosure of any related party transactions
    - Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;

- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department,
- Staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- **To mandatorily review the following information:**
  - Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - Management letters/letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and
  - The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- The audit committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.

## **2. NOMINATION AND REMUNERATION COMMITTEE**

Before the Commencement of Corporate Insolvency Resolution Process (CIRP), In terms of the provision Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations, the Board has constituted the Human Resources, Nomination and Remuneration Committee. The Committee inter alia reviews and approves the Annual salaries, commission, service agreement and other employment conditions for the Executive Directors and senior management. The committee has been constituted to rationalize all employees' related issues, while adhering to the requirements of the Companies Act, 2013, SEBI Listing Regulations as amended from time to time. The Nomination and Remuneration Policy is available on the Company Website at <http://www.amtek.com>.

The remuneration policy is in consonance with the existing industry practice. The Committee comprises of all non-executive and two Independent Directors.

The role and responsibilities of the Committees specified in regulations 19 of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, 31st May, 2018 after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional and powers of the Board of Directors stand suspended.

#### A. COMPOSITION AND MEETING OF THE COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, 2015 entered into with the stock exchanges read with Section 178 of the Companies Act, 2013.

The Committee met 2 (two) times on **25<sup>th</sup> August, 2017 and 27<sup>th</sup> November, 2017** during the year under review the attendance of members at the meetings was as follows:

Name of Members	Category	Position in the Committee	No. of Meeting	
			Held	Attended
Mr. B. Lugani*	Independent Director	Chairman	2	0
Mr. Sanjiv Bhasin**	Non Executive Director	Member	2	0
Mr. Vivek Kumar Agarwal	Non Executive Director	Member	2	2

\* Mr.B. Lugani resigned from the office of Director of the Company w.e.f. 22<sup>nd</sup> July, 2017.

\*\* Mr. Sanjiv Bhasin resigned from the Committees w.e.f 25<sup>th</sup> August, 2017.

The Nomination and Remuneration Committee was re-constituted as follow w.e.f 25th August, 2017

Name of Members	Category	Position in the Committee	No. of Meeting	
			Held	Attended
Mr. Brajindar Mohan Singh	Independent Director	Chairman	2	2
Mr. Yogesh Kapur	Independent Director	Member	2	2
Mr. Vivek Kumar Agarwal	Non Executive Director	Member	2	2

#### B. TERMS OF REFERENCE

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
- Carry out evaluation of every director's performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors;
- Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.

#### C. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTOR

The Independent Directors comply with the definition of Independent Directors as given under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure



Requirements) Regulations, 2015. While appointing/re-appointing any Independent Directors/Non-Executive Directors on the Board, the Nomination and Remuneration Committee considers the criteria as laid down in the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

All the Independent Directors give a certificate confirming that they meet the “independence criteria” as mentioned in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. These certificates have been placed on the website of the Company.

## **2A REMUNERATION OF DIRECTORS**

### **A. REMUNERATION POLICY:**

- The remuneration of the Board members is based on the Company's size & global presence, its economic & financial position, industrial trends, compensation paid by the peer Companies, etc. Compensation reflects each Board member's responsibility and performance. The level of compensation to Executive Directors is designed to be competitive in the market for highly qualified executives.
- The Company pays remuneration to Executive Directors by way of salary, perquisites & retirement benefits (fixed components) & commission (variable component), based on recommendation of the Nomination and Remuneration Committee, approval of the Board and the shareholders. The commission payable is based on the performance of the business/ function as well as qualitative factors. The commission is calculated with reference to net profits of the Company in the financial year subject to overall ceilings stipulated under Section 197 of the Companies Act, 2013.
- A sitting fee of Rs. 25,000/- for attendance at each meeting of the Board meeting be paid to the Independent Directors.
- Remuneration of employees largely consists of basic remuneration, perquisites, allowances and performance incentives. The components of the total remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by them, their individual performances, etc. The annual variable pay of senior managers is linked to the Company's performance in general and their individual performance for the relevant year is measured against specific major performance areas which are closely aligned to the Company's objectives.
- The Company does not have any Employee Stock Option Scheme & There were no other Pecuniary relationships or transactions of the Non-Executive Directors with the Company.

### **B. DETAILS OF THE REMUNERATION FOR THE PERIOD ENDED MARCH 31, 2018:-**

#### ➤ **Non-Executive Independent Directors:**

<b>S. No.</b>	<b>Name of Non-Executive Directors</b>	<b>Sitting Fee</b>	<b>Commission</b>	<b>Total</b>
1.	Mr. B. Lugani#	0.50	—	0.50
2.	Ms. Ankita Wadhawan##	1	—	1
3.	Mr. Sanjiv Bhasin	0.50	-	0.50
4.	Ms. Anuradha Kapur*	—	—	—
5.	Mr. Brajinder Mohan Singh**	—	—	—
6.	Mr. Yogesh Kapur***	—	—	—
	<b>Total</b>			<b>2</b>

#Mr. B Lugani resigned from the Directorship of the Company w.e.f. 22<sup>nd</sup> July, 2017

##Ms. Ankita Wadhawan resigned from the Directorship of the Company w.e.f. 25<sup>th</sup> August, 2017.

\* Ms. Anuradha Kapur was appointed as an Independent Director w.e.f. 25<sup>th</sup> August, 2017.

\*\* Mr. Brajinder Mohan Singh was appointed as an Independent Director w.e.f. 25<sup>th</sup> August, 2017.

\*\*\* Mr. Yogesh Kapur was appointed as an Independent Director w.e.f. 25<sup>th</sup> August, 2017.

➤ **Managing Director/Whole Time Director and Executive Director**

S. No.	Executive Director	Salary* (Rs. in Lacs)	Commission	Total
1	Mr. Shekhar Gupta	–	–	–

**The role and responsibilities of the Committees specified in regulations 19 of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, 31st May, 2018 after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional and powers of the Board of Directors stand suspended.**

### 3. STAKEHOLDER'S RELATIONSHIP COMMITTEE

Before the Commencement of Corporate Insolvency Resolution Process (CIRP), In terms of Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations, the Board has constituted the Stakeholders' Relationship Committee. The Company has also adopted code of internal procedures and conduct for prevention of insider trading in the shares of the Company, pursuant to Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended. The Board has designated Company Secretary as the Compliance Officer for this purpose and has authorized this committee to monitor the compliances as required under the aforesaid Regulation.

The role and responsibilities of the Stakeholders' Relationship Committee specified in regulations 20 of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, 31st May, 2018 after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional and powers of the Board of Directors stand suspended.

#### A. COMPOSITION AND MEETING OF COMMITTEE

The committee met three (3) times on, **09<sup>th</sup> June, 2017, 25<sup>th</sup> August, 2017 and 27<sup>th</sup> November, 2017** during the year under review the attendance of members at the meetings was as follows:

Name of Members	Category	Position in the Committee	No. of Meeting	
			Held	Attended
Mr. Sanjiv Bhasin*	Non Executive Director	Chairman	3	1
Mr. B. Lugani**	Independent Director	Member	3	1
Mr. Gautam Malhotra	Non Executive Director	Member	3	1

\* Mr. Sanjiv Bhasin resigned from the Committees w.e.f 25<sup>th</sup> August, 2017.

\*\* Mr. B. Lugani resigned from the office of Director w.e.f. 22<sup>nd</sup> July, 2017.

The Committee was re-constituted by the Board in its meeting held on 25th August, 2017. The Composition of Stakeholders' Relationship Committee and its attendance was as follows:

Name of Members	Category	Position in the Committee	No. of Meeting	
			Held	Attended
Mr. Yogesh Kapur	Independent Director	Chairman	3	2
Mr. Gautam Malhotra	Non Executive Director	Member	3	2
Mr. Brajinder Mohan Singh	Independent Director	Member	3	2

Further Mr. Gautam Malhotra resigned from the Directorship of the Company w.e.f 23<sup>rd</sup> May, 2018

**B. TERMS OF REFERENCE OF THE COMMITTEE, INTER ALIA, INCLUDES THE FOLLOWING:**

- Oversee and review all matters connected with the transfer of the Company's securities
- Monitor remedy of investors' / shareholders' / security holders' grievances
- Oversee the performance of the Company's Registrars and Transfer Agents
- Recommend methods to upgrade the standard of services to investors
- Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/amendment or modification as may be applicable.

**C. STATUS OF INVESTORS COMPLAINTS**

Details of investor complaints received and redressed during the Financial year 2016-17 are as follows:

Complaints Received From	Investor Complaints pending at the beginning i.e. 01.04.2017	Received during the Period Ended 31.03.2018	Disposed Off during Period Ended 31.03.2018	Unresolved as at 31.03.2018
SEBI	NIL	NIL	NIL	NIL
BSE/NSE	NIL	NIL	NIL	NIL
Shareholders/Investors	NIL	NIL	NIL	NIL

**4. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

The Company proactively reviews its governance practices and standards inter alia considering best practices and regulatory developments. During the year under review, the Board in terms of Section 135 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 has constituted a Corporate Social Responsibility Committee's Committee is primarily responsible for formulating and monitoring the implementation of the framework of corporate social responsibility policy, other policies under Business Responsibility Policy Manual and to look into sustainability matters and matters related to overall governance.

**After the Commencement of Corporate Insolvency Resolution Process (CIRP) Role & Responsibility of Corporate Social Responsibility Committee shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.**

**A. COMPOSITION**

Before the Commencement of Corporate Insolvency Resolution Process (CIRP), the CSR composition is as follows:

Name of Member	Designation
Mr. B. Lugani*	Chairman
Mr. Sanjiv Bhasin**	Member
Ms. Ankita Wadhawan***	Member

\* Mr. B. Lugani resigned from the office of Director w.e.f. 22<sup>nd</sup> July, 2017 respectively.

\*\* Mr. Sanjiv Bhasin resigned from the Committees w.e.f 25<sup>th</sup> August, 2017.

\*\*\*Ms. Ankita Wadhawan resigned from the Committees w.e.f 25<sup>th</sup> August, 2017.

The Committee of the Directors titled 'Corporate Social Responsibility Committee' was re-constituted by the Board in its meeting held on 25th August, 2017. The composition as on date is as follows:-

Name of Members	Designation
Mr. Brajindar Mohan Singh	Chairman
Mr. Yogesh Kapur	Member
Mr. Vivek Kumar Agarwal	Member

#### B. MEETINGS

One meetings of the Corporate Social Responsibility Committee was held during the year .

#### C. TERMS OF REFERENCE OF THE COMMITTEE, INTER ALIA, INCLUDES THE FOLLOWING:

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under;
- To recommend the amount of expenditure to be incurred on the CSR activities;
- To monitor the implementation of the framework of the CSR Policy;
- To oversee the implementation of polices.

#### 5. FINANCE COMMITTEE

Before the commencement of Insolvency Process the Board of Directors has re-constituted Finance Committee comprising of w.e.f. 25th August, 2017.

S. No.	Name of Directors	Category of Director
1.	Mr. Arvind Dham	Chairman
2.	Mr. Yogesh Kapur	Member
3.	Mr. Gautam Malhotra	Member

Further Mr. Gautam Malhotra resigned from the Company w.e.f 23<sup>rd</sup> May, 2018

#### A. TERMS OF REFERENCE OF THE COMMITTEE, INTER ALIA, INCLUDES THE FOLLOWING:

- Review the Company's financial policies, risk assessment and minimization procedures, strategies and capital structure, working capital and cash flow management, and make such reports and recommendations to the Board with respect thereto, as it may deem advisable ;
- Review banking arrangements and cash management;
- Exercise all powers to borrow money (otherwise than by issue of debentures) within limits approved by the Board, and take necessary actions connected therewith, including refinancing for optimization of borrowing costs;
- Give guarantees/issue letters of comfort/providing securities within the limits approved by the Board;
- Borrow money by way of loan and/or issue and allot bonds/notes denominated in one or more foreign currencies in international markets for the purpose of refinancing the existing debt, capital expenditure, general corporate purposes, including working capital requirements and possible strategic investments within limits approved by the Board;
- Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable;
- Other transactions or financial issues that the Board may desire to have them reviewed by the Finance Committee;

- Delegate authorities from time to time to the executives/ authorized persons to implement the Committee's Decisions;
- Review regularly and make recommendations about changes to the charter of the Committee.

***After the Commencement of Corporate Insolvency Resolution Process (CIRP) Role & Responsibility of Finance Committee shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.***

## **6. RISK MANAGEMENT COMMITTEE**

Before the commencement of Insolvency Process the risk management committee of the Company is constituted in line with the provisions of Regulation 21 of SEBI (LODR) Regulations, 2015. The Risk Management Committee comprising of following directors

S. No.	Name of Directors	Category of Director
1.	Mr. Arvind Dham	Chairman
2.	Mr. Gautam Malhotra	Member
3.	Mr. B Lugani*	Member

\*Mr. B Lugani ceased to be the Member of the Committee w.e.f. 22th July, 2017.

The Committee was re-constituted by the Board in its meeting held on 25th August, 2017. The Composition of Risk Management Committee and its attendance was as follows:

S. No.	Name of Directors	Category of Director
1.	Mr. Arvind Dham	Chairman
2.	Mr. Gautam Malhotra*	Member
3.	Mr. Brajindar Mohan Singh**	Member

\*Mr. Gautam Malhotra resigned from the Company w.e.f 23<sup>rd</sup> May, 2018

\*\*Mr. Brajindar Mohan Singh was appointed as the Member of the Committee w.e.f 25th August, 2017

The purpose of the committee is to assist the board in fulfilling its corporate governance duties by overseeing the responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and environmental risks. The committee has the overall responsibility of monitoring and approving the risk policies and associated practices of the Company.

The risk management committee is also responsible for reviewing and approving the risk disclosure statements in any public documents or disclosure.

***After the Commencement of Corporate Insolvency Resolution Process (CIRP) Role & Responsibility of Risk Management Committee shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspend.***

## **7. SHARE TRANSFER COMMITTEE**

The Board has delegated the powers to approve transfer of the Shares to share Transfer Committee. During the period, committee met two times and approved transfer of the shares lodged with the Company.

The Committee deals with the following matters:-

- Transfer/transmission of shares;
- Issue of new share certificates/duplicate share certificates;
- Review of de-materialization of shares; and
- All other matters relating to shares.

## 8. SEXUAL HARASSMENT COMMITTEE

As per the requirement of the Provisions of the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal Act, 2013) & the Rules made there under. The Company has re constituted Sexual Harassment Committee due to resignation of Ms. Prabhleen Kaur w.e.f October 03, 2017 & appointment of comprising of the following members:-

Mr. Rajesh Soni	–	HR Department
Ms. Sonal Choudhary	–	The Presiding Officer
Ms. Anjali Deshpande	–	Finance Department

Company is totally committed in providing an environment that is free from discrimination and harassment. We recognize the rights of our employees and provide forums, support groups and policies to hear and address their issues, concerns and resolve them in a fair and transparent manner. Our Sexual Harassment Committee members helps employees express their grievances and address them in a fair and objective manner. The cases are patiently heard and resolved by an unbiased group. We have a whistle blower policy as well that assures complete anonymity and confidentiality of information to the reporting individual.

## IV. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company does not have any subsidiary, Joint Venture and Associate Company.

## V. GENERAL BODY MEETINGS

### A. ANNUAL GENERAL MEETING

The last three Annual General Meetings were held as under:-

Year	Location	Date	Time	Special Resolutions Passed
2016-17	Gat No. 614, At Village Kuruli Tal. Khed Pune-410 501	25.09.2017	10.00 A.M.	No Special Resolutions Passed
2015-16	Gat No. 614, At Village Kuruli Tal. Khed Pune-410 501	28.09.2016	9.30 A.M.	1. To approve related Party Transactions. 2. To Alter Articles of Association of the Company 3. To approve the Conversion of Loan into Equity
2014-15	Gat No. 614, At Village Kuruli Tal. Khed Pune-410 501	29.12.2015	9.30 A.M.	1. To approve related Party Transactions.

### B. POSTAL BALLOT HELD DURING THE FINANCIAL YEAR 2017-18

No postal ballot was conducted during the financial year 2017-18. There is no immediate proposal for passing any resolution through postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a special resolution through postal ballot.

### C. EXTRAORDINARY GENERAL MEETINGS

During the period under review One Extraordinary General Meeting of the Members of the Company was held i.e on 07<sup>th</sup> July, 2017. The members of the Company passed 1 (one) Special Resolutions. Approval of the members of the Company was sought in the meeting held on 07<sup>th</sup> July, 2017. The Company had appointed Ms. S. Khurana & Associates, Practicing Company Secretary, New Delhi as the Scrutinizer for conducting e-voting process in the aforesaid meeting. The resolutions were passed by the requisite majority and based on the report submitted by the Scrutinizer. The Results declared by the Chairman were also posted on the website of the Company, besides being uploaded on the Stock Exchanges where the Equity Shares of the Company are listed. Also, The results were published in the newspaper.

**VI. DISCLOSURES****● RELATED PARTY TRANSACTIONS**

Details of related party transactions entered into by the Company are included in the Notes to Accounts. Material individual transactions with related parties are in the normal course of business on an arm's length basis and do not have potential conflict with the interests of the Company at large. Transactions with related parties entered into by the Company in the normal course of business are placed before the Audit Committee.

The Company usually enters into the transactions with its related parties. The Policy for Related Party Transactions have been adopted by the Board and the same is available at the Company's website ([www.amtek.com](http://www.amtek.com))

**● DETAILS OF NON-COMPLIANCE BY THE COMPANY**

There were no instances of non-compliance by the Company and no penalties, or strictures were imposed on the Company by Stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

**● DISCLOSURE OF ACCOUNTING TREATMENT**

In the preparation of financial statements for the period ended on 31st March, 2018; there was no treatment different from that prescribed in an accounting standard that had been followed.

**● MANAGEMENT**

As part of the directors' report or as an addition thereto, a Management Discussion and Analysis report should form part of the Annual Report to the shareholders. This Management Discussion & Analysis should include discussion on the following matters within the limits set by the company's competitive position:

- a. Industry structure and developments.
- b. Opportunities and Threats.
- c. Segment-wise or product-wise performance.
- d. Outlook
- e. Risks and concerns.
- f. Internal control systems and their adequacy.
- g. Discussion on financial performance with respect to operational performance.
- h. Material developments in Human Resources / Industrial Relations front, including number of People employed.

The Code of Conduct for the Board of Directors and the senior management have been disclosed on the website of the Company.

**● SHAREHOLDERS**

- Quarterly results and presentations made by the company to analysts/investors have been uploaded on Company's web-site.
- Stakeholders Relationship Committee (formerly known as Shareholders Grievances Committee) has already been constituted.
- To expedite the process of share transfers, the Board of the company has already constituted the Share Transfers Committee.

- **DISCLOSURE OF RESIGNATION OF DIRECTORS**

The Company adopts the policy to disclose and upload the letter of resignation along with the detailed reasons provided by the director on its website within one working day from the date of receipt of the letter of resignation.

- **DISCLOSURE OF FORMAL LETTER OF APPOINTMENT**

The Company adopts the policy to disclose and upload the letter of appointment of the independent Director along with the detailed profile on its website within one working day from the date of such appointment.

- **DISCLOSURE IN THE ANNUAL REPORT**

- The details of the establishment of vigil mechanism have been disclosed on its website ([www.amtek.com](http://www.amtek.com)).
- The Company have been disclosed the remuneration policy and evaluation criteria on its website ([www.amtek.com](http://www.amtek.com))

- **PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, PREFERENTIAL ISSUES**

During the year under review, Company has made preferential allotment, the details of the same are included in Board's Report, Further no proceeds have been received through public issue, right issue etc.

- **DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON MANDATORY REQUIREMENTS**

The Company has complied with all mandatory requirements of the SEBI (LODR) Regulations, 2015. The Company has adopted the following non-mandatory requirements of Regulation 27 read with Part E of Schedule II of the Listing Regulations:

- (a) **MODIFIED OPINION(S) IN AUDIT REPORT**

The Company is in the regime of financial statements with modified audit opinion. The details of the same is given in Auditor's Report which Forms Part of this Annual Report.

- (b) **SEPARATE POSTS OF CHAIRPERSON AND CHIEF EXECUTIVE OFFICER**

The Chairman is not the Chief Executive Officer of the Company.

- (c) **REPORTING OF INTERNAL AUDITOR**

The Internal Auditor reports directly to the Audit Committee.

- **NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) OF PARA C TO SCHEDULE V OF THE LISTING REGULATIONS.**

The Company has complied with all the requirements in this regard, to the extent applicable.

- **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Audit Committee has established a Vigil, which provides a formal mechanism for all Directors and employees of the Company to approach the Management of the Company (Audit Committee in case where the concern involves the Senior Management) and make protective disclosures to the Management about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. The Company affirms that no director or employee of the Company has been denied access to the Audit Committee.



● **DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(B) TO (I) OF THE LISTING REGULATIONS:**

S. No.	Particulars	Regulation	Compliance Status Yes/No./N.A.	Compliance observed for the following:
1	Board of Directors	17	Yes	1) Composition 2) Meetings 3) Review of Compliance reports 4) Plans for orderly succession for appointments 5) Code of Conduct 6) Fees/compensation to Non-Executive Directors 7) Minimum information to be placed before the Board 8) Compliance Certificate 9) Risk Assessment & Management 10) Performance Evaluation of Independent Director
2	Audit Committee	18	Yes	1) Composition 2) Meetings 3) Power of the Committee 4) Role of the Committee and review of information by the Committee
3	Nomination and Remuneration Committee	19	Yes	1) Composition 2) Role of the Committee
4	Stakeholders' Relationship Committee	20	Yes	1) Composition 2) Role of the Committee
5	Risk Management Committee	21	Yes	1) Composition 2) Role of the Committee
6	Vigil Mechanism	22	Yes	1) Formulation of Vigil Mechanism for Directors and employees 2) Director access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	1) Policy on Materiality of Related Party Transactions 2) Approval including omnibus approval of Audit Committee 3) Approval for Material related party transactions
8	Subsidiaries of the Company	24	N.A	1) The Company does not have any subsidiary.
9	Obligations with respect to Independent Directors	25	Yes	1) Maximum Directorships and Tenure 2) Meetings of Independent Director 3) Familiarization of Independent Directors

10	Obligations with respect to In Directors and Senior Management	26	Yes	<ol style="list-style-type: none"> <li>1) Memberships/ Chairmanships in Committee</li> <li>2) Affirmation on Compliance of Code of Conduct of Directors and Senior management</li> <li>3) Disclosure of shareholding by non-executive directors</li> <li>4) Disclosure by senior management of about potential conflicts of interest</li> </ol>
11	Other Corporate Governance Requirements	27	Yes	Filing of quarterly compliance report on Corporate Governance
12	Website	46(2)	Yes	<ol style="list-style-type: none"> <li>1) Terms and conditions for appointment of Independent Directors</li> <li>2) Compositions of various Committees of the Board of Directors</li> <li>3) Code of Conduct of Board of Directors and Senior Management Personnel</li> <li>4) Details of establishment of Vigil Mechanism/ Whistle Blower policy</li> <li>5) Policy on dealing with Related Party Transactions</li> <li>6) Policy for determining material subsidiaries</li> <li>7) Details of familiarization programmes imparted to Independent Directors</li> </ol>

● **DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT (UNCLAIMED SHARES)**

Pursuant to Regulation 39 of the Listing Regulations, The disclosure as required under schedule V of the Listing Regulations is given below:

- Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year – **Nil**
- Number of shareholders who approached listed entity for transfer of shares from suspense account during the year – **Nil**
- Number of shareholders to whom shares were transferred from suspense account during the year – **Nil**
- Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year – **Nil**
- Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares – **NA**

**VII. MEANS OF COMMUNICATION**➤ **QUARTERLY RESULTS:**

The Company's Results for quarter ended 30th June, 2017, 30th September, 2017, 31<sup>st</sup> December, 2017 and 31<sup>st</sup> March 2018 are sent to the Stock Exchanges and have been published in English and Vernacular Language newspaper (viz Business Standard and Kesari). Simultaneously, they are also put up on the Company's website at <http://www.amtek.com/mfl.php#>

➤ **NEWS RELEASES:**

Official news releases are sent to Stock Exchanges and are displayed on its website (www.amtek.com).

➤ **WEBSITE:**

The Company's website (www.amtek.com) contains a separate dedicated section 'Investor Relations' where shareholders' information is available.

➤ **NSE ELECTRONIC APPLICATION PROCESSING SYSTEM (NEAPS):**

The **NEAPS** is a web-based application designed by NSE for Listed Companies. All periodical compliance filings like Financial Results, Shareholding Pattern, Corporate Governance Report, Statement of Investor Complaints and Corporate Announcement are filed electronically on NEAPS.

➤ **BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE 'LISTING CENTRE'):**

**BSE's Listing Centre** is a web-based application designed for Listed Companies. All periodical compliance filings like Financial Results, Shareholding Pattern, Corporate Governance Report, Statement of Investor Complaints and Corporate Announcement are also filed electronically on the Listing Centre.

**VIII. GENERAL MEMBERS INFORMATION**● **ANNUAL GENERAL MEETING**

Date	Day	Time & Venue
28 <sup>th</sup> September, 2018	Friday	10.00 A.M, Gat No. 614, At Village Kuruli Tal.: Khed Distt. Pune-410501 Maharashtra

● **FINANCIAL CALENDER FOR F.Y.- 2018-19**

Particular	Date
Financial year	01 <sup>st</sup> April 2018 To 31 <sup>st</sup> March, 2019
First Quarter Results	Mid of August, 2018
Second Quarter Results	Mid of November, 2018
Third Quarter Results	Mid of February, 2019
Fourth Quarter Results	End of May, 2019

● **DATE OF BOOK CLOSURE**

Saturday, 22 <sup>nd</sup> September, 2018	Friday, 28 <sup>th</sup> September, 2018
(Both days inclusive)	

● **LISTING ON STOCK EXCHANGES**

- The Shares of the Company are listed on The BSE Limited and National Stock Exchange of India Limited. Listing fees for the year 2018-2019 has been paid to the Stock Exchanges with-in the stipulated time.

● **STOCK CODES**

Particulars	Codes
The BSE Limited	513335
National Stock Exchange of India Limited	METALFORGE
ISIN NO. FOR DEMATERIALIZED SHARES	INE 425A01011

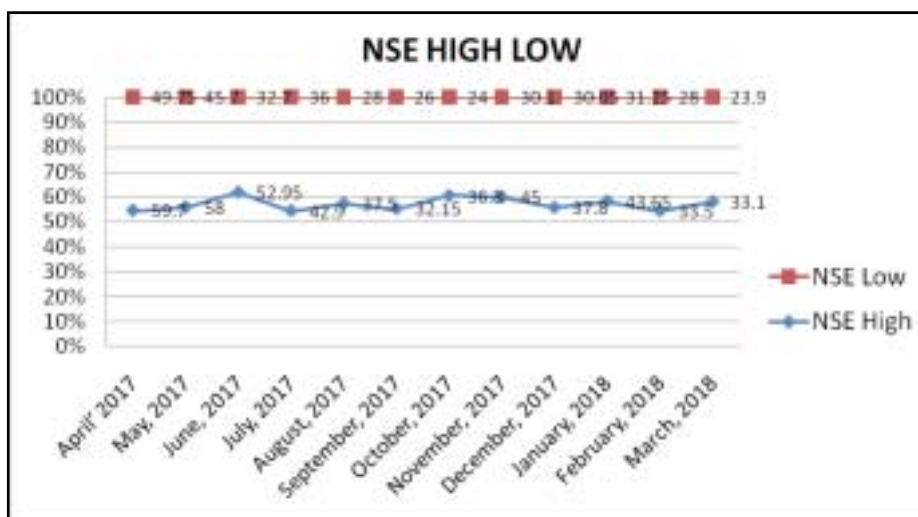
● **DIVIDEND PAYMENT DATE**

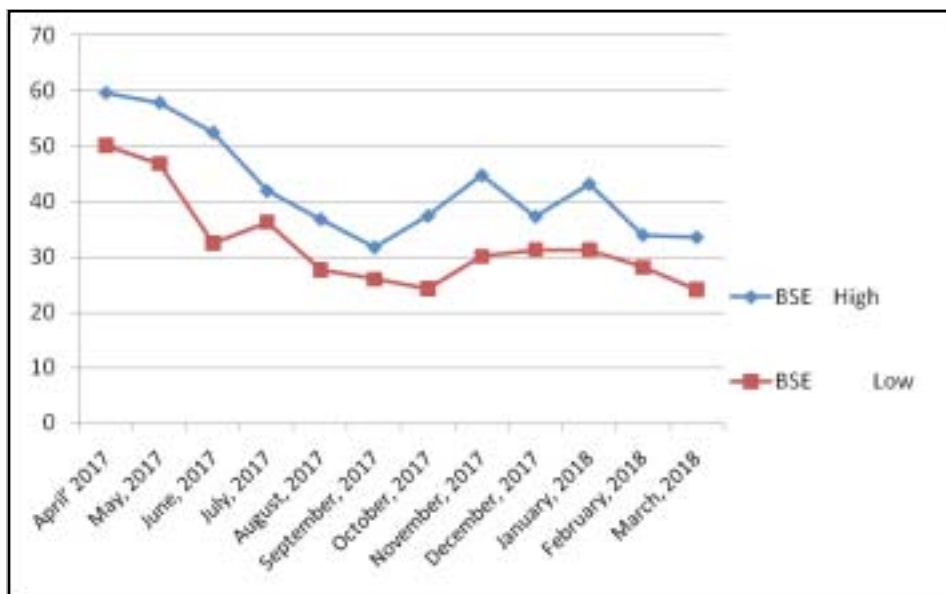
The Board of Directors does not recommend Dividend on the Equity Shares of the Company.

● **STOCK MARKET DATA**

Monthly high and low quotations of shares traded at BSE Limited and National Stock Exchange of India Limited.

Month	NSE		BSE	
	High	Low	High	Low
April' 2017	59.70	49.75	59.65	50.20
May, 2017	58.00	45.70	57.90	46.85
June, 2017	52.95	32.70	52.50	32.50
July, 2017	42.90	36.00	42.00	36.30
August, 2017	37.50	28.00	36.85	27.70
September, 2017	32.15	26.00	31.80	26.00
October, 2017	36.80	24.00	37.45	24.30
November, 2017	45.00	30.10	44.80	30.10
December, 2017	37.80	30.05	37.35	31.30
January, 2018	43.65	31.25	43.20	31.20
February, 2018	33.50	28.00	34.00	28.10
March, 2018	33.10	23.90	33.60	24.05



**BSE HIGH LOW**

- REGISTRAR AND SHARE TRANSFER AGENTS**

**Beetal Financial & Computer Services Private Limited**BEETAL HOUSE, 3<sup>rd</sup> Floor, 99, Madangir, B/h. L.S.C

New Delhi-110062

Phone No. : 011-29961281-8283

Fax No. : 011-29961284

- DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31<sup>ST</sup>, 2018**

No. of Shares held (Rs.10/- paid up)		Number of Shareholders	% of Total Shareholders	Total Share- holding (in Rs.)	% of Total Shareholding
Up to	5000	16790	77.68	25570030	5.87
5001	10000	2417	11.18	18404350	4.22
10001	20000	1102	5.09	16888750	3.87
20001	30000	440	2.03	11285020	2.59
30001	40000	195	0.90	7040640	1.61
40001	50000	167	0.77	7828770	1.79
50001	100000	296	1.36	21294070	4.88
100001	Above	205	0.94	327188370	75.12
<b>TOTAL</b>		<b>21612</b>	<b>100.00</b>	<b>435500000</b>	<b>100.00</b>

● **THE SHAREHOLDING PATTERN AS ON MARCH, 31st 2018**

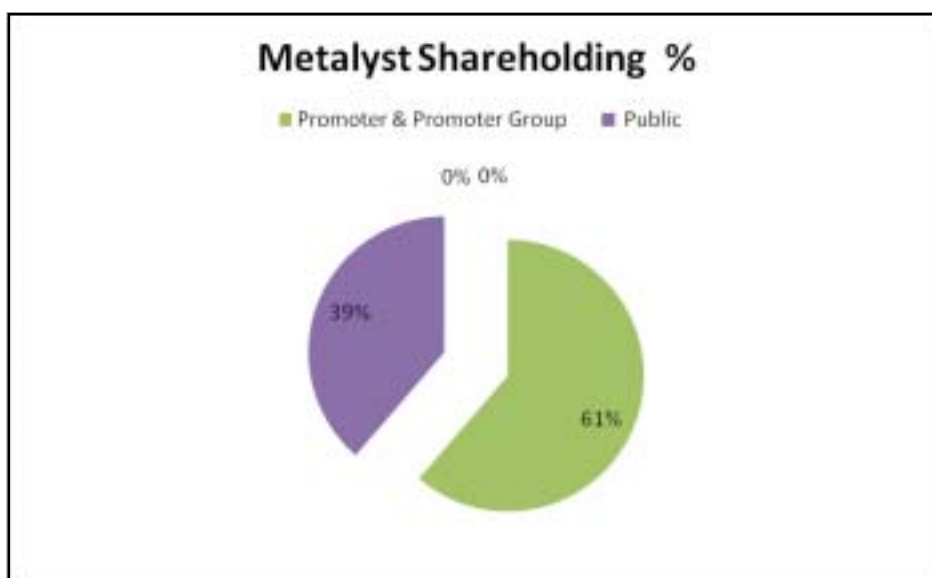
Category Code	Category of Shareholder	Total Number of Shareholders	Total Number of Shares	Percentage
(A)	Shareholding of Promoter and Promoter Group	2	26704492	61.319
(1)	<b>Indian</b>			
	(a) Individual's/Hindu Undivided Family	0	0	0
	(b) Central Government/State Government(s)	0	0	0
	(c) Bodies Corporate	2	26704492	61.319
	(d) Financial Institutions / Banks	0	0	0
	(e) Any Other (specify)	0	0	0
	<b>Sub – Total (A) (1)</b>	<b>2</b>	<b>26704492</b>	<b>61.319</b>
(2)	<b>Foreign</b>			
	(a) Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0
	(b) Bodies Corporate	0	0	0
	(c) Institutions	0	0	0
	(d) Any Other ) Specify)	0	0	0
	<b>Sub – Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>2</b>	<b>26704492</b>	<b>61.319</b>
(B)	<b>Public Shareholding</b>			
(1)	<b>Institutions</b>			
	(a) Mutual Funds/UTI	2	4600	0.0106
	(b) Financial Institutions / Banks	8	2320	0.0053
	( c ) Central Government / State Government(s)	0	0	0
	(d) Venture Capital Funds	0	0	0
	(e) Insurance Companies	1	175000	0.4018
	(f) Foreign Institutional Investors	0	0	0
	(g) Foreign Venture Capital Investors	0	0	0
	(h) Foreign Portfolio Investors	1	5500	0.0126
	<b>(h) Any Other (Specify)</b>			
	Foreign Financial Institutions/banks	0	600	0.001
	<b>Sub Total (B) (1)</b>	<b>13</b>	<b>188020</b>	<b>0.4317</b>
(2)	<b>Non-Institutions</b>			
	(a) Individuals–			
	i. Individual Shareholders holding nominal Share Capital upto Rs. 2 lakh	20177	10736341	24.6529
	ii. Individual Shareholders holding nominal Share Capital in excess of Rs. 2 lakh	52	2579674	5.9235
	(b) Any Other (specify)			

**METALYST FORGINGS LIMITED**

(Company under Corporate Insolvency Resolution Process)

**METALYST**

i.	Body Corporate	332	1999108	4.5904
ii.	Clearing Members	20	40840	0.0938
iii.	Non Resident Indians (NRI)	255	409776	0.941
iv.	Other - Individual HUF	761	891749	2.0476
<b>Sub-Total (B)(2) Total Public Shareholding</b>		<b>21597</b>	<b>16657488</b>	<b>38.2491</b>
<b>(B) = (B)(1) + (B)(2)</b>		<b>21610</b>	<b>16845508</b>	<b>38.6808</b>
<b>(C)</b>	<b>TOTAL (A) + (B)</b>	<b>21612</b>	<b>43550000</b>	<b>100</b>
Shares held by Custodians and against which Depository Receipts have been issued		<b>0</b>	<b>0</b>	<b>0</b>
<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>21612</b>	<b>43550000</b>	<b>100</b>



- **DEMATERIALISATION OF SHARES**

The Dematerialization facility exists with both the NSDL and CDSL for the convenience of shareholders. As on 31st March, 2018, 4,29,18,583 equity shares representing 98.55% of Subscribed and paid up Capital have been de-materialized.

- **LIQUIDITY**

The Company's Equity share is among the most liquid and actively traded shares on BSE & NSE. Metalyst's shares consistently rank among the top few frequently traded shares, both in terms of the number of shares traded as well as value.

Relevant data for the average daily turnover for the period under review is given below:

	<b>BSE</b>	<b>NSE</b>	<b>TOTAL</b>
Shares (nos.)	76124	200883	277007
Value (in Lakhs)	49.64	133.46	183.10

- **COMMODITY PRICE RISK / FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES**

The nature of business of the Company does not involve any risks/require hedging activities.

- **SHARE TRANSFER SYSTEMS**

Pursuant to directions of SEBI, the facility to hold the Company's shares in electronic form are available to the members as the Company is registered with both the Depositories namely NSDL & CDSL. Share Transfer documents for physical transfer and requests for dematerialization of shares may be sent to Company's Registrar and Share Transfer Agents.

- **PLANT LOCATION**

Unit I	–	MIDC Area, Ahmednagar
Unit II	–	Chakan, Dist. Pune
Unit III	–	Kuruli, Dist. Pune
Unit IV	–	Nalagarh, Distt. Solan, Himachal Pradesh
Unit V	–	MIDC Area, Aurangabad

- **INVESTORS CORRESPONDENCE MAY BE ADDRESSED TO :-**

**Mr. Pavan Kumar Mishra,**  
(Legal & Company Secretary) 3, L.S.C. Pamposh Enclave,  
Greater Kailash-I, New Delhi-110048  
Ph.: 011- 42344444  
E-mail Id: investors.relation@amtek.com

## **IX CODE OF CONDUCT**

The Code of Business Conduct and Ethics for Directors/Management Personnel ('the Code'), as adopted by the Board, is a comprehensive Code applicable to Directors and Management Personnel. The Code, while laying down in detail, the standards of business conduct, ethics and governance centers around the following theme:

The Company's Board and Management Personnel are responsible for, and are committed to, setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and other stakeholders as also to reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in spirit'.

A copy of the Code has been put on the Company's website ([www.amtek.com](http://www.amtek.com)) The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by the Whole Time Director is published in this Report.

## **X COMPLIANCE CERTIFICATE OF THE AUDITORS**

Certificate from the Company's Auditors, **M/s. Raj Gupta & Co.**, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is annexed to the Corporate Governance Report forming part of this Annual Report.



**XI CEO/CFO CERTIFICATION**

The Whole Time Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part B Schedule-II of the SEBI (LODR) Regulations, 2015. The Whole Time Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the SEBI (LODR) Regulations, 2015. The annual certificate given by the Whole Time Director and the Chief Financial Officer is published in this Report.

**By Order of the Board  
For METALYST FORGINGS LIMITED**

**Place : New Delhi  
Date : 20th August, 2018**

**Yogesh Kapur  
DIN : 00014385  
Chairman & Director**

## **AUDITORS' REPORT ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To  
The Shareholders  
**METALYST FORGINGS LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by **METALYST FORGINGS LIMITED** ("the Company") for the Financial year ended on March 31, 2018 as stipulated in Regulation 34(3) read with Schedule V Part E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.
4. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement and SEBI Listing Regulations.
5. As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we state that the Stakeholders Relationship Committee has maintain records to show the Investors Grievance and certify that as at March 31, 2018, there were no investors grievance remaining unattended/pending for more than 30 days.
6. We state that such compliances are neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Raj Gupta & Co.**  
**Chartered Accountants**  
**Firm Regn. No. 000203N**

**Place : New Delhi**  
**Date : 20th August, 2018**

**(Gunjandeep Singh)**  
**Partner**  
**Membership No. 529555**

## **DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

In compliance with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Shekhar Gupta, Whole Time Director, Director of the Company hereby declares on the basis of information furnished to me that all Board Members and Senior Managerial Personnel have affirmed in writing the Compliance of their respective Code of Conducts adopted by the Board for the Financial Year 2017-18.

**Place : New Delhi**  
**Date : 20th August, 2018**

**Shekhar Gupta**  
**Whole Time Director**  
**(DIN : 01744465)**

**CEO/CFO CERTIFICATE****(Pursuant to Regulation 17 of SEBI LODR Regulations, 2015)**

We, Shekhar Gupta, Whole Time Director and Arun Kumar Maiti, Chief Financial Officer, responsible for the finance functions of the Company certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2018 and to the best of our knowledge and belief :-
  - I. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
  - II. These 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.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2018 are fraudulent, illegal or violation of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee.
  - I) There has not been any significant change in internal control over financial reporting during the year under reference;
  - II) There are changes in accounting policies during the year on account of INDAS adoption and the same have been disclosed in the notes to financial statements; and
  - III) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**Place : New Delhi**  
**Date : 20.08.2018**

**Arun Maiti**  
**(Chief Financial Officer)**

**Shekhar Gupta**  
**(Whole Time Director)**  
**DIN : 01744465**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

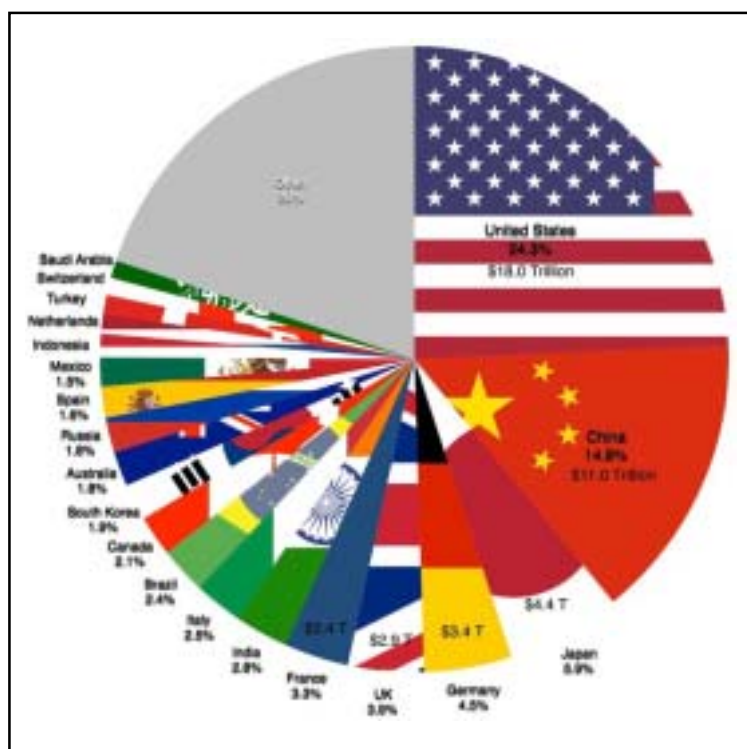
### ABOUT THE COMPANY

Metalyst Forgings Limited, formerly Ahmednagar Forgings Limited, is an India-based forging axle beam and crankshaft manufacturing company. The Company operates through Automotive Components segment. Its product portfolio consists of a range of components for two/three wheelers, cars, tractors, light commercial vehicles (LCV), heavy commercial vehicles (HCV) and stationary engines. The Company has manufacturing facilities with vertical presses, hammers and upsetters. The Company has a product portfolio with a range of engineered components, including camshafts, connecting rods, crankshaft, crown wheel pinions and front axle beams. The Company's plants are located in Maharashtra Industrial Development Corporation (MIDC) Area, Ahmednagar; Chakan, Pune; Kuruli, Pune; Nalagarh, Himachal Pradesh, and MIDC Area, Aurangabad.

### ECONOMIC OVERVIEW

#### Global Outlook

The global economic growth should remain strong in 2018, as both advanced and emerging economies enjoy a harmonized upturn. According to the IMF, global growth will inch up from 3.8% in 2017 to 3.9% in 2018 and 2019. Corporate capital expenditure should become a more prominent growth driver, inflation is unlikely to rise much, and central banks will reduce liquidity and raise interest rates in response to better growth. Faster growth in the US, Japan, and China would largely drive global growth during 2019. An encouraging trade and investment environment, along with easing financial conditions, would also impact the global economic conditions.



Global growth is on an upswing and is expected to reach 3.9% in 2018 supported by strong momentum, favourable market sentiment, accommodative financial conditions and the domestic and international effects of expansionary fiscal policies. The global GDP is expected to increase to \$88 trillion. Both advanced economies and emerging markets are expected to see a rise in growth figures in the near term before stabilisation in the medium-term. This growth rate is the outcome of faster economic expansion in the Euro area, Japan, China and the US. Advanced economies are projected to grow at 2.5% in 2018 as compared to 2.3% growth in 2017 primarily driven by improving domestic demand and industrial activities, private investment, moderate inflation and focus on domestic manufacturing activities. In China, growth is projected to soften slightly from 6.9% in 2017 to 6.6% in 2018. Over the medium

term, the Chinese economy is projected to continue rebalancing away from investment toward private consumption and from industry to services. Growth in emerging market and developing economies is expected to increase further from 4.8% in 2017 to 4.9% in 2018 due to strong economic performance. This augers well and reflects improved prospects for commodity exporters after three years of weak economic activity. There is also a positive momentum in global trade and it is expected to moderately improve with nominal trade escalation by \$2.0 trillion to \$19.5 trillion

Global Growth			
COUNTRY / REGION	2016	2017	2018
	(%)	(%)	PROJECTION (%)
World	3.2	3.8	3.9
AMEs	1.7	2.3	2.5
EMEs	4.4	4.8	4.9
US	1.5	2.3	2.9
EU-28	2.0	2.7	2.5
China	6.7	6.9	6.6
Japan	0.9	1.7	1.2
Russia	-0.2	1.5	1.7
Korea	2.8	3.1	3.0
India	7.1	6.7	7.4

Source: International Monetary Fund (IMF)

#### Global Forging Market:

The capital-intensive nature of the global forging market accounts for the clear dominance of well-entrenched players that operate in international markets. This poses challenge for small players that compete with large players with respect to quality, features, functionalities, and services. The use of newer technologies by large players to add qualitative value to existing products will further add to the woes of small players.

The development of the automotive industry is having a positive influence on the global forging industry by leaps and bounds. The automotive industry utilizes as much as 65% of forged metals that is produced annually across the world.

Forged metals are extensively used in capital-intensive industries such as automotive, aerospace, factory automation, and defence among others. This is because forged metal display characteristics of high strength and reliability than obtained by casting or any other metalworking process. The low cost factor of metal forging over other processes add to its advantages.

A report by Transparency Market Research projects the global forging market to expand at a CAGR of 4.4% from 2017 to 2025, for the market to reach a valuation of US\$96,433.7 mn by 2025.



### Closed Die Type Segment Dominates due to High Performance of Finished Products

The segments of the global forging market on the basis of type are closed die, open die, and rolled rings. Amongst them, the segment of closed die dominates in terms of revenue and the trend is expected to continue over the forecast period. This is due to the par excellence performance and finish of products that are obtained using this process.

## INDIAN ECONOMY

### Indian economic Outlook

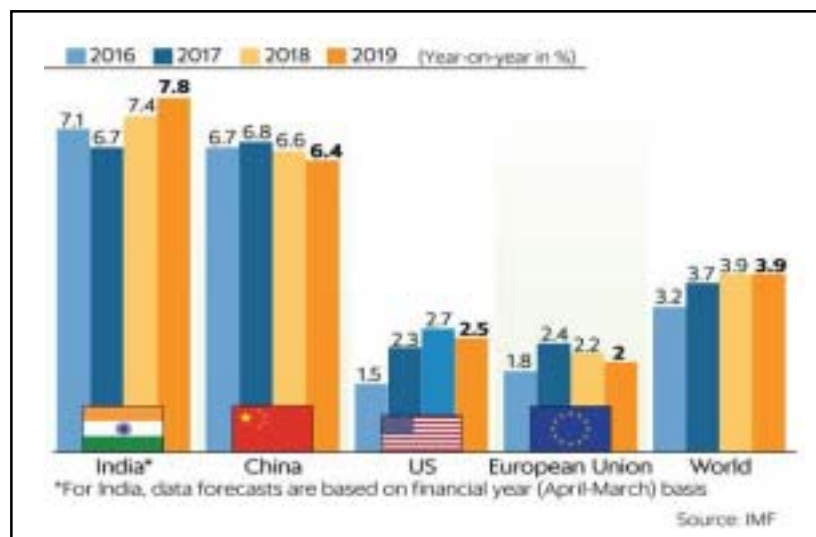
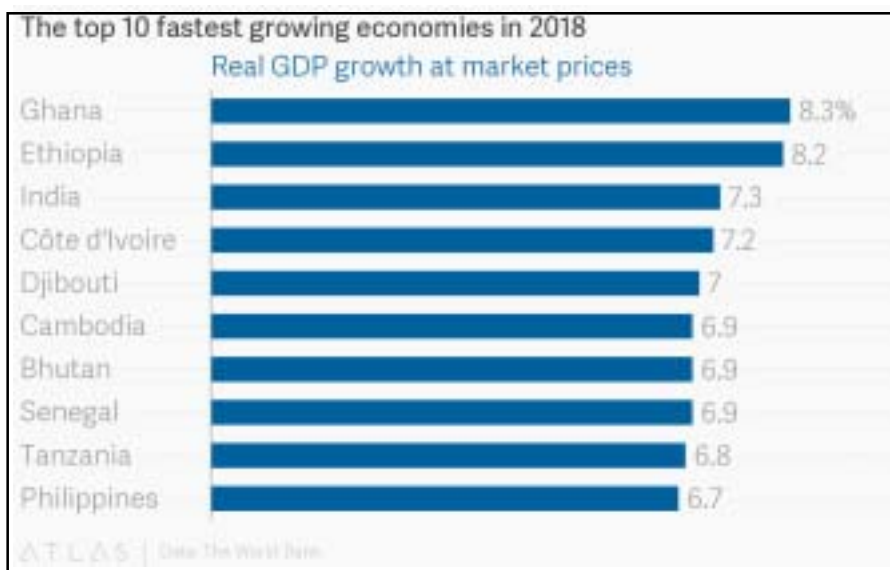
While the first quarter of the year saw the impact of demonetization settling down, in the next quarter, introduction of the landmark Goods and Services Tax (GST) brought in some uncertainties as businesses adjusted to the new regime. This did not take long, and from the third quarter onwards, signs of growth returning were evident.

In the coming financial year, what can we expect? As global economic activity continues to strengthen, global growth is forecast to grow by 3.9% during 2018 as per the International Monetary Fund's (IMF) January 2018 World Economic Outlook. The IMF expects India to grow at 7.4% during 2018 which could increase further to 7.8% during 2019 in contrast to 6.7% during 2017.

The Economic Survey for 2017-18 pegs the figure at 7-7.5% for the financial year ahead.

### Gross Domestic Product

As per the second advance estimates of national income released by the Central Statistics Office in February 2018, real Gross Domestic Product (GDP) at constant prices is estimated to grow at 6.6% for 2017-18. The Indian economy achieved an impressive growth rate of 7.2%, a five-quarter high during the third quarter (Oct-Dec) of FY18 as opposed to 6.5% in the second quarter. India also regained its tag of the fastest growing major economy in the third quarter.



The strong growth registered in the third quarter was primarily on account of the good performance of the manufacturing and construction sectors. The manufacturing sector registered a growth rate of 8.1% as compared to 6.9% in the previous quarter while the construction sector recorded a growth rate of 6.8% in contrast to 2.8% during the previous quarter.

### Gross Value Added

Gross Value Added (GVA) at basic constant prices for 2017-18 is expected to be around 6.4% as against 7.1% in 2016-17.

Sectors such as public administration, defence and other services; trade, hotels, transport, communication and services related to broadcasting; electricity, gas and water supply and other utility services and financial, real estate and professional services are anticipated to register a growth rate of over 7%.

At the sectoral level, agriculture, industry and services are expected to grow at 3%, 4.8% and 8.3% respectively during FY18.

The Indian economy, after a brief setback in the first half of 2017-18, regained its growth momentum and closed the year on a positive note. Following the introduction of the landmark Goods and Services Tax (GST) in the second quarter of 2017-18, there was a short-term impact, and GDP growth fell to below 7% in the first half of the fiscal. But prompt action by the Government helped restore normalcy and economic growth accelerated in the second half

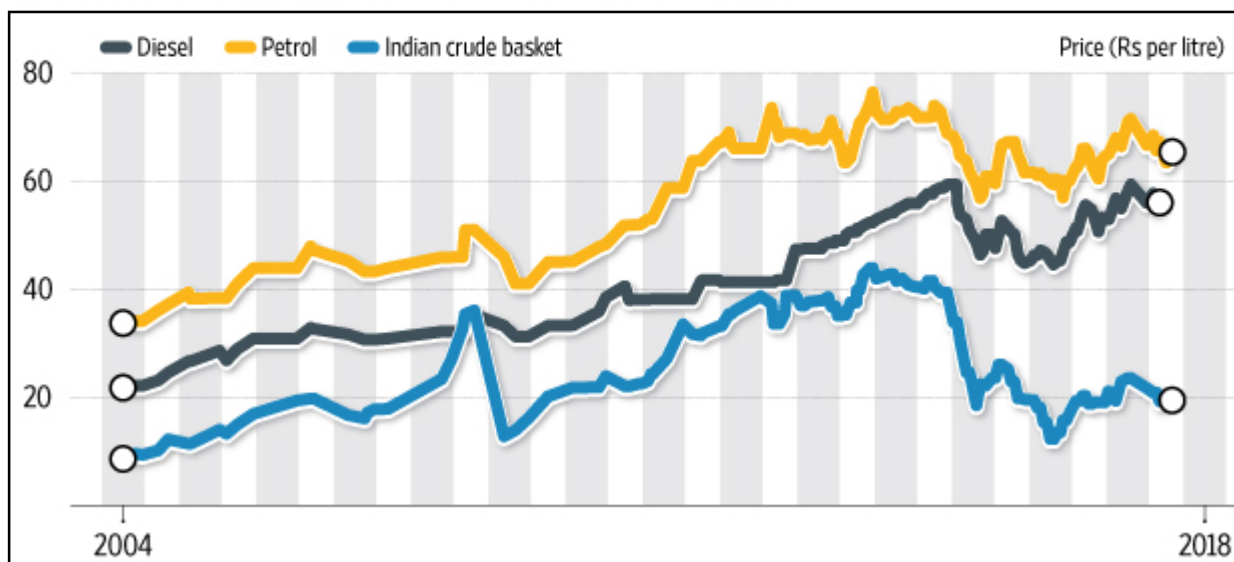
of 2017-18. Economic growth was also supported by a revival in rural demand, pay revision of government employees (7th Pay Commission), low inflation and low interest rates. The meconomy's resilience in the face of major policy reforms has been an important factor in boosting investors' confidence. Inflow of FDI continued to show growth during 2017-18. Global credit rating agency, Moody's, upgraded Government of India's local and foreign currency issuer ratings – the first upgrade in 14 years.

In 2017, the cyclical upswing since mid-2016 continued to strengthen and the global economy witnessed pickup in growth. According to the International Monetary Fund (IMF), the year reported the broadest synchronized global growth upsurge since 2010. The US economy remained in robust shape, with growth in GDP, industrial production, and investment holding up well. The US growth forecast has been raised from 2.3% to 2.7% in 2018 and from 1.9% to 2.5% in 2019. In 2017, the euro zone turned in its fastest pace of growth over the last decade. Emerging markets contributed to the uptick last year, and many are on track to turn in an even better growth performance in 2018. China's growth remained robust and well-balanced across sectors and across categories of domestic demand.

### Challenges

#### a. Rising oil prices

### CHART 1: RETAIL PRICES OF PETROL AND DIESEL, ALONG WITH THE PRICE OF CRUDE OIL



- b. Increasing protectionism, rising trade barriers
- c. Geopolitical risks
- d. Escalating global debt and rising interest rates

During the year, India's steel sector was impacted by intense competitive pressure with a surge in domestic steel production and elevated level of steel imports at predatory pricing.

After a brief period that was dedicated to introducing economic reforms that would further formalize the economy and boost ease of doing business, India has achieved a growth of 6.7% in FY18 with a 7.1% growth in Q-4'18. India has bounced back as the fastest growing economy in the world during the third quarter for FY18.

The investment cycle exhibited a growth of 7.6% in FY18 and 14.4% in the Q-4'18. The FY18 is likely to see an improved growth of 7.5% due to transformative reforms undertaken by the Government.

India's economic fundamentals continued to improve during the year. The Index of Industrial Production (IIP) touched 4.3% during the FY18 after a robust growth of 6.2% in the Q-4'18, which was 1.9% in Q-1'18. Inflation figures are also largely in control, with the Consumer Price Inflation reducing to 3.6% in FY18 from a level of 4.5% in FY17, keeping the food prices under control. Through the year, India's foreign exchange reserves has also increased to more than US\$420 billion.



The eight key sectors rose to 3.4% year-on-year in FY18, with cement, coal and electricity registering a growth of 13%, 9% and 6% respectively.

The Government of India has put in place multiple enablers to bolster the country's consumption demand. Higher spending on social schemes such as NREGA, continued thrust on rural infrastructure projects, raising of minimum support prices, implementation of 7th Pay Commission pay hikes across states and One Rank, One Pension scheme are also likely to lead to robust disposable income leading to higher spend and consumption.

The 2018-19 Union Budget has emphasised on India's infrastructural requirements and the allocation on roads, railways and rural infrastructure has been significant. The Budget also focused considerably on health and education sectors, which are instrumental in developing a sustainable economy and society.

### **Outlook**

During FY19, India is likely to record a robust GDP growth of 7.4% (Source: IMF). This growth will be driven by structural and wide ranging reforms such as the Goods and Services Tax (GST) to widen the indirect tax base, Insolvency and Bankruptcy Code to address asset quality of banks and formalisation and digitisation of the economy improving business ecosystem, thrust on infrastructure development, and a liberal FDI regime. Banking reforms through recapitalisation and the Insolvency and Bankruptcy Code are expected to resolve the stressed assets of overleveraged corporates and restore lending support to these sectors.

To make the growth broad based and inclusive, there is a clear budgetary and policy focus on rural development to construct 3.17 lakh km of road, 51 lakh houses, 1.88 crores toilets and provide electricity connections to 1.75 crores new households. Rural employment too, is expected to improve with MNREGA budget expanded by ' 7,000 crores to ' 55,000 crores Further, the latest IMD forecast predicts a normal monsoon in 2018. Since over 65% of the nation is employed in the agricultural sector, this would boost the consumer expenditure resulting in improved demand prospects.

The strengthening global economy is also likely to stimulate exports. The country's exports are expected to touch US\$350 billion during 2018-19. Pick up in capital expenditure done by private corporate sector will also provide the necessary impetus to India's GDP growth.

### **INDUSTRY OVERVIEW**

Global growth is projected to further strengthen to 2.9 percent in 2018-19, in line with previous projections. However, the world economy continues to face a number of downside risks. They include increased protectionism, heightened policy uncertainty, the possibility of financial market turbulence, and, over the longer run, weaker potential growth. These risks highlight the urgency for policymakers in emerging market and developing economies to rebuild macroeconomic policy space and implement policies that support investment and trade

From the Economic Survey 2017-18 Ministry of Finance, The past year has been marked by some major reforms. The transformational Goods and Services Tax (GST) was launched in July 2017. With a policy change of such scale, scope, and complexity, the transition unsurprisingly encountered challenges of policy, law, and information technology systems, which especially affected the informal sector. Expedious responses followed to rationalize and reduce rates, and simplify compliance burdens.

In the second half of the year, the economy witnessed robust signs of revival. Economic growth improved as the shocks began to fade, corrective actions were taken, and the synchronous global economic recovery boosted exports. Reflecting the cumulative actions to improve the business climate, India jumped 30 spots on the World Bank's Ease of Doing Business rankings, while similar actions to liberalize the foreign direct investment (FDI) regime helped increase flows by 20 percent. And the cumulative policy record combined with brightening medium-term growth prospects received validation (as argued for in Box 1 of last year's Economic Survey, Volume I) in the form of a sovereign ratings upgrade, the first in 14 years.

## SECTORS DRIVING GROWTH



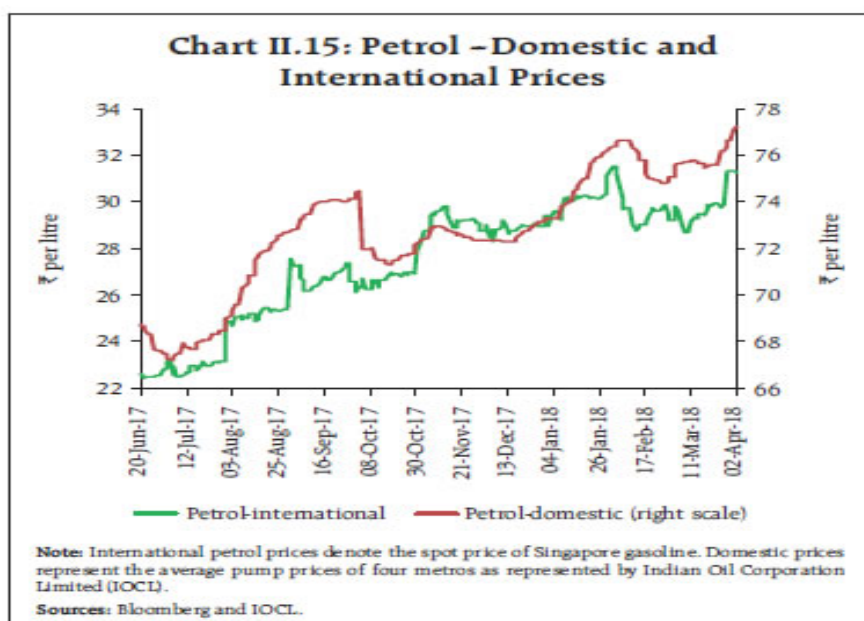
## Oil & Gas

India is expected to be one of the largest contributors to non-OECD petroleum consumption growth globally. Oil imports rose sharply year-on-year by 27.89 per cent to US\$ 9.29 billion in October 2017. India's oil consumption grew 8.3 per cent year-on-year to 212.7 million tonnes in 2016, as against the global growth of 1.5 per cent, thereby making it the third-largest oil consuming nation in the world.

India is the fourth-largest Liquefied Natural Gas (LNG) importer after Japan, South Korea and China, and accounts for 5.8 per cent of the total global trade. Domestic LNG demand is expected to grow at a CAGR of 16.89 per cent to 306.54 MMSCMD by 2021 from 64 MMSCMD in 2015.

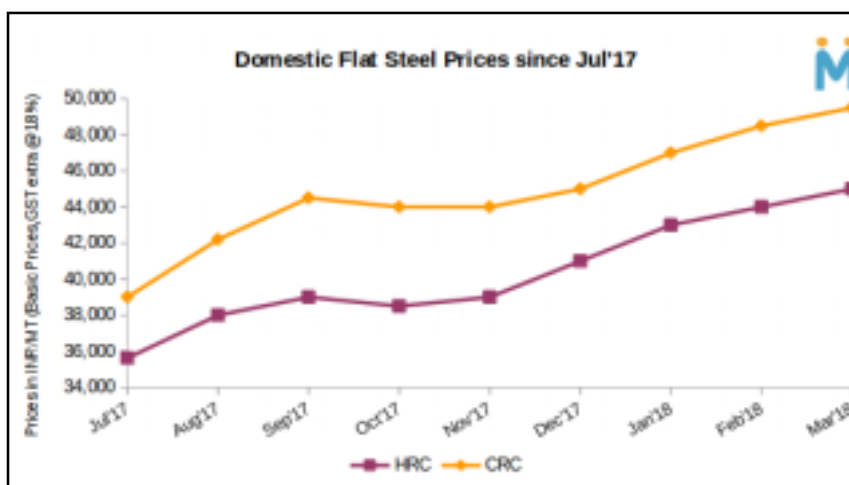
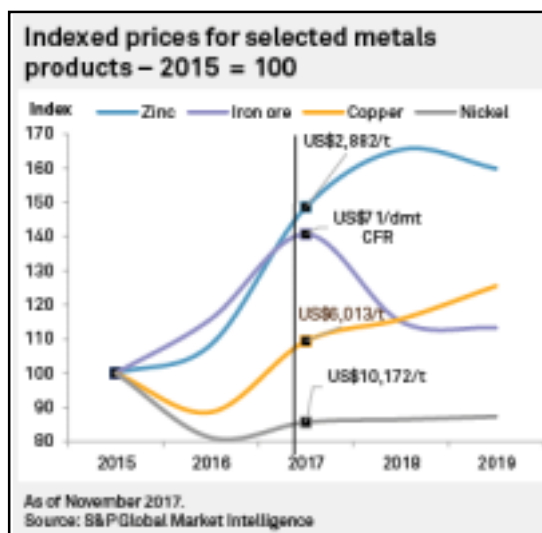
The country's gas production is expected to touch 90 Billion Cubic Metres (BCM) in 2040 from 21.3 BCM in 2017-2018 (Apr-Nov). Gas pipeline infrastructure in the country stood at 16,470 km in September 2017.

Oil & Gas sector is a key contributor to India's economy. India is the third largest consumer of crude oil and petroleum products globally accounting for 4.5 % of world oil consumption in 2015, behind US and China. India's refining capacity is 230 MMTPA (Million Metric Tonnes Per Annum). Refining capacity of India expanded by 15 MMTPA with the commissioning of Paradip Refinery in February 2016. The country has 635 Million Metric Tonnes (MMT) of proven oil reserves, 54 Trillion Cubic Feet (TCF) of proven natural gas reserves and 96 TCF of estimated shale gas reserves (estimated at the beginning of 2015). With 48% of the country's sedimentary area yet to be explored, the oil & gas sector provides tremendous opportunities for investment.



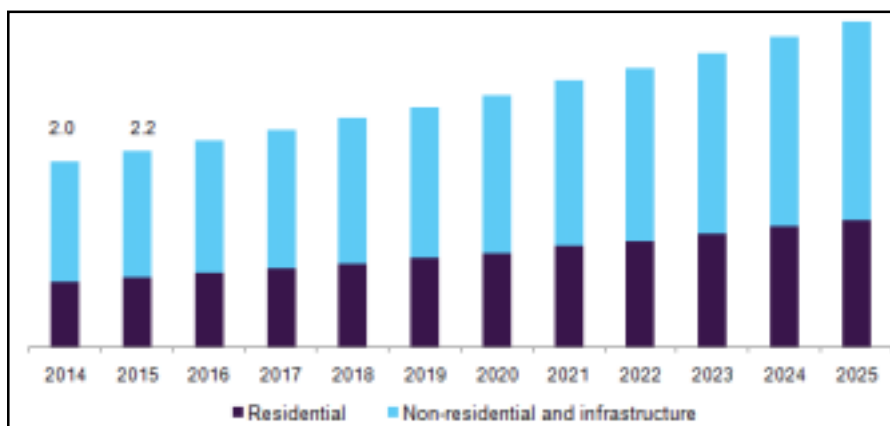
## Metals and Mining

Commodity prices trended northwards for large parts of 2017; and the trend is likely to continue in 2018 as well. Higher prices will elevate production growth in the year and strengthen investments and upstream activity in this sector.



## Infrastructure

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development. In 2016, India jumped 19 places in World Bank's Logistics Performance Index (LPI) 2016, to rank 35th amongst 160 countries.



### Capital Goods

Upswing in commodity prices, broad-based improvement in economic growth and positive outlook for automotive and construction sectors are likely to aid prospects of global capital goods companies. S&P Global Ratings expects the credit metrics of capital goods companies to improve on the strength of rising capital expenditure by private sector companies. Steel is the primary input to manufacture equipment and machinery; and hence stands to benefit from improving prospects of the capital goods sector.

### Union Budget 2018 Impetus

Higher infrastructure spending through various road projects under The Ministry of Road (including NHAI) and Pradhan Mantri Gram Sadak Yojana by 11% over the preceding year Railway allocation increased by 22% with focus on building infrastructure, stepping up safety and improving maintenance Measures aimed at enhancing farm income will bolster demand for automobiles and tractors. Improved prospects of automobile sector to aid domestic steel consumption

### Domestic Growth Enablers

#### Rural steel demand

Rural India is expected to reach a per capita consumption from 12.11 kg to 14 kg for finished steel by CY20. The policies like Food for Work Programme (FWP) and Indra Awaas Yojana, Pradhan Mantri Gram Sadak Yojana and Affordable Housing, among others are expected to drive the demand.

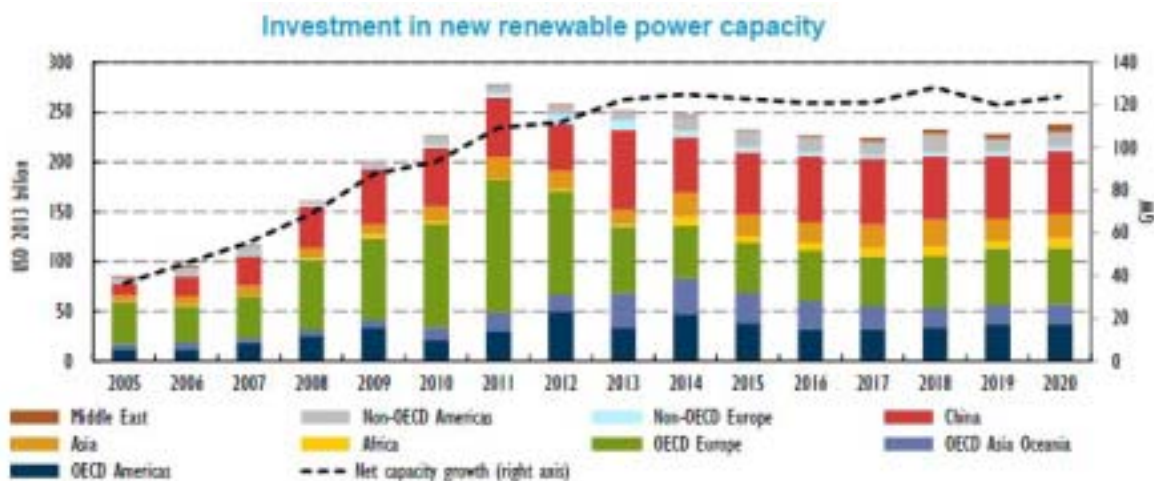
#### Housing demand

The allocation towards building houses in rural and urban areas under the PMAY scheme stood at Rs. 275 billion in the Union Budget 2018-19. Rising transparency in the real-estate sector following the implementation of The Real Estate (Regulation and Development) Act has bolstered the confidence of both investors and home buyers. In this scenario, housing demand is likely to accelerate going forward, leading to higher steel demand in the domestic market.



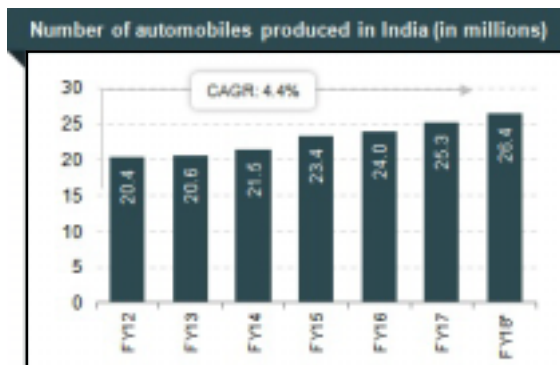
## Renewable Energy

India aims to generate 275 GW of total renewable energy by CY27. Of the total pie, 72 GW will be from hydro-energy and 15 GW from nuclear energy. Nearly 100 GW is expected to come from 'other zero emission' sources. Both generation and transmission capacities are expected to raise steel demand from the sector. Pegged at 5.5%, the domestic steel demand is likely to



## Automobile

The automobile industry is estimated to grow by US\$260- 300 billion by 2026. With increasing capacity addition, steel demand is expected to be robust.



In 2017-18, the domestic forging industry's turnover has grown by about 12 per cent at about ₹35,000 crore when compared with ₹31,200 crore in 2016-17.

The total production of the domestic forging industry increased to 25.24 lakh tonnes (lt) in 2017-18 against 23.98 lt in the previous fiscal.

## Automobile Production Trends

Category	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18
Passenger Vehicles	32,31,058	30,87,973	32,21,419	34,65,045	38,01,670	40,10,373
Commercial Vehicles	8,32,649	6,99,035	6,98,298	7,86,692	8,10,253	8,94,551
Three Wheelers	8,39,748	8,30,108	9,49,019	9,34,104	7,83,721	10,21,911
Two Wheelers	1,57,44,156	1,68,83,049	1,84,89,311	1,88,30,227	1,99,33,739	23,14,70,57
<b>Grand Total</b>	<b>2,06,47,611</b>	<b>2,15,00,165</b>	<b>2,33,58,047</b>	<b>2,40,16,068</b>	<b>2,53,29,383</b>	<b>2,90,73,892</b>

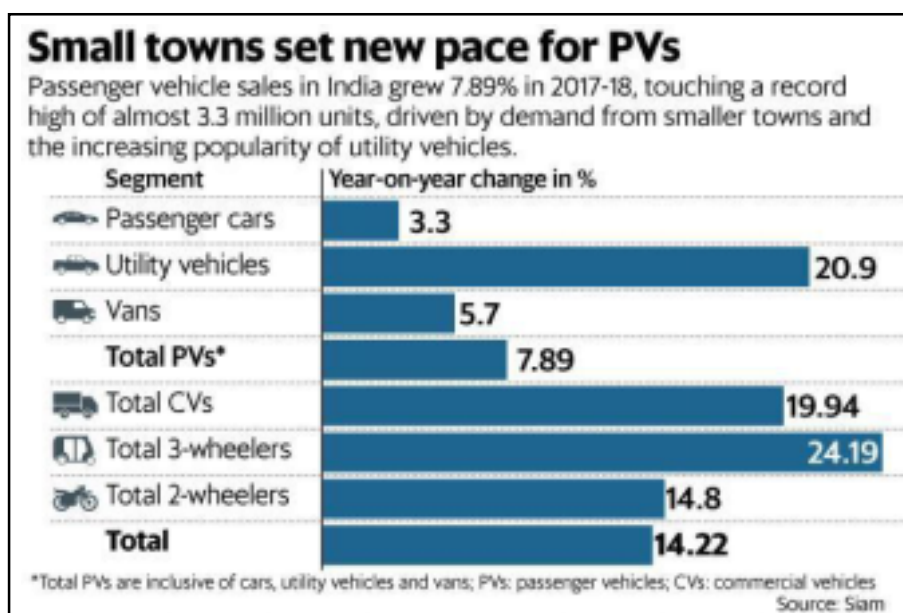
### Automobile Domestic Sales Trends

Category	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18
Passenger Vehicles	26,65,015	25,03,509	26,01,236	27,89,208	30,47,582	32,87,965
Commercial Vehicles	7,93,211	6,32,851	6,14,948	6,85,704	7,14,082	8,56,453
Three Wheelers	5,38,290	4,80,085	5,32,626	5,38,208	5,11,879	6,35,698
Two Wheelers	1,37,97,185	1,48,06,778	1,59,75,561	1,64,55,851	1,75,89,738	2,01,92,672
<b>Grand Total</b>	<b>1,77,93,701</b>	<b>1,84,23,223</b>	<b>1,97,24,371</b>	<b>2,04,68,971</b>	<b>2,18,62,128</b>	<b>2,49,72,788</b>

### Automobile Exports Trends

Category	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18
Passenger Vehicles	5,59,414	5,96,142	6,21,341	6,53,053	7,58,727	7,47,287
Commercial Vehicles	80,027	77,050	86,939	1,03,124	1,08,271	96,867
Three Wheelers	3,03,088	3,53,392	4,07,600	4,04,441	2,71,894	3,81,002
Two Wheelers	19,56,378	20,84,000	24,57,466	24,82,876	23,40,277	28,15,016
<b>Grand Total</b>	<b>28,98,907</b>	<b>31,10,584</b>	<b>35,73,346</b>	<b>36,43,494</b>	<b>34,79,169</b>	<b>40,40,172</b>

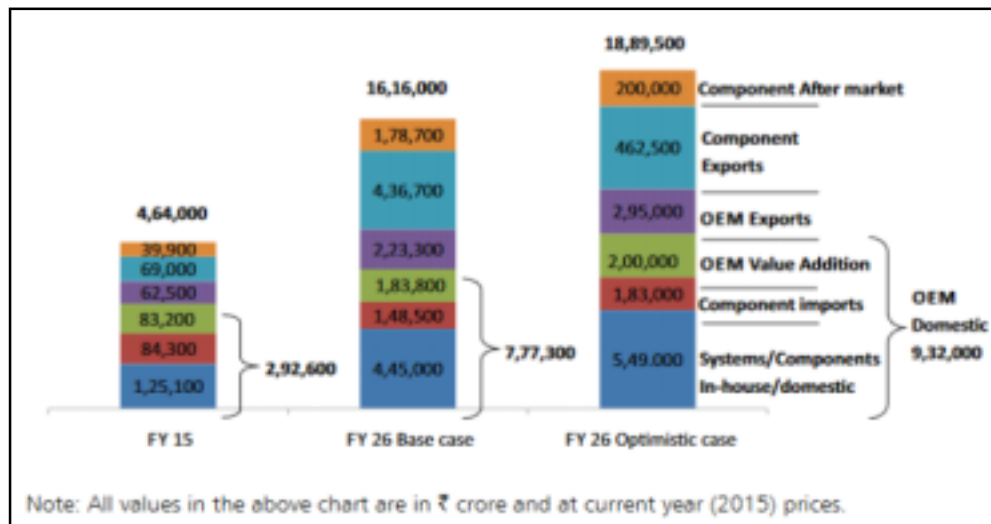
“The growth in FY18 was mainly aided by surge in sales of automobiles across categories. This momentum is continuing and the forging industry is likely to report a growth of about 10 per cent during the current fiscal.



### Growth targets:

AMP 2026 envisages that the Indian Automotive Industry will grow 3.5 – 4 times in value from its current output of around 4,64,000 crore (circa 2015, which is one year before the end of the Mission Plan period) to about 16,16,000 - 18,88,500 crore by 2026, based on a base case with average GDP growth of 5.8% and an optimistic case with an average GDP growth of 7.5% during the period. The following chart provides current and projected composition of the industry over the next decade.





## SWOT ANALYSIS

Strengths	Weaknesses
Geographical spread of operations in India allows proximity to a large and diversified customer base.	Automotive operations are directly dependent on general economic conditions across key global markets.
One of the Largest Forgings player in the country with vast capabilities	Signs of melting demand for Automotives industry.
One of the best metallurgical laboratory in India with availability of key machines such as spectrometer, microscope with image analyser, storohlin appartus/ ferro excel lab & precision sand testing equipment.	Shortage of availability of raw materials like steel, precious metals, petroleum products and fluctuating prices are dependent on various environmental factors and any unforeseen or sudden spike in the cost of these items could impact profitability.
Proximity to all major OEM's coupled with consistent track record of deliveries manifested by their increased levels of localisation in India	The liquidity continues to remain under stress coupled with availability of fresh working capital funds being a major challenge has led to low capacity utilisations thereby impacting profitability.
State-of-the-art in-house tool design and 3D modelling/ simulation software with key machines such as CNC, VMC etc.	
Trusted partner and strategic Tier I supplier to leading OEMs. It has well established strategic relationships most OEMs across the country and abroad.	
Well positioned to cater to growing demand of automobile industry in India coupled with a large scale of operations allowing economies of scale.	
Dedicated R&D team focused on development & acquisition of new technologies relevant for future product portfolio.	
Skilled, experienced and diversified workforce with proven credentials.	

Threats	Opportunities
Political instability, wars, terrorism, multinational conflicts, natural disasters, fuel shortages and their prices all present business risk.	Strong economic growth in India and other growth markets like China, Southeast Asia and North Africa- resultant demand for Automobiles.
Due to global integration of automobile supply chains the industry has become highly competitive with OEM's continuously scanning the market for lower prices and better terms.	Indian Government's focus on improving ease of doing business with its "Make in India" initiative to transform India into a global manufacturing hub, an advantage for our Company
Changing technologies have led to shortening of life cycles of new vehicles.	GOI's emphasis on substitution of imported goods sectors such as railways and defence are expected to turn towards Indian Companies for procurement.
Imposition of additional taxes and levies designed to limit use of automobiles could adversely affect demand.	
Presence of large number of players in the automobile industry has resulted in extensive competition thus enhancing scope for eating into share of business of other players.	

## STRATEGY AND OUTLOOK

The company is able to engage with customers from the early stages of development projects which enable the company to introduce company's products into a vehicle's designs phase. This when combined with close proximity to customers, technological leadership, demonstrated reliability and financial stability results into maintaining strong track record of not only winning repeat orders but new global upcoming platforms. The company is one of the few suppliers in its product segment with a global engineering and manufacturing footprint and this strong geographical diversification enables the company to capitalize on global growth opportunities while mitigating the impact of any regional demand fluctuations. One of the Company's principal goals is to achieve international quality standards for its products and services. The quality systems have been designed to comply with the latest automotive quality system standard, TS 16949.

Company has the capability to cater to the demands of its unique global customers with engineering and design support. This unmatched front-line design, engineering, dual shore manufacturing and innovation capabilities has helped in company's success. Strong customer relationships has made us capable to cater to the demands of its unique global customers with engineering and design support. The company is proud of unmatched front-line design, engineering, dual shore manufacturing and innovation capabilities.

The rapidly globalising world is opening up newer avenues for the transportation industry, especially while it makes a shift towards electric, electronic and hybrid cars, which are deemed more efficient, safe and reliable modes of transportation. Over the next decade, this will lead to newer verticals and opportunities for auto-component manufacturers, who would need to adapt to the change via systematic research and development.

MFL monitors its financial position regularly and optimises its cash resources through a robust cash management system. However, despite this the Company is experiencing a stress on the cash flows with the result that during the financial year 2016-17, the Company has been unable to meet all its debt obligations. The Company has had various rounds of discussions with the lenders and is currently engaged in formulating a scheme for debt restructuring which will be submitted to the lenders forum. In this regard the Company is co-ordinating with the lead lenders for successful implementation of the proposed debt restructuring scheme, which will be submitted in due course, for approval to the lenders forum. It is envisaged, that Company, post successful implementation of the proposed debt restructuring scheme, will emerge as a much stronger Company with an improved capital structure and poised for growth. The Company would like to thank its lenders for their continuous support.

MFL plans to invest in low cost automation for better efficiency, consistency and output in manual processes and coupled with value addition products by performing painting, pre-machining, full machining and assembly, as per customer requirements shall improve revenues and profitability. The Company shall endeavour to add and move towards high end, critical and high value and special products.



The Amtek Business Excellence Program, which the Company started in 2014, has facilitated a highly successful implementation of lean manufacturing processes. It remains the driving force behind MFL's cost controls and productivity initiatives, and is a key attribute of the Company's business strategy. MFL has also taken up certain other strategic initiatives such as realigning the product mix and expanding the product range to increase the share of our value added product offering. Other initiatives centre round the overall fiscal control, quality improvement, up-gradation in technology and research & development. The Company also continues to focus on cost reduction and is confident that these initiatives, in particular the new set of products that are being developed, will help MFL to remain competitive in the market place.

Regular product launches planned by OEMs will keep customer excitement levels up and create demand which is favourable for the overall industry growth. The Company, in spite of the challenges, is well positioned to benefit from the globalisation of the sector as exports potential is harnessed to achieve the above.

Technological advancement and product innovation remain our key differentiators. The Company's in-house R&D team has been committed to work on various projects including developing technologies to minimize carbon footprint and manufacture light weight products that result in lower energy consumption. Innovation is an on-going process which has helped us explore new ideas and deliver transformative solutions.

Transformation of a nation or a company cannot sustain without wholehearted people participation. The capabilities of our people have brought us this far, and we will continue to invest in developing our teams to enhance their efficiency and introduce industry-leading practices. With strong focus on developing skills and capabilities of our employees.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an elaborate internal control system which monitors compliance to internal processes. It ensures that all transactions are authorised, recorded and reported correctly. The systems are routinely tested and certified by Statutory as well as Internal Auditors and cover all offices, plant facilities and key areas of business. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms.

To further strengthen the internal control process, the Risk Management Committee has documented control procedures covering all aspects of key financial and operating functions. The Company's internal control systems provide for:

- Adherence to applicable accounting standards and policies
- Accurate recording of transactions with internal checks, prompt reporting and timely action
- Compliance with applicable statutes, policies, listing requirements and management policies and procedures
- Review of capital investments and long term business plans
- Periodic review meetings to guide optimum utilization of resources
- Effective use of resources and safeguarding of assets

The Audit Committee reviews the effectiveness of internal control systems, and also provides timely updates on operating effectiveness and controls to senior management team. A Certificate signed by the Whole Time Director and Chief Financial Officer of the Company, forming part of the Corporate Governance Report, confirms the existence and effectiveness of internal controls and reiterates their responsibilities to report deficiencies to the Audit Committee and rectify the same.

Our auditors carry out periodic audits as per an agreed internal audit program. They bring to the notice of management, issues which require their attention and also highlight the severity of the issue. Corrective actions are then set in place. The internal auditors report is reviewed by the Audit Committee and placed before the Board of Directors for their consideration.



## **FINANCIAL OVERVIEW**

Company's performance in the twelve month period ending March 2018 is a reflection of the challenges faced by the automotive industry in India and in certain other regions internationally. In twelve months ending 31st March 2018, the revenues of the Company were Rs. 3,746 million. EBITDA for the twelve months period before exceptional items stood at Rs. -2 million. Management remained focused on cost optimisation and value enhancement during this period.

Loss after tax with other comprehensive income for FY2018 was Rs. 9,301 million.

## **HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

During the year, the Company delivered value to its customers and investors. This was made possible by the relentless efforts of each and every employee. The Company has developed a robust and diverse talent pipeline which enhances Metalyst Forgings organizational capabilities for future readiness, further driving greater employee engagement. Our human resource program is focused on attracting the right talent, providing excellent on the job training opportunities, and finally giving them the growth opportunities consistent with their aspirations.

## **Independent Auditor's Report**

**To the Members of  
Metalyst Forgings Limited,  
Report on the Standalone IND AS Financial Statements**

We have audited the accompanying standalone IND AS financial statements of Metalyst Forgings Limited ('the Company'), which comprise the Balance Sheet as at 31st March 2018, the statement of Profit and Loss [including other comprehensive income], the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone IND AS Financial Statements")

### **Management's Responsibility for the standalone IND AS Financial Statements**

The management and company's Board of Directors is responsible for the matters specified in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone IND AS financial statements that give a true and fair view of the financial position, financial performance [including Other Comprehensive Income], Cash Flows and Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards [IND AS] prescribed under section 133 of the Act, read with companies (Indian Accounting Standards) rules 2015.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone IND AS financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the standalone IND AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone IND AS financial statements are free from material misstatements.

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

We believe that the audit evidence, we have obtained, is sufficient and appropriate to provide a basis for our **audit opinion** on the standalone IND AS financial statements.

### **Our Opinion**

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

the IND AS, of the state of affairs of the company as at March 31, 2018 and its Profit and Loss account for the year ended March 31, 2018, Total Comprehensive Income, its Cash Flows and the Changes in Equity for the year ended on that date.

### **Emphasis of Matter**

Notwithstanding anything contained in the standalone IND AS financial statements of Metalyst Forgings Limited as on 31.03.2018, affects the true & fair opinion over the same, but following is a list of matters, considered significant for the users of the standalone IND AS financial statements, adequately disclosed by the management:

A Corporate Insolvency Resolution Process ("CIRP") has been initiated against Metalyst Forgings Limited ('the Company') vide an order of Mumbai bench of the National Company Law Tribunal (NCLT) dated December 15, 2017 under the provisions of the Insolvency and Bankruptcy code 2016 (Code). Pursuant to the order, the power of the Board of directors stands suspended and are exercisable by Mr Dinkar T. Venkatasubramanian, who was appointed as Interim Resolution Professional (IRP) by the NCLT vide order dated December 15, 2017 and was consequently confirmed as Resolution Professional (RP) by the Committee of Creditors (CoC) in its meeting held on January 12, 2018. The power of the Board of Directors have been suspended and assigned to Resolution Professional. As the powers of the Board of Directors had been suspended, the above results have not been adopted by Board of Directors. However, These Standalone Ind AS financial statements have been signed by Mr. Shekhar Gupta ( Whole Time Director) Mr. Sanjiv Bhasin ( Director) and taken on record by the RP.

1. The company has been continuously making losses, consequently its net worth is negative and the company's total liabilities exceeded its total assets. This indicates the existence of material uncertainty that may cast significant doubt on the company's ability to continue as a going concern. However, in view of the Corporate Insolvency Resolution Process in respect of the company, which is in progress, the accounts have been prepared on a going concern basis (Refer Note [2.1 ] to Financial Statements).
2. Considering the current operating level of the company , and the ongoing CIRP it is not possible to determine:
  - a. Impairment if any , in the economic value of fixed assets, capital work in progress and tools & die;
  - b. Diminution, if any, in the value of investment. At March 31, 2018, **Castex Technologies Limited** was undergoing CIRP vide an order of Chandigarg Bench of National Company Law Board (NCLT) from December 20, 2017 under the provisions of Insolvency and Bankruptcy Code 2016 (code), Metalyst has investment aggregating Rs. 343.48 Crores in equity shares of Castex Technologies Limited, which is under CIRP. Pending completion of CIRP plan, adjustment if any, in the carrying value of investments has not been considered in the preparation of the financial statements.  
(Refer Note [2.8,2.13,2.14 ] to Financial Statements)
3. In respect of various claims submitted by the financial, operational & other creditors of the Company to the RP pursuant to Insolvency and Bankruptcy Code, 2016, that are currently under consideration / verification/ reconciliation. Pending finalization of Resolution Plan, we are unable to comment on the consequential impact, if any, on the accompanying statement [Refer Note [ 2.1] to financial Statements]
4. Trade receivables, loans & advances and other recoverable at March 31, 2018, which also includes balances from the group entities, are subject to confirmation/reconciliation and recoverability assessment thereof is under process. (Refer Note [2.11 ] to Financial Statements)
5. The financial statements for the year ended 31 March 2017 was carried out and reported by M/S Manoj Mohan & Associates. whose report has been furnished to us by the management and which has been relied upon by us for the purpose of our audit.

## **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in exercise of powers conferred by sub section (11) of section 143 of the act, we give in annexure A, a statement on the matters specified in paragraph 3 & 4 of the Order, to the extent applicable.
2. 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], the Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account;
  - (d) In our opinion, the aforesaid standalone IND AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the relevant rules there under;
  - (e) On the basis of the written representations received from the directors as on 31st March 2018 and taken on record by the board of directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act; and (to be changed)
  - (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 B". Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the company's internal financial controls over financial reporting; and
  - (g) 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 as amended, 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 standalone IND AS financial statements [Refer Note no. 3.26.4].
    - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

**For Raj Gupta & Co**  
**Chartered Accountants**  
**Firm's registration number: 000203N**

**Gunjandeep Singh**  
**[Partner]**  
**Membership Number: 529555**

**Place : New Delhi**  
**Dated : JUNE 09, 2018**

**Annexure - A to the Independent Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone IND AS financial statements for the year ended 31st March 2018.

**I. In respect of fixed assets:**

- a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. As explained to us, fixed assets, according to the practice of the company, have been physically verified by the management at reasonable intervals. , the frequency of physical verification of fixed assets is reasonable having regard to the size of the Company and nature of its assets. According to the information and explanation given to us , no material discrepancies were noticed on such physical verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company. However, none is made available to us as they are pledged with the financial institutions.

**II. In respect of inventories:** We have been informed that the inventories are physically verified during the period by the Company at reasonable intervals. The frequency of physical verification, in our opinion, is reasonable having regard to the size of the company and nature of its business. The discrepancies noticed on verification between the physical inventories and the book records were not material in relation to the operation of the company and the same have been properly dealt with in the books of account.**III.** The company, during the year, has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3(iii) of the Order is not applicable to the company.**IV.** In our opinion and according to the information and explanations given to us, the company has complied during the year with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and security.**V.** Since the company has not accepted any deposit from public, the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under with regard to the deposits accepted from the public are not applicable.**VI.** The Central Government has prescribed the maintenance of cost records under section (1) of section 148 of the Companies Act, and on the basis of records produced before us for our verification; we are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. However, we are neither required to carry out nor have carried out any detailed examination of such accounts & records.

- VII.** (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 been generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, Goods and Services Tax and other statutory dues with appropriate authorities during the year ended 31st March 2018. According to the information & explanations given to us, no undisputed amount payable in respect of aforesaid dues was in arrears as at 31st March, 2018 for a period of more than six months from the date when they become payable.
- (b) According to the information and explanation given to us, and as per our verification of records of the company, the company has not paid/deposited following statutory dues on account of disputes:

S.No.	Name of Statute	Period to which it pertains	Forum where dispute is pending	Amount (Rs.in Lakh)
1	Excise/Service Tax	2002 to 2015	High Court, CESTAT, Commissioner (Appeal)	133.49
2	Income Tax	2006 to 2011	Income Tax Appellate Tribunals	184.15
3	VAT	2010-2013	Tribunal, Mumbai & Pune	102.21
	<b>Total</b>			<b>419.85</b>

- VIII. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, a Corporate Insolvency Resolution Process ("CIRP") has been initiated against the Company vide an order of Mumbai bench of the National Company Law Tribunal (NCLT) dated December 15, 2017 under the provisions of the Insolvency and Bankruptcy Code 2016 (Code). Pursuant to the order, the power of the Board of Directors stands suspended and are exercisable by Mr Dinkar T. Venkatasubramanian, who was appointed as interim resolution professional (IRP) by the NCLT vide order dated December 15, 2017 and was consequently confirmed as Resolution Professional (RP) by the Committee of Creditors (CoC) in its meeting held on January 12, 2018.
- IX. According to the information and explanations given to us, and as per our verification of the records of the company, the company, during the year, has not raised moneys by way of initial public offer or further public offer (including debt instruments). The term loans availed by the company have been applied for the purpose for which the loans were obtained.
- X. According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the Year ended 31st March 2018.
- XI. According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- XII. In our opinion, and according to the information and explanations given to us, the company is not a Nidhi company. Therefore, the provisions of Clause 3 (xii) of the Order are not applicable to the company.
- XIII. According to the information and explanations given to us and as per our verification of the records of the company all transactions with the related parties are in compliance with the Sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the IND AS financial statements as required by the applicable accounting standards.
- XIV. According to the information and explanations given to us and as per our verification of the records of the company, the company has not made any preferential allotment of shares.
- XV. According to the information and explanations given to us, and as per our verification of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Clause 3 (xv) of the order are not applicable to the company.
- XVI. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3 (xvi) of the order are not applicable to the company.

**For Raj Gupta & Co**  
**Chartered Accountants**  
**Firm's registration number: 000203N**

**Gunjandeep Singh**  
**[Partner]**  
**Membership Number: 529555**

**Place : New Delhi**  
**Dated : JUNE 09, 2018**

## Annexure – B to the Independent Auditors’ Report

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) of Metalyst Forgings Limited

We have audited the internal financial controls over financial reporting of Metalyst Forgings Limited (“the Company”) as of 31st March 2018 in conjunction with our audit of the standalone IND AS financial statements of the company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

The management and company’s 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 (“the Guidance Note”). 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 ICAI 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 judgment, including the assessment of the risks of material misstatement of the standalone IND AS 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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**

A Corporate Insolvency Resolution Process ("CIRP") has been initiated against Metalyst Forgings Limited ('the Company') vide an order of Mumbai bench of the National Company Law Tribunal (NCLT) dated December 15, 2017 under the provisions of the Insolvency and Bankruptcy code 2016 (Code). Pursuant to the order, the power of the Board of directors stands suspended and are exercisable by Mr Dinkar T. Venkatasubramanian, who was appointed as Interim Resolution Professional (IRP) by the NCLT vide order dated December 15, 2017 and was consequently confirmed as Resolution Professional (RP) by the Committee of Creditors (CoC) in its meeting held on January 12, 2018. The power of the Board of Directors have been suspended and assigned to Resolution Professional.

In our opinion to the best of our information and according to the explanations given to us, 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 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Raj Gupta & Co**  
**Chartered Accountants**  
**Firm's registration number: 000203N**

**Gunjandeep Singh**  
**[Partner]**  
**Membership Number: 529555**

**Place : New Delhi**  
**Dated : JUNE 09, 2018**

## BALANCE SHEET AS AT 31ST MARCH, 2018

(Rupees In Lakhs)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017
<b>(A) ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, Plant and Equipment	3.1	2,51,218.23	2,74,840.62
(b) Capital work-in-progress	3.1	13,818.71	9,546.60
(c) Financial Assets			
Investments	3.2	34,706.71	34,706.71
Other Financial Assets	3.3	247.07	235.97
(d) Deferred Tax Assets (net)	3.4	20,861.43	12,585.98
(e) Other Non-current Assets	3.5	-	0.43
<b>Sub Total-Non-Current Assets</b>		<b>3,20,852.15</b>	<b>3,31,916.31</b>
<b>2 Current Assets</b>			
(a) Inventories	3.6	12,575.36	27,962.43
(b) Financial Assets			
Trade Receivables	3.7	20,527.36	22,856.44
Cash and Cash Equivalents	3.8	1,631.51	2,910.49
Other Current Financial Assets	3.9	6.46	50.93
(c) Current Tax Assets (Net)	3.10	7,620.03	7,324.97
(d) Other Current Assets	3.11	2,204.10	27,167.60
<b>Sub Total-Current Assets</b>		<b>44,564.82</b>	<b>88,272.86</b>
<b>TOTAL-ASSETS</b>		<b>3,65,416.97</b>	<b>4,20,189.17</b>
<b>(B) EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity Share Capital	3.12	4,355.00	4,075.00
(b) Other Equity	3.13	(73,951.12)	18,865.02
<b>Sub Total-Equity</b>		<b>(69,596.12)</b>	<b>22,940.02</b>
<b>2 Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
Borrowings	3.14	634.75	563.31
(b) Provisions	3.15	1,047.48	1,202.13
(c) Other Non-Current Liabilities	3.16	34,745.50	35,328.66
<b>Sub Total-Non-Current Liabilities</b>		<b>36,427.73</b>	<b>37,094.10</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
Borrowings	3.17	1,28,958.36	1,14,079.12
Trade Payables	3.18		
(i) Total outstanding dues of Micro enterprises & small enterprises		353.42	261.63
(ii) Total outstanding dues other than Micro enterprises & small enterprises		13,899.86	11,286.10
Other Financial Liabilities	3.19	2,51,500.59	2,32,762.45
(b) Other Current Liabilities	3.20	3,667.31	1,539.65
(c) Provisions	3.21	205.82	226.10
<b>Sub Total-Current Liabilities</b>		<b>3,98,585.36</b>	<b>360,155.05</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,65,416.97</b>	<b>420,189.17</b>

Significant Accounting Policies & Notes on Financial Statements 1 to 3.34

For and on behalf of the Board

As per our report of even date attached  
**For Raj Gupta & Company**  
Chartered Accountants  
Firm Regd. No. 000203N

Sd/-  
**(Gunjandeep Singh)**  
Partner  
Membership No. - 529555

Sd/-  
**Shekhar Gupta**  
Whole Time Director

Sd/-  
**Yogesh Kapur**  
Director

Place : New Delhi  
Dated : 09th June, 2018

Sd/-  
**Arun Maiti**  
Chief Financial Officer

Sd/-  
**Pavan Kumar Mishra**  
Company Secretary

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**

(Rupees in Lakhs)

Particulars	Note No.	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
<b>I. Revenue</b>			
Revenue from operations	3.22	37,377.49	110,628.10
Other Income	3.23	77.16	217.27
<b>II. Total Revenue</b>		<b>37,454.65</b>	<b>1,10,845.37</b>
<b>III. Expenses :</b>			
Cost of Materials Consumed	3.24	26,426.37	59,360.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	3.25	(79.42)	19,931.36
Employee benefit expenses	3.26	3,187.95	3,264.44
Finance costs	3.26	34,114.96	40,506.18
Depreciation and amortization expenses	3.26	25,992.75	22,327.34
Other Expenses	3.26	7,947.11	10,789.25
<b>Total Expenses</b>		<b>97,589.72</b>	<b>1,56,178.57</b>
<b>IV. Profit/(Loss) before exceptional items and tax (II-III)</b>		<b>(60,135.07)</b>	<b>(45,333.20)</b>
V. Exceptional Items [(Income)/Expense]	3.27	41,195.39	44,247.65
<b>VI. Profit/(Loss) before tax (IV + V)</b>		<b>(1,01,330.46)</b>	<b>(89,580.85)</b>
<b>VII. Tax expense:</b>			
(1) Deferred tax		(8,312.18)	(25,078.35)
<b>Total Tax Expenses</b>		<b>(8,312.18)</b>	<b>(25,078.35)</b>
<b>VIII. Profit/(Loss) for the period from continuing operations (VI-VII)</b>		<b>(93,018.28)</b>	<b>(64,502.50)</b>
IX. Profit/(loss) from Discontinued operations (after tax)		—	—
<b>X. Profit/(loss) for the period (VIII+IX)</b>		<b>(93,018.28)</b>	<b>(64,502.50)</b>
<b>XI. Other Comprehensive Income</b>	3.28		
A) (i) Items that will not be reclassified to profit and loss		118.88	(84.12)
(ii) Income tax relating to items that will not be reclassified to profit and loss		(36.73)	25.99
B) (i) Items that will be reclassified to profit and loss		—	—
ii) Income tax relating to items that will be reclassified to profit and loss		—	—
<b>Total of Other Comprehensive Income</b>		<b>82.15</b>	<b>(58.13)</b>
<b>XII. Total Comprehensive Income/(Loss) for the period (X+XI) (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>(92,936.13)</b>	<b>(64,560.63)</b>
<b>XIII. Earnings per equity share (for continuing operation):</b>			
(1) Basic	3.29	(213.48)	(176.74)
(2) Diluted	3.29	(213.48)	(176.71)
<b>XIV. Earning per equity share (for continuing &amp; discontinued operation) :</b>			
(1) Basic	3.29	(213.48)	(176.74)
(2) Diluted	3.29	(213.48)	(176.71)
<b>Significant Accounting Policies &amp; Notes on Financial Statements</b>	<b>1 to 3.34</b>		

For and on behalf of the Board

As per our report of even date attached

**For Raj Gupta & Co.**

Chartered Accountants  
Firm Regd. No. 000203N

Sd/-  
**(Gunjandeep Singh)**  
Partner  
Membership No. - 529555

Sd/-  
**Shekhar Gupta**  
Whole Time Director

Sd/-  
**Yogesh Kapur**  
Director

Place : New Delhi  
Dated : 09th June, 2018

Sd/-  
**Arun Maiti**  
Chief Financial Officer

Sd/-  
**Pavan Kumar Mishra**  
Company Secretary

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit as per Profit & Loss Account (PBT)	(101,330.46)	(89,580.85)
Add: Depreciation & Amortisation	25,992.75	22,327.34
Add: Additional Depreciation	0.00	34,943.00
Add: Financial Expenses	34,114.96	40,506.18
Less: profit on sales of Property Plant & Equipments	42.24	(34.39)
Less: Interest Received & Other Income	(77.16)	(182.88)
	<b>(41,257.67)</b>	<b>7,978.40</b>
<b>Change in Current / Non Current Liabilities:</b>		
(Increase)/Decrease in Inventories	15,387.07	68,937.78
(Increase)/Decrease in Trade Receivables	2,329.08	14,632.94
(Increase)/Decrease in Other Non-Current Assets	(10.67)	95.53
(Increase)/Decrease in Other Current Assets	24,725.71	(20,042.06)
Increase/(Decrease) in Trade Payable	2,705.55	(265.81)
Increase/(Decrease) in Current Liabilities	2,101.33	(66.02)
Increase/(Decrease) in Non Current Liabilities & Provisions	(222.16)	(360.00)
<b>Cash generation from operations activities</b>	<b>5,758.24</b>	<b>70,910.76</b>
Direct Tax Paid	(12.80)	(29.49)
<b>Cash flow before extraordinary items</b>	<b>5,745.44</b>	<b>70,881.27</b>
Cashflow from extraordinary items	-	-
<b>Net cash from operating activities</b>	<b>5,745.44</b>	<b>70,881.27</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Addition to Fixed Assets	(2,452.13)	(74,313.07)
Adjustment in Capital work in progress	(4,272.11)	4,981.63
Interest Received & Other income	77.16	182.88
Proceed from sale of fixed assets	39.53	112.08
(Purchase) / Sales of investments (Net)	-	2.02
<b>Net Cash from Investing activities</b>	<b>(6,607.55)</b>	<b>(69,034.46)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Equity Share Capital & Share Premium	2,800.00	4,000.00
Proceeds from issue of Share Warrants	(2,400.00)	2,400.00
Proceeds from promoter contribution	(447.79)	(3,425.45)
Disbursement of Long term borrowing	(0.00)	15,586.84
Repayment of Long Term borrowing	-	(6,282.56)
Disbursement / Repayment of Short Term borrowings	-	6,800.94
Finance Charges Paid	(369.08)	(22,467.74)
<b>Net Cash from financing activities</b>	<b>(416.87)</b>	<b>(3,387.97)</b>
<b>Net cash flows during the year (A+B+C)</b>	<b>(1,278.98)</b>	<b>(1,541.16)</b>
<b>Cash &amp; cash equivalents (opening balance)</b>	<b>2,910.49</b>	<b>4,451.65</b>
<b>Cash &amp; cash equivalents (closing balance)</b>	<b>1,631.51</b>	<b>2,910.49</b>

### NOTES TO CASH FLOW STATEMENT

- The above statement has been prepared under indirect method except in case of dividend which has been considered on the basis of actual movement of cash with corresponding adjustments of assets and liabilities.
- Cash & Cash Equivalents include cash & bank balances only.
- Previous period figures have been regrouped/ recast wherever considered necessary.
- The Closing Cash Balance includes Rs. 460.51 Lakhs (Previous year Rs. 1,704.91 Lakhs) as margin money against Bank Guarantee/Letter of credit etc. and earmarked balances.

We have examined the above cash flow statement of Metalyst Forgings Limited for the year ended 31st March, 2018 and verify that it has been derived from the audited accounts (and underlying records) of the company reported on by us as per our report.

For and on behalf of the Board

As per our report of even date attached

**For Raj Gupta & Co.**

Chartered Accountants  
Firm Regd. No. 000203N

Sd/-  
**(Gunjandeep Singh)**  
Partner  
Membership No. - 529555

Sd/-  
**Shekhar Gupta**  
Whole Time Director

Sd/-  
**Yogesh Kapur**  
Director

Place : New Delhi  
Dated : 09th June, 2018

Sd/-  
**Arun Maiti**  
Chief Financial Officer

Sd/-  
**Pavan Kumar Mishra**  
Company Secretary

## **Notes to the Financial Statements**

### **1. Company Overview and Significant Accounting Policies**

M/S Metalyst Forgings Limited (hereinafter referred to as MFL) was previously known as Ahmednagar Forging Limited. The change in the name of the company took on 07.05.2015. Ahmednagar Forging Limited started its operations in 1977 and it was primarily engaged in the manufacturing of high precision closed die steel forgings and auto components for the automotive, defence and railway, non-auto and tractor sectors. During the year 2002-03, the company was acquired by Amtek Auto Ltd, which is the largest manufacturer of connecting rod assemblies in the country since 1987. Their manufacturing facilities are located at Ahmednagar, Chakan, Kuruli, Aurangabad in Maharashtra and Baddi in Himachal Pradesh. Currently, MFL is the second largest manufacturer of forged automotive component in India. Its product portfolio consists of a range of components for 2/3 wheelers, Passenger Cars, Tractors, Light Commercial Vehicles (LCV), Heavy Commercial Vehicles (HCV) and Stationary Engines. The major customers of the Company are John Deere, Mahindra, Axles India, Bharat Gears, Daimler India, Escorts, Greaves Cotton, Harley Davidson Motor Company, Isuzu Motor India, Mahindra & Mahindra, Mannforce, Tata Motors, ACIL, Cummins India, Sandvik Asia, Turbo Gears India, BEML, Ordnance Factory and Kirloskar.

Company has its Registered Office at Gat No,- 614, Village Kuruli Tal. Khed Dist. Pune-410501 (Maharashtra) Their manufacturing facilities are located at Ahmednagar, Chakan, Kuruli, Aurangabad in Maharashtra and Baddi in Himachal Pradesh.

### **2. Significant Accounting Policies**

#### **2.1 Statement of Compliance**

The Financial Statements have been prepared in accordance with IND ASs notified under the Companies (Indian Accounting Standard) Rules, 2015. The company has adopted Indian Accounting Standards from April 1, 2016 and accordingly these standalone financial statements have been prepared in accordance with IND ASs notified by section 133 of the Companies Act, 2013 read with relevant rules issued thereunder from time to time, to the extent applicable to the company. The company has adopted change of year to coincide with 31<sup>st</sup> March, in terms of section 2(41) of the Companies Act, 2013 from financial year 2015-16 and accordingly, the said financial year of the company was of a six months period beginning 01<sup>st</sup> October 2015 to 31<sup>st</sup> March 2016. Accordingly, the date transition to IND AS for the company is October 1, 2015.

A Corporate Insolvency Resolution Process ("CIRP") has been initiated against Metalyst Forgings Limited ( 'the Company' ) vide an order of Mumbai bench of the National Company Law Tribunal (NCLT) dated December 15, 2017 under the provisions of the Insolvency and Bankruptcy code 2016 (Code). Pursuant to the order, the power of the Board of Directors stands suspended and are exercisable by Mr. Dinker T. Venkatasubramanian, who was appointed as Interim Resolution Professional (IRP) by the NCLT vide order dated December 20, 2017 and was consequently confirmed as Resolution Professional (RP) by the Committee of Creditors (CoC) in its meeting held on January 12, 2018.

As the powers of the Board of Directors have been suspended, the above result have not been adopted by the Board of Directors. However, the same have been signed by Mr. Shekhar Gupta, Whole Time Director, Mr Arun Kumar Maiti, Chief Financial Officer and Mr Pavan Kumar Mishra, Company Secretary of the Company, confirming, accuracy & completeness of the results and taken in record by Resolution Professional..

As the Company is under CIRP, the financial statements have been presented on a 'going concern' basis'. Under CIRP, Resolution Plan submitted by the prospective Resolution Applicants needs to be presented to and approved by the CoC. Thereafter, the Resolution Plan approved by the CoC will need to be approved by NCLT to keep the company as a going concern. Currently, the RP / CoC is in the process of considering the Resolution Plan(s) received from the Resolution Applicant(s) for potential revival of the company and carrying out various compliances as required under the Code.

As per the Code the RP has to receive, collate and all the claims submitted by the creditors of the Company. Such claims can be admitted to the RP during the CIRP, till the approval of a resolution plan by the CoC. The RP is still in the process of collating and verifying such claims as and when they are received and shall subsequently admit such verified claims against the company as per Code. Pending finalisation of Resolution

Plan, the impact of such claims if any that may also has not been considered in the preparation of the financial statements.

Financials for the year ended March 31st, 2017 and as at June 30th, 2017 were audited by previous auditors – M/S Manoj Mohan & Associates.

The Standalone Financial Statements are presented in Indian Rupees and all values are rounded to the nearest lakhs, except when otherwise indicated.

## **2.2 Use of Estimates**

The preparation of the financial statements in conformity with IND AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### **2.2.1 Useful lives of property, plant and equipment**

Considering the current operating levels of the Company, and the ongoing CIRP it is not possible to determine Impairment, if any, in the economic value of the fixed assets & capital work in progress.

### **2.2.2 Valuation of deferred tax assets / liabilities**

The Company reviews the carrying amount of deferred tax assets / liabilities at the end of each reporting period. The policy for the same has been explained under Note no. 2.9.

### **2.2.3 Provisions and contingent liabilities**

A provision is recognised when the company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date adjusted to reflect the current best estimates. Contingent Liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements, however, the detail of existing contingencies as on 31<sup>st</sup> March, 2018 is provided in Note No 3.26.4

## **2.3 Revenue Recognition**

Revenue is measured at fair value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of excise duty/GST and net of returns, trade allowances, rebates, value added taxes.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured regardless of when the payment is being made. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

### **Sale of goods**

Sales are recognised when substantial risk and rewards of ownership are transferred to customer as per the terms of the contract, there is no continuing managerial involvement with the goods. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods, in case of domestic customer, sales take place when goods are dispatched or delivery is handed over to transporter, in case of export customers, sales takes place when goods are shipped on board based on bill of lading.

## **Revenue from Services**

Revenue from services is recognised in the accounting period in which the services are rendered.

### **Other operating revenue - Export incentives**

Revenue in respect of export incentives is recognised when such incentives accrue upon export of goods.

## **2.4 Recent Accounting Pronouncements**

Appendix B to IND AS 21, Foreign Currency Transactions and Advance Consideration : On March 28, 2018, the Ministry of Corporate Affairs ('the MCA') notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to IND AS 21, Foreign Currency Transactions and Advance Consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

IND AS 115, Revenue from Contract with Customers: On March 28, 2018, the MCA notified the IND AS 115. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with IND AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

The effective date for adoption of IND AS 115 is financial period beginning on or after April 1, 2018.

The Company will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly, comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted. The effect on adoption of IND AS 115 is expected to be insignificant

## **2.5 Employee benefits**

### **● Long - Term Employee Benefits**

The liability for gratuity & leave encashment is determined using Projected Unit Credit [PUC] Method and is accounted for on the basis of actuarial valuation in accordance with IND AS - 19. The company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Actuarial Gains and Losses through re-measurements of the net defined benefit liability/(asset) are recognized in Other Comprehensive Income. The current service cost is included in the employee benefit expense in the statement of Profit & Loss account. The interest cost calculated by applying the discount rate to the net balance of defined benefit obligation, is included in the finance cost in the statement of Profit & Loss Account.

### **● Short-Term Employee Benefits**

Short - term employee benefits include performance incentive, salaries & wages, bonus and leave travel allowance. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the services.

## **2.6 Borrowing Costs**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of

funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset.

Processing fee paid for borrowings is amortised over the term of long term loan through statement of Profit & Loss. All other borrowing costs are expensed in the period in which they occur.

Preference Shares are separated into equity and liability components based on the terms of the issue / contract. Interest on liability component of Preference Shares is determined using amortised cost method and is charged to the statement of profit & loss.

Considering the ongoing Corporate Insolvency Resolution Process, Company has not provided for interest of term loans and cash credits after the initiation of CIRP process i.e. 15<sup>th</sup> Dec 2017.

## **2.7 Depreciation & Amortization:**

The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Depreciation on additions/deductions to property, plant and equipment is provided on pro-rata basis from the date of actual installation or up to the date of such sale or disposal, as the case may be.

Considering the current operating levels of the company, and the ongoing CIRP it is not possible to determine impairment, if any, in the economic value of the fixed assets & capital work in progress.

## **2.8 Impairment of Assets**

### **i) Financial Assets (other than at fair value)**

The company assesses at each Balance Sheet date whether a financial asset or a group of financial assets is impaired. IND AS 109 requires expected credit losses to be measured through a loss allowance. The company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction.

Considering the current operating levels of the Company, and the ongoing CIRP it is not possible to determine diminution, if any, in the value of investments.

### **(i) Non-financial assets**

#### **a) Property, Plant & equipment and Intangible Assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit & Loss. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the Statement of Profit & Loss.

Considering the current operating levels of the Company, and the ongoing CIRP it is not possible to determine Impairment, if any, in the economic value of the fixed assets, capital work in progress.

## **2.9 Income Taxes**

Income Tax expense comprises Current and Deferred Income Tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in



equity, in which case it is recognized in Other Comprehensive Income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternative Tax [MAT] paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax in future periods. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefits associated with it flow to the company and the asset can be measured reliably.

## **2.10 Property, plant and equipment**

Property, plant and equipment are stated at cost, less accumulated depreciation /amortization and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The cost of property, plant & equipment also includes initial estimates of dismantling cost and restoring the site to its original position, on which the site is located.

## **2.11 Financial instruments**

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets (Except Net Investments) and Financial liabilities (Except Borrowings) are recognized at fair value on initial recognition, except for trade receivables and security deposits, which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through Profit and Loss are added to the fair value on initial recognition.

Trade receivables as on March 31st, 2018, which also includes balances from group entities, are subject to confirmation/reconciliation.

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination, which is subsequently measured at fair value through Profit & Loss.

For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts are approximately at fair value due to the short maturity of these instruments.

## **De-recognition of Financial Instruments**

The company de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under IND AS 109. A financial liability (or a part of a financial liability) is de-recognised from the company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

## **2.12 Borrowings**

Borrowings are initially measured at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Profit or Loss over the period of the borrowings using the effective interest method.

Preference Shares are separated into liability and equity components based on the terms of the issue / contract. On issuance of the Preference Shares, the fair value of the liability component is determined using a market rate for an equivalent instrument. This amount is classified as financial liability and is measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is recognised and included in equity. Transaction costs are deducted from equity, net of

associated income tax. The carrying amount of the equity component is not re-measured in subsequent years. In view of default in payment of interest/repayment of instalments, all term loans/NCD's and ECB'S have become payable on demand and therefore, have been taken to the head "Other Current Financial Liability"

### **2.13 Investments**

#### **a) Investment - Others**

##### **Current Investments**

Quoted financial assets have been classified as FVTOCI and unquoted financial assets have been classified as Fair Value through Profit & Loss [FVTPL].

##### **Non-Current Investments**

Quoted long term investments have been classified as FVTOCI and unquoted long term investments have been classified as FVTPL.

### **2.14 Inventories**

- Raw Materials and Goods under process and finished goods are valued at cost (Net of provision for diminution) or \*Net Realizable value, whichever is lower.
- Waste and Scrap is valued at Net Realizable Value.
- Cost of inventories of Raw Materials and stores and Spares is ascertained on FIFO basis.
- Cost of inventories also included all other costs incurred in bringing the inventories to their present location and condition.
- Cost of goods under process comprise of cost of materials and proportionate production overhead. Cost of material for this purpose is ascertained on FIFO basis.
- Provision for obsolescence in inventories is made, whenever required.
- Considering the current operating levels of the Company, and the ongoing CIRP it is not possible to determine, Impairment, if any, in the economic value of the tools, dies and moulds.

\*Net Realizable Value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

### **2.15 Earnings Per Equity Share**

Basic earnings per equity share is computed by dividing the Net Profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the Net Profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

### **2.16 Dividends**

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

Furthermore, unpaid/ unclaimed dividend are transferred to unpaid dividend account and on expiration of 7 years period, same are deposited in Investor Education and Protection Fund.

## **2.17 Leases**

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower.

Lease payments under operating leases are recognized as an expense on a straight line basis in Net Profit in the Statement of Profit and Loss over the lease term.

## **2.18 Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

## **2.19 Foreign Currency Translation**

Foreign Currency Translations are translated into the functional currency using the exchange rates at the dates of the transitions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in Profit & Loss.

## **2.20 Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either.

In the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the Consolidated Financial Statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- ❖ Disclosures for valuation methods, significant estimates and assumptions
- ❖ Quantitative disclosures of fair value measurement hierarchy
- ❖ Investment in unquoted equity shares
- ❖ Financial instruments

#### **2.21 Current versus non-current classification**

All assets and liabilities have been classified as current or non-current as per company's normal operating cycle and other criteria set out in the Schedule III to the Act.

## Statement of Changes in Equity for the period ended 31st March, 2018

## OTHER EQUITY

## A. Equity Share Capital

(Rupees in Lakhs)

Balance as at 01.04.2016	Changes during the Period	Balance as at 31.03.2017
3675.00	400.00	4075.00
Balance as at 01.04.2017	Changes during the Period	Balance as at 31.03.2018
4075.00	280.00	4355.00

## B. Other Equity

(Rupees in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income (OCI)				Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Equity Component of Compound Financial Instruments (Preference Share)	Remeasurement of Net Defined Employee Benefits Obligation	Investments through OCI	Debt Instruments through OCI	Money received against share warrants
<b>As at 01.04.2017</b>	993.67	22,109.30	69,974.64	(80,002.00)	3,529.06	(139.65)	-	-	2,400.00
Total Comprehensive Income for the year	-	-	-	(93,018.28)	-	(82.15)	-	-	-
Transfer to retained earning	-	-	-	-	-	-	-	-	-
Premium on Equity Shares Issued during the year	-	2,520.00	-	-	-	-	-	-	-
Shares Warrants Issued during the year	-	-	-	-	-	-	-	-	(2,400.00)
<b>As at 31.03.2018</b>	<b>993.67</b>	<b>24,629.30</b>	<b>69,974.64</b>	<b>(173,020.28)</b>	<b>3,529.06</b>	<b>(57.50)</b>	<b>-</b>	<b>-</b>	<b>-</b>

Particulars	Reserves and Surplus				Other Comprehensive Income (OCI)				Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Equity Component of Compound Financial Instruments (Preference Share)	Remeasurement of Net Defined Employee Benefits Obligation	Investments through OCI	Debt Instruments through OCI	Money received against share warrants
<b>As at 01.04.2016</b>	993.67	18,509.30	69,974.64	(15,499.62)	3,529.06	(81.52)	0.13	-	-
Total Comprehensive Income for the year	-	-	-	(64,502.50)	-	(58.13)	-	-	-
Transfer to retained earning	-	-	-	0.12	-	-	(0.13)	-	-
Premium on Equity Shares Issued during the year	-	3,600.00	-	-	-	-	-	-	-
Shares Warrants Issued during the year	-	-	-	-	-	-	-	-	2,400.00
<b>As at 31.03.2017</b>	<b>993.67</b>	<b>22,109.30</b>	<b>69,974.64</b>	<b>(80,002.00)</b>	<b>3,529.06</b>	<b>(139.65)</b>	<b>-</b>	<b>-</b>	<b>2,400.00</b>

For and on behalf of the Board

As per our report of even date attached

For Raj Gupta &amp; Co.

Chartered Accountants

Firm Regd. No. 000203N

Sd/-

(Gunjandeep Singh)

Partner

Membership No. - 529555

Place : New Delhi

Dated : 09th June, 2018

Sd/-

Shekhar Gupta

Whole Time Director

Sd/-

Arun Maiti

Chief Financial Officer

Sd/-

Yogesh Kapur

Director

Sd/-

Pavan Kumar Mishra

Company Secretary

## Note No: 3.1 Property, Plant and Equipment

(Rupees in Lakhs)

Particulars	Land-Freehold	Building	Plant and Equipment	Furnitures & Fixtures	Vehicles	Office Equipment	Data Processing Units	Total
<b>Carrying Value</b>								
<b>As at 01.04.2016 (A)</b>	5,112.62	20,222.71	2,40,970.44	1,195.53	127.28	4,289.95	104.67	<b>272,023.20</b>
Additions	3.93	21.55	74,329.76	1.94	–	0.28	10.95	<b>74,368.41</b>
Disposals	73.25	–	4.73	1.13	–	0.19	–	<b>79.30</b>
<b>As at 31.03.2017 (B)</b>	<b>5,043.30</b>	<b>20,244.26</b>	<b>3,15,295.47</b>	<b>1,196.34</b>	<b>127.28</b>	<b>4,290.04</b>	<b>115.62</b>	<b>346,312.31</b>
Additions	–	0.07	2,417.00	0.69	–	0.96	33.41	<b>2,452.13</b>
Disposals	–	6.58	119.99	–	63.77	–	–	<b>190.34</b>
<b>As at 31.03.2018 (C)</b>	<b>5,043.30</b>	<b>20,237.75</b>	<b>3,17,592.48</b>	<b>1,197.03</b>	<b>63.51</b>	<b>4,291.00</b>	<b>149.03</b>	<b>348,574.10</b>
<b>Depreciation</b>								
<b>As at 01.04.2016 (D)</b>	–	213.71	13,412.72	74.22	12.66	396.01	93.64	<b>14,202.96</b>
Provided during the period	–	771.28	19,305.59	165.97	24.13	2,040.87	19.50	<b>22,327.34</b>
Written back during the Period	–	–	1.40	0.17	–	0.04	–	<b>1.61</b>
Adjustments*	–	–	34,943.00	–	–	–	–	<b>34,943.00</b>
<b>As at 31.03.2017 (E)</b>	<b>–</b>	<b>984.99</b>	<b>67,659.91</b>	<b>240.02</b>	<b>36.79</b>	<b>2,436.84</b>	<b>113.14</b>	<b>71,471.69</b>
Provided during the period	–	696.76	23,758.15	148.19	21.70	1,354.09	13.86	<b>25,992.75</b>
Written back during the Period	–	–	62.02	–	46.55	–	–	<b>108.57</b>
Adjustments*	–	–	–	0.19	–	–	0.19	<b>–</b>
<b>As at 31.03.2018 (F)</b>	<b>–</b>	<b>1,681.75</b>	<b>91,356.04</b>	<b>388.40</b>	<b>11.94</b>	<b>3,790.93</b>	<b>126.81</b>	<b>97,355.87</b>
<b>Net Carrying Value</b>								
<b>As at 31.03.2018 (C-F)</b>	<b>5,043.30</b>	<b>18,556.00</b>	<b>2,26,236.44</b>	<b>808.63</b>	<b>51.57</b>	<b>500.07</b>	<b>22.22</b>	<b>2,51,218.23</b>
<b>As at 31.03.2017 (B-E)</b>	<b>5,043.30</b>	<b>19,259.27</b>	<b>2,47,635.56</b>	<b>956.32</b>	<b>90.49</b>	<b>1,853.20</b>	<b>2.48</b>	<b>2,74,840.62</b>
<b>CWIP</b>								
<b>Net carrying value</b>								
<b>As at 31.03.2018</b>								<b>13,818.71</b>
<b>As at 31.03.2017</b>								<b>9,546.60</b>

**NON-CURRENT FINANCIAL ASSETS**

**Note No : 3.2 INVESTMENTS**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
<b>Investment in Equity Instrument</b>		
<b>Quoted-Long Term Trade at cost</b>		
1,00,000 (1,00,000 in FY 17), Equity shares of Rs.10/- each of Grapco Mining & Co.Ltd	13.00	13.00
1,03,100 (1,03,100 in FY 17), Equity shares of Rs.10/- each of Global Infrastructure Technologies Ltd	54.86	54.86
3,500 (3,500 in FY 17), Equity shares of Rs. 2/- each of Sanghvi Movers Ltd	0.60	0.60
5,000 (5,000 in FY 17), Equity shares of Rs.10/- each of Good Value Marketing Ltd.	2.00	2.00
6,15,00,000 ( 6,15,00,000 in FY 17), Equity shares of Rs. 2/- each of Castex Technologies Ltd	34,347.75	34,347.75
<b>Unquoted - Long Term Trade at Cost</b>		
50,000 (50,000 in FY 17), Equity shares of Rs.10/- each of Photon Biotech Ltd	12.00	12.00
10,000 (10,000 in FY 17), Equity shares of Rs. 10/- each of SICOM Ltd	8.00	8.00
5,000 (5,000 in FY 17), Equity shares of Rs. 10/- each of Alliance Hydro Power Ltd.	0.50	0.50
1,000 (1,000 in FY 17), Equity shares of Rs. 10 /- each of COSMOS bank	1.00	1.00
45,000 (45,000 in FY 17), Equity Shares of Rs.10/- each of Blaze Spare Parts (P)Ltd.	45.00	45.00
45,000 (45,000 in FY 17), Equity Shares of Rs.10/- each of Gagandeep Steel & Alloys (P) Ltd.	45.00	45.00
45,000 (45,000 in FY 17), Equity Shares of Rs.10/- each of Aaron Steel & Alloys (P) Ltd.	45.00	45.00
45,000 (45,000 in FY 17), Equity Shares of Rs.10/- each of Neelmani Engine Components (P) Ltd.	45.00	45.00
53,571 (53,571 in FY 17), Equity Shares of Rs.10/- each of Asta Motorcycles & Scooter India Ltd.	45.00	45.00
42,000 (42,000 in FY 17), Equity Shares of of Rs.10/- each of Domain Steel & Alloys (P) Ltd.	42.00	42.00
<b>Total</b>	<b>34,706.71</b>	<b>34,706.71</b>

Considering on going CIRP, it is not possible to determine diminution in value of Investments.

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Aggregate Value of Quoted Investment	34,418.21	34,418.21
Aggregate Value of Unquoted Investment	288.50	288.50
Market Value Of Quoted Investment (Castex Technologies Limited & Sanghavi Movers Limited only)	2,158.57	4,934.68

\*Market Value of of Grapco Mining & Co. Ltd, Good Value Marketing Ltd and Global Infrastructure & Technologies Ltd are not available.

Note:- Out of the above Shares of Castex Technologies Ltd , 5,71,43,000 Equity Shares have been pledged to Banks as additional security.

**Note No: 3.3 OTHER FINANCIAL ASSETS**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Security Deposits	247.07	235.97
<b>Total</b>	<b>247.07</b>	<b>235.97</b>

**Note No: 3.4 DEFERRED TAX ASSETS (NET)**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
<b>Deferred Tax Liabilities</b>		
On account of depreciation of Property, Plant and Equipment	(38,525.76)	(23,350.44)
	<b>(38,525.76)</b>	<b>(23,350.44)</b>
<b>Deferred Tax Assets</b>		
On account of carry forward losses/amortisation of expenses	59,387.19	35,936.42
	<b>59,387.19</b>	<b>35,936.42</b>
<b>Total Deferred Tax Assets/(Liabilities)</b>	<b>20,861.43</b>	<b>12,585.98</b>

Deferred Tax Assets and Deferred Tax Liabilities have been offset wherever the company has legally enforceable right to set off current tax assets against current tax liabilities and wherever the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

**Note No: 3.5 OTHER NON-CURRENT ASSETS**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Capital Advances	—	0.43
<b>Total</b>	<b>—</b>	<b>0.43</b>



**Note No: 3.6 INVENTORIES (AS CERTIFIED BY THE MANAGEMENT)**

*(Rupees in Lakhs)*

Particulars	As at 31.03.2018	As at 31.03.2017
<b>Inventories*</b>		
Raw Materials**	1,008.85	14,122.95
Work in Progress**	2,517.68	4,829.69
Finished Goods	16.03	21.40
Stores, Spares & Dies**	8,321.03	8,975.61
Scrap	711.77	5.45
Goods - in - Transit	—	7.33
<b>Total</b>	<b>12,575.36</b>	<b>27,962.43</b>

\*Refer Point No. 2.14 of Significant Accounting Policies for mode of valuation of inventories.

\*\*During the period under review, the company has scrapped raw material inventory valued at Rs. 12,080.68 lakhs (Previous year Rs Nil), Work in Progress inventory valued at Rs. 18,356.37 Lakhs (Previous year 9,304.65 lakhs) on account of obsolescence of raw materials and work in progress and Rs 8,305.76 lakhs (Previous year of Rs. 7,569.86 lakhs) inventory of Moulds, Dies and spares were scrapped on account of obsolescence)

**Note No: 3.7 TRADE RECEIVABLES**

*(Rupees in Lakhs)*

Particulars	As at 31.03.2018	As at 31.03.2017
– Unsecured, considered good		
Outstanding for more than six months	16,067.66	398.26
Outstanding for less than six months	4,459.70	22,458.18
<b>Total</b>	<b>20,527.36</b>	<b>22,856.44</b>

**Note No: 3.8 CASH AND CASH EQUIVALENTS\***

*(Rupees in Lakhs)*

Particulars	As at 31.03.2018	As at 31.03.2017
Cash On Hand	1.45	114.80
<b>Balance with Schedule Banks:</b>		
Current Accounts	1,075.92	418.27
Fixed Deposits (Maturing within 12 Months)	93.63	672.51
Fixed Deposits (held as margin money against Letter of Credits/Bank Guarantees)	434.58	1,672.93
<b>Earmarked Balances</b>		
Balance in unpaid dividend Account	25.93	31.98
<b>Total</b>	<b>1,631.51</b>	<b>2,910.49</b>

\* Cash and cash equivalents, as on 31st March 2018, and 31st March 2017 includes restricted bank balances of Rs. 460.51 Lakhs, Rs. 1,704.91 Lakhs respectively. The restriction is primarily on account of cash and bank balances held as margin money deposited against guarantee/LC's issued by bank and earmarked balances.

**Note No: 3.9 OTHER CURRENT FINANCIAL ASSETS**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Staff Advance	6.38	12.91
Interest Accrued on Deposits	0.08	38.02
<b>Total</b>	<b>6.46</b>	<b>50.93</b>

**Note No: 3.10 CURRENT TAX ASSETS (NET)**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Advance Tax & TDS (Net)	361.73	66.67
MAT Credit Entitlement	7,258.30	7,258.30
<b>Total</b>	<b>7,620.03</b>	<b>7,324.97</b>

**Note No: 3.11 OTHER CURRENT ASSETS**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
<b>Loans &amp; Advances recoverable in cash or in kind or for value to be received*</b>		
Unsecured, Considered Good :	2,204.10	2,931.85
Inventories not moved for over one year**		
-Work-in-Progress	—	16,665.89
-Stores, Spares & Dies	—	7,569.86
<b>Total</b>	<b>2,204.10</b>	<b>27,167.60</b>

\*Including advances to suppliers, prepaid expenses and balances with Revenue Authorities.

\*\*Represents Items of Inventory items for which the management is in process of getting Technical/Commercial/Market evaluation

**Note No: 3.12 SHARE CAPITAL**

**AUTHORISED SHARE CAPITAL**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
5,00,00,000 (5,00,00,000 in FY 2016-17) Equity Shares, Rs. 10/- Par Value	5,000.00	5,000.00
20,00,000 (20,00,000 in FY 17) Preference Shares, Rs. 10/- Par Value	200.00	200.00
<b>Total</b>	<b>5,200.00</b>	<b>5,200.00</b>

**ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
4,35,50,000 (4,07,50,000 in FY 17) Equity Shares, fully paid-up of Rs. 10/- Par Value	4,355.00	4,075.00
<b>Total</b>	<b>4,355.00</b>	<b>4,075.00</b>

**Note No: 3.12.1** The reconciliation of the number of shares outstanding and the amount of share capital as at 31.03.2018 and 31.03.2017 is set out below:

**EQUITY SHARES**

(Rupees in Lakhs)

Particulars	As at 31.03.2018		As at 31.03.2017	
warrant unverted	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning	4,07,50,000	4,075.00	3,67,50,000	3,675.00
Add: Share warrant converted during the year	28,00,000	280.00	40,00,000	400.00
<b>Number of Shares at the end</b>	<b>4,35,50,000</b>	<b>4,355.00</b>	<b>4,07,50,000</b>	<b>4,075.00</b>

**PREFERENCE SHARES\***

(Rupees in Lakhs)

Particulars	As at 31.03.2018		As at 31.03.2017	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning	13,42,280	134.23	13,42,280	134.23
Add: Shares Issued during the year	—	—	—	—
<b>Number of Shares at the end</b>	<b>13,42,280</b>	<b>134.23</b>	<b>13,42,280</b>	<b>134.23</b>

\*Shown under the head Borrowings in note no. 3.14 in terms of IND AS

**Note No: 3.12.2 Rights, preferences and restrictions attached to Shares**

**Equity Shares:** The Company has Issued equity shares having a par value of Rs 10/- per share. Each shareholder is eligible to one vote per share held. The Company declares and pays dividends in Indian rupees. The dividend, if proposed by the Board of Directors, is subjected to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity share held by the shareholders.

**Preference Shares:** The Company currently has Issued 0.1% non cumulative redeemable preference shares of Rs 10/- each. Preference shares will be redeemed after 18 years from the date of allotment at such premium as may be decided by the board of directors, subject to minimum equivalent to issue price.

**Note : 3.12.3 Details of Shareholders Holding more than 5% Share Capital**

Particulars	As at 31.03.2018		As at 31.03.2017	
	Number of Shares	% of Holding	Number of Shares	% of Holding
<b>Equity Shares</b>				
<b>Amtek Auto Ltd.</b>	2,49,04,492.00	57.18%	2,21,04,492	54.24%
<b>Preference Shares</b>				
Amtek Auto Ltd.	13,42,280	100.00%	13,42,280	100.00%

**Note No: 3.13 OTHER EQUITY**

*(Rupees in Lakhs)*

Particulars	As at 31.03.2018	As at 31.03.2017
<b>(A) Capital Reserve</b>		
Opening Balance as on 01.04.2017	993.67	993.67
Addition/(deduction) during the period (net)	—	—
<b>Closing Balance as on 31.03.2018</b>	<b>993.67</b>	<b>993.67</b>
<b>(B) Securities Premium Reserve</b>		
Opening Balance as on 01.04.2017	22,109.30	18,509.30
Addition/(deduction) during the period (net)	2,520.00	3,600.00
<b>Closing Balance as on 31.03.2018</b>	<b>24,629.30</b>	<b>22,109.30</b>
<b>(C) General Reserve</b>		
Opening Balance as on 01.04.2017	69,974.64	69,974.64
Addition/(deduction) during the period (net)	—	—
<b>Closing Balance as on 31.03.2018</b>	<b>69,974.64</b>	<b>69,974.64</b>
<b>(D) Retained Earnings</b>		
Opening Balance as on 01.04.2017	(80,002.00)	(15,499.62)
(i) Restated balance at the beginning of the reporting period	—	—
(ii) Profit/ (Loss) for the period	(93,018.28)	(64,502.50)
(iii) realised (losses)/gain on equity shares carried at fair value through OCI	—	0.12
<b>Closing Balance as on 31.03.2018</b>	<b>(173,020.28)</b>	<b>(80,002.00)</b>
<b>(E) Other Comprehensive Income (OCI)</b>		
(i) Remeasurement of Net Defined Employee Benefits Obligation	(57.51)	(139.65)
(ii) Investments through OCI	—	—
(iii) Debt Instruments through OCI	—	—
(iv) Equity Component of Compound Financial Instruments (Preference Shares)	3,529.06	3,529.06
<b>Closing Balance as on 31.03.2018</b>	<b>3,471.55</b>	<b>3,389.41</b>

**(F) Money received against share warrants**

(i) Opening Balance as on 01.04.2017	2,400.00	—
(ii) Addition/(deduction) during the period (net)	(2,400.00)	2,400.00
<b>Closing Balance as on 31.03.2018</b>	<b>—</b>	<b>2,400.00</b>
<b>Closing Balance as on 31.03.2018 Grand Total (A+B+C+D+E+F)</b>	<b>(73,951.12)</b>	<b>18,865.02</b>

**NON CURRENT LIABILITIES**

**Note No: 3.14 BORROWINGS**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
<b>SECURED LOANS</b>		
<b>Term Loan</b>		
– From Banks & Financial Institutions*	—	—
<b>UNSECURED LOANS</b>		
<b>Liability component of Preference Share Capital</b>		
0.1% Non Cumulative Redeemable Preference Shares, Rs.10/- Par Value		
13,42,280 (13,42,280 in FY 2016-17) Preference Shares, Fully paid up	634.75	563.31
<b>Total</b>	<b>634.75</b>	<b>563.31</b>

\*In view of default in payment of interest/repayment of instalments, all term loans have become payable on demand and therefore, have been taken to the head "Other Current Financial Liabilities"

**Note No: 3.15 PROVISIONS**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
<b>(i) Provision for Employee Benefits</b>		
Gratuity	218.72	395.79
Leave Encashment	138.78	170.88
<b>(ii) Others</b>		
Dismantling	689.98	635.46
<b>Total</b>	<b>1,047.48</b>	<b>1,202.13</b>

**Note No: 3.16 OTHER NON-CURRENT LAIBILITIES**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Promoter Contribution	—	447.79
(In terms of Corrective Action Plan approved by Joint lender's forum (JLF))		
Other long term Liabilities	34,395.54	34,347.75
Sales Tax Deferment Obligations	349.96	533.12
<b>Total</b>	<b>34,745.50</b>	<b>35,328.66</b>

**Note No: 3.17 BORROWINGS**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
<b>Loans Repayable on Demand</b>		
(i) Bank Borrowings for Working Capital – From Banks*	128,958.36	114,079.12
(ii) Corporate Loan – From Banks & Financial Institutions	–	–
<b>UNSECURED LOANS</b>		
– From Banks	–	–
<b>Total</b>	<b>128,958.36</b>	<b>114,079.12</b>

\*Working Capital facilities are secured by hypothecation of raw material, semi-finished goods/stock-in-process, consumable stores and book debt of the company.

The accounts of the Company in respective Banks has been declared as Non Performing Assets & the Company has gone into Corporate Insolvency Resolution Process ("CIRP") vide order of the National Company Law Tribunal, Mumbai Bench ("NCLT") dated 15th December, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 (Code).

**Note No: 3.18 TRADE PAYABLES**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
(A) Total outstanding dues of micro and small enterprises (as per intimation received from vendors)		
(a) The principle amount relating to micro and small enterprises	353.42	261.63
(b) The Interest amount due but not paid	–	–
(c) The amount of the interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.	–	–
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	–	–
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	–	–
(f) the amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure u/s 23 of Micro, Small and Medium Enterprises Development Act, 2006.	–	–
(B) Total outstanding dues of creditor other than micro and small enterprises	13,899.86	11,286.10
<b>Total</b>	<b>14,253.28</b>	<b>11,547.73</b>

\*Trade Payable includes Bills Payable

**Note No: 3.19 OTHER FINANCIAL LIABILITIES**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Current Maturity of Long Term Borrowings	—	—
Loan Instalments Due but not paid	—	—
Term Debt/ECB From Banks & Financial Institutions*	2,09,417.53	2,09,233.72
Interest Accrued but not due on borrowings	—	50.87
Interest Accrued and due on borrowings**	42,057.12	23,445.87
Unpaid Dividends	25.94	31.99
<b>Total</b>	<b>2,51,500.59</b>	<b>2,32,762.45</b>

\*Since all term loans have become payable on demand in view of defaults in repayment of instalments/part of interest, entire term loan has been shown as current liabilities.

\*\*Provision made for interest on coupon rate for which contribution/debit advice not available.

**Note No: 3.20 OTHER CURRENT LIABILITIES**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Current maturities of Sales Tax Deferment obligations	333.05	149.88
Expenses Payable	862.97	664.68
Statutory Dues	446.77	232.62
Capex Trade Payable	1,946.05	92.35
Other Liabilities	78.47	400.12
<b>Total</b>	<b>3,667.31</b>	<b>1,539.65</b>

**Note No: 3.21 PROVISIONS**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Provision for Employee Benefits		
– Gratuity	73.05	112.96
– Leave Encashment	32.63	35.99
– Bonus & Ex-gratia	100.14	77.15
<b>Total</b>	<b>205.82</b>	<b>226.10</b>

**Note No: 3.22 REVENUE FROM OPERATIONS**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Sales of Products	36,372.45	108,119.00
Other Sales & Services	963.59	2,461.42
Other Operating Revenues	41.45	47.68
<b>Total</b>	<b>37,377.49</b>	<b>110,628.10</b>

Note:- Sales include component bought & sold, direct export and indirect export.

**Note No: 3.23 OTHER INCOME**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Interest	50.92	123.70
Profit On Sale of Fixed Assets (Net)	—	34.39
Rent	26.24	26.02
Others	—	6.39
Exchange Fluctuation	—	26.77
<b>Total</b>	<b>77.16</b>	<b>217.27</b>

**Note No: 3.24 COST OF MATERIALS CONSUMED**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Opening Stock of Raw Material	14,122.95	36,847.83
<b>Add : Purchase of Raw Material</b>	<b>25,392.95</b>	<b>36,635.12</b>
	<b>39,515.90</b>	<b>73,482.95</b>
<b>Less : Closing Stock of Raw Material</b>	<b>1,008.85</b>	<b>14,122.95</b>
Less: Inventory Write Off/Reduction Exceptional	12,080.68	—
<b>Total</b>	<b>26,426.37</b>	<b>59,360.00</b>
<b>Transferred to Exceptional Items</b>	<b>12,080.68</b>	—
Sale of Stock	1,177.87	—
<b>Exceptional Loss to P&amp;L</b>	<b>10,902.81</b>	—

Note:- Raw material mainly include steel bars/billets, forgings & other boughtout items.



**Note No: 3.24.1 IMPORTED AND INDIGENOUS RAW MATERIAL**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
	Rupees (% of Total Consumption of Raw Material)	Rupees (% of Total Consumption of Raw Material)
<b>Raw material</b>		
Consumption of imported Raw material (Percentage of Consumption of Raw Material)	— 0.00%	— 0.00%
Consumption of similar domestic Raw material (Percentage of Consumption of Raw Material)	26,426.37 100%	59,360.00 100%
<b>Total Consumption of Raw Material</b>	<b>26,426.37</b>	<b>59,360.00</b>

**Note No: 3.25 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE**  
*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
<b>Opening Stock as on 01-04-2017</b>		
– Work in Progress	21,495.58	50,727.32
– Finished Goods	21.40	23.81
– Scrap	5.45	7.31
<b>Total Opening stock</b>	<b>21,522.43</b>	<b>50,758.44</b>
<b>Less : Closing Stock as on 31-03-2018</b>		
– Work in Progress	2,517.68	4,829.69
– Finished Goods	16.03	21.40
– Scrap	711.77	5.45
Less: Transferred to other current assets/Dimunition Reduction/Dispose off of Inventory	— 18,356.37	16,665.89 —
<b>Total Closing stock</b>	<b>21,601.85</b>	<b>21,522.43</b>
Less: Dimunition in value of inventory disposed off	—	9,304.65
<b>Net (Increase)/ Decrease in Inventories</b>	<b>(79.42)</b>	<b>19,931.36</b>
Extrodinary Write Off	18,356.37	—
Less: Sale of Inventory	224.64	—
<b>Exceptional Loss to P&amp; L</b>	<b>18,131.73</b>	<b>—</b>

**Note No: 3.26 EXPENSES**

**Employee Benefits Expenses**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Salaries & Wages	2,726.06	2,615.41
Other Contribution & Staff Welfare Expenses	461.89	649.03
<b>Total</b>	<b>3,187.95</b>	<b>3,264.44</b>

**Finance Costs**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Interest Expenses	33,934.63	40,348.73
Interest on Redeemable Preference Share	71.44	63.40
Interest cost on Dismantling	51.02	45.02
Interest cost on Employee Benefits	57.87	49.03
Other Borrowing Costs	—	—
<b>Total</b>	<b>34,114.96</b>	<b>40,506.18</b>

\*Interest unboorowings upto the date of 15th December 2017, the date on which IRP was appointed.

**Depreciation and Amortisation Expenses**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Depreciation & Amortisation	25,992.75	22,327.34
<b>Total</b>	<b>25,992.75</b>	<b>22,327.34</b>

Refer Note No. 3.1

**Other Expenses**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
<b>A) Manufacturing Expenses</b>		
Consumption of Stores & Spare Parts	1,904.52	2,932.29
Power & Fuel	2,680.63	3,670.60
Testing Fees & Inspection Charges	10.68	12.67
Job work	1,187.31	1739.35
Freight Inwards	76.43	76.23
Repairs to Plant & Machinery	148.20	200.73
<b>Total Manufacturing Expenses (A)</b>	<b>6,007.77</b>	<b>8,631.87</b>

**B) Administrative & Selling Expenses**

Advertisement & Publicity	0.56	0.35
Auditor's Remuneration	19.79	12.21
Bad Debts/Balances written off	3,855.09	—
Bank Charges	71.83	329.60
Books & Periodicals	0.09	0.08
Customer Relation Expenses	25.65	3.80
Charity & Donation	—	—
Directors Remuneration & Perquisites	2.00	50.49
Insurance Charges	34.91	52.28
ISO/QS Expenses	1.51	0.72
Legal & Professional	436.17	155.47
Loss on sale of Fixed Assets	42.24	—
Office and Factory	132.98	131.82
Printing & Stationery	14.98	18.22
Rate, Fee & Taxes	57.23	161.05
Rent	48.98	16.80
Service Charge	131.50	125.02
Repairs & Maintenance	44.22	53.19
Running & Maintenance of Vehicle	36.69	29.79
Subscription & Membership Fees	5.11	2.94
Telephone, Communication and Postage	43.65	31.97
Travelling & Conveyance	100.02	97.64

**Selling & Distribution Expenses**

Packing, Forwarding, Discounts, Warranty Claims, Freight Outwards & Other Selling Expenses	689.23	883.94
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**Total Administrative & Selling Expenses (B)**

**5,794.43** **2,157.38**

Less: Extrordinary Write off/Write Back **(C)**

**3,855.09** **—**

**Total (A+ B – C)**

**7,947.11** **10,789.25**

**Note No: 3.26.1 OTHER EXPENSES**

**(Rupees in Lakhs)**

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
<b>Auditors Payments</b>		
As Auditor	18.00	9.00
For Taxation Matters	1.50	—
For Reimbursement of Expenses	0.29	3.21
<b>Total</b>	<b>19.79</b>	<b>12.21</b>

**Note No: 3.26.2 VALUE OF IMPORTS CALCULATED ON C.I.F. BASIS**

**(Rupees in Lakhs)**

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Components and spare parts	—	—
<b>Total</b>	<b>—</b>	<b>—</b>

**Note No: 3.26.3 EARNINGS IN FOREIGN EXCHANGE**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Export/Deemed Export of Goods Calculated on F.O.B basis	319.36	506.52
<b>Total</b>	<b>319.36</b>	<b>506.52</b>

**Note No: 3.26.4 CONTINGENT LIABILITIES AND COMMITMENTS (To The Extent Not Provided For)**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Letter of credit issued on behalf of company (unexpired)	—	333.69
Bank Guarantees Issued by bank on company's behalf	—	328.00
Export Obligation under EPCG Licence	3,025.24	2,845.79
Disputed Sales tax/Vat/entry Tax/Excise Duty/Service Tax/Income Tax & Others (Including Interest and penalty)	419.84	1,520.85
<b>Total</b>	<b>3,445.08</b>	<b>5,028.33</b>

Certain amounts not ascertainable at this stage which the Company may be liable to Pay or finalisation of legal cases pending against the Company including the recall on notices issued by various Banks/FII etc.

**Note No: 3.26.5 IMPORTED AND INDIGENOUS SPARE PARTS AND COMPONENTS**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
<b>Spares parts and components</b>		
Consumption of imported spares parts and components	—	—
(Percentage of Consumption of Spare Parts and Components)	0%	0%
Consumption of similar domestic spares parts and components	1,904.52	2,932.29
(Percentage of Consumption of Spare Parts and Components)	100.00%	100.00%
<b>Total Consumption of Spares and components</b>	<b>1,904.52</b>	<b>2,932.29</b>

**Note No: 3.26.6 CAPITAL COMMITMENTS**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net)	—	—
<b>Total</b>	<b>—</b>	<b>—</b>

**Note No: 3.27 Exceptional Items [(Income)/Expense]**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Additional Depreciation	—	34,943.00
ii) Diminution in value of inventory disposed off	—	9,304.65
iii) RM Inventory Write Off/Reduction	10,902.81	—
iv) WIP Inventory Write Off/Reduction	18,131.73	—
v) Stores Inventory Write Off/Reduction	8,305.76	—
vi) Bad Debts\Exp w/off/write back	3,855.09	—
<b>Total</b>	<b>41,195.39</b>	<b>44,247.65</b>

**Note No: 3.28 OTHER COMPREHENSIVE INCOME (OCI)**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
<b>A (i) Items that will not be reclassified to Profit and loss</b>		
i) Reclassification of actuarial gains/(losses), arising in respect of Earned Leave	45.15	(18.80)
ii) Deferred Tax effect	(13.95)	5.81
iii) Reclassification of actuarial gains/(losses), arising in respect of Gratuity	73.73	(65.32)
iv) Deferred Tax effect	(22.78)	20.18
<b>B (i) Items that will be reclassified to profit and loss</b>		
i) Change in fair value of FVTOCI debt Instrument	—	—
ii) Deferred Tax effect	—	—
<b>Total</b>	<b>82.15</b>	<b>(58.13)</b>

**Note No : 3.29 EARNINGS PER EQUITY SHARE**

*(Rupees in Lakhs)*

Calculation of EPS (Basic and Diluted)	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
<b>Basic</b>		
Opening number of Shares	4,07,50,000	3,67,50,000
Share warrants converted into equity during the year	28,00,000	40,00,000
Shares bought back during the year	—	—
Total Shares outstanding	4,35,50,000	4,07,50,000
<b>Weighted Average No of Shares</b>	<b>4,35,50,000</b>	<b>3,67,60,959</b>
<b>Profit/(Loss) after tax for the period from continuing operations (Rs. In Lakhs)</b>	<b>(93,018.28)</b>	<b>(64,502.50)</b>
<b>EPS for continuing operations (Rs. Per Share)</b>	<b>(213.48)</b>	<b>(176.74)</b>
<b>Profit/(Loss) after tax for the period from continuing &amp; discontinued operations (Rs. In Lakhs)</b>	<b>(93,018.28)</b>	<b>(64,502.50)</b>
<b>EPS for continuing &amp; discontinued operations (Rs. Per Share)</b>	<b>(213.48)</b>	<b>(176.74)</b>

**Diluted**

Number of shares considered as basic weighted average shares outstanding	4,35,50,000	3,67,60,959
Add: Weighted Average of Dilutive Equity	—	6,575.34
<b>Number of shares considered as diluted for calculating of Earning Per Share Weighted Average</b>	<b>43,550,000</b>	<b>3,67,67,534</b>
Profit/(Loss) after Tax for the period from continuing operations (Rs. In Lakhs)	(93,018.28)	(64,502.50)
Add: Effective Cost of Dilutive Equity	—	—
<b>Profit/(Loss) after Tax for the period from continuing operations (Rs. In Lakhs) for Dilution</b>	<b>(93,018.28)</b>	<b>(64,502.50)</b>
<b>Diluted EPS for continuing operations (Rs. Per Share)</b>	<b>(213.48)</b>	<b>(176.71)</b>
<b>Profit/(Loss) after tax for the period from continuing &amp; discontinued operations (Rs. In Lakhs) for Dilution</b>	<b>(93,018.28)</b>	<b>(64,502.50)</b>
<b>Diluted EPS for continuing &amp; discontinued operations (Rs. Per Share)</b>	<b>(213.48)</b>	<b>(176.71)</b>

**Note No : 3.30 EMPLOYEE BENEFITS (Ind AS-19)**

The following data are based on the report of the Actuary

The principal assumptions used in the actuarial valuations are as below:-

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Discount rate	7.80%	7.20%
Future Salary Escalation Rate	10.00%	10.00%
Average Remaining working life (Years)	7.79	7.95
Retirement Age	58	58

**GRATUITY (FUNDED)**

**i. Change in Net Defined Benefit obligations:**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Net Defined Benefit liability as at the start of the period	621.71	471.38
Service Cost	63.32	50.53
Net Interest Cost (Income)	44.06	36.66
Actuarial (Gain) / Loss on obligation	(74.47)	65.81
Benefits Paid	(19.44)	(2.67)
<b>Present Value of Obligations as at the end of the period</b>	<b>635.18</b>	<b>621.71</b>

**II. Change in Fair Value of Plan Assets**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Fair value of plan assets at the beginning of the period	112.96	26.35
Expected Return on plan assets	17.66	5.57
Contributions	235.00	85.00
Mortality Charges and Taxes	(2.04)	(1.78)
Actuarial (Gain)/ Loss on Plan Assets	0.74	(0.49)
Benefits paid	(19.44)	(2.67)
<b>Fair value of plan assets at the end of the period</b>	<b>343.40</b>	<b>112.96</b>

**iii. The Amount Recognised in the Income Statement.**

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Service Cost	63.32	50.53
Net Interest Cost	44.06	36.66
Expected Return on plan assets	(17.66)	(5.57)
Net Actuarial (Gain) / Loss recognized in the period	(73.73)	65.32
<b>Expenses recognised in the Income Statement</b>	<b>15.99</b>	<b>146.94</b>

**iv. Other Comprehensive Income (OCI)**

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Net cumulative unrecognized actuarial gain/(loss) opening	(73.73)	65.32
Actuarial gain / (loss) for the year on PBO	—	—
Actuarial gain /(loss) for the year on Asset	—	—
<b>Unrecognized actuarial gain/(loss) at the end of the year</b>	<b>(73.73)</b>	<b>65.32</b>

**v. Balance Sheet and related analyses**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Present Value of Obligation at the end of the year	635.18	621.71
Fair Value of Plan Assets	(343.40)	(112.96)
Surplus/(Deficit)	291.78	508.75
<b>Unfunded Liability Recognised in the Balance Sheet</b>	<b>291.78</b>	<b>508.75</b>

**vi. Bifurcation of PBO at the end of year in current and non current.**

(Rupees in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Current Liability (Amount due within one year)	73.05	112.96
Non Current Liability (Amount due over one year)	218.72	395.79
<b>Total PBO at the end of year</b>	<b>291.77</b>	<b>508.75</b>

**LEAVE ENCASHMENT (UNFUNDED)**

**i. Table Showing Change in Benefit obligations:**

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Present value of obligation as at the start of the period	206.88	164.44
Current Service Cost	26.19	23.06
Interest Cost	13.80	12.36
Actuarial ( Gain) /Loss on obligation	(45.15)	18.81
Benefits Paid	(30.31)	(11.79)
<b>Present Value of Obligations as at the end of the period</b>	<b>171.41</b>	<b>206.88</b>

**ii. The Amount Recognised in the Income Statement.**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Service Cost	26.19	23.06
Net Interest Cost	13.80	12.36
<b>Expenses (Income) recognised in the Income Statement</b>	<b>39.99</b>	<b>35.42</b>

**iii. Other Comprehensive Income (OCI)**

*(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Net cumulative unrecognized actuarial gain/(loss) opening	45.15	(18.81)
Actuarial gain / (loss) for the year on PBO	—	—
Actuarial gain /(loss) for the year on Asset	—	—
<b>Unrecognized actuarial gain/(loss) at the end of the year</b>	<b>45.15</b>	<b>(18.81)</b>

**iv. Balance Sheet and related analyses**

*(Rupees in Lakhs)*

Particulars	As at 31.03.2018	As at 31.03.2017
Present Value of Obligation at the end of the year	171.41	206.88
Fair Value of Plan Assets	—	—
Unfunded Liability/Provision in Balance Sheet	(171.41)	(206.88)
<b>Unfunded Liability Recognised in the Balance Sheet</b>	<b>(171.41)</b>	<b>(206.88)</b>

**v. Bifurcation of PBO at the end of year in current and non current.**

*(Rupees in Lakhs)*

Particulars	As at 31.03.2018	As at 31.03.2017
Current Liability (Amount due within one year)	32.63	35.99
Non Current Liability (Amount due over one year)	138.78	170.89
<b>Total PBO at the end of year</b>	<b>171.41</b>	<b>206.88</b>



**Note No. 3.31. FAIR VALUE MEASUREMENT**

**(a) Financial instruments by category & hierarchy**

For amortised cost instruments, carrying value represents the best estimates of fair value

Particulars	As at 31.03.2018			As at 31.03.2017		
	Rs. In Lacs			Rs. In Lacs		
Financial Assets	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Security deposits	—	—	247.07	—	—	235.97
Trade Receivable	—	—	20,527.36	—	—	22,856.44
Cash & Cash Equivalent	—	—	1,631.51	—	—	2,910.49
Other Financial assets	—	—	6.46	—	—	50.93
<b>Total</b>	<b>—</b>	<b>—</b>	<b>22,412.40</b>	<b>—</b>	<b>—</b>	<b>26,053.83</b>

Particulars	As at 31.03.2018			As at 31.03.2017		
	Rs. In Lacs			Rs. In Lacs		
Financial Liabilities	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Non-Current Borrowings	—	—	634.75	—	—	561.31
Current Borrowings	—	—	1,28,958.36	—	—	1,14,079.12
Trade Payable	—	—	14,253.28	—	—	11,547.73
<b>Total</b>	<b>—</b>	<b>—</b>	<b>1,43,846.39</b>	<b>—</b>	<b>—</b>	<b>1,26,190.16</b>

**(b) Fair Value hierarchy**

The Company has classified its financial instruments into the three levels prescribed under the Indian Accounting Standards. An Explanation of each level follows under the table:

**Financial assets & liabilities measured at fair value - recurring fair value measurement**

Particulars	As at 31.03.2018			As at 31.03.2017		
	Rs. In Lacs			Rs. In Lacs		
Financial Assets	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Security deposits	—	—	247.07	—	—	235.97
Trade Receivable	—	—	20,527.36	—	—	22,856.44
Cash & Cash Equivalent	—	—	1,631.51	—	—	2,910.49
Other Financial assets	—	—	6.46	—	—	50.93
<b>Total</b>	<b>—</b>	<b>—</b>	<b>22,412.40</b>	<b>—</b>	<b>—</b>	<b>26,053.83</b>
<b>Financial Liabilities</b>						
Non-Current Borrowings	—	—	634.75	—	—	561.31
Current Borrowings	—	—	1,28,958.36	—	—	1,14,079.12
Trade Payable	—	—	14,253.28	—	—	11,547.73
<b>Total Financial liabilities</b>	<b>—</b>	<b>—</b>	<b>1,43,846.39</b>	<b>—</b>	<b>—</b>	<b>1,26,190.16</b>

**Level 1 :** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

**Level 2 :** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3 :** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level.

**(c) Fair Value of Financial liabilities measured at amortised cost**

Particulars	As at 31.03.2018 Rs. In Lacs		As at 31.03.2017 Rs. In Lacs	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Liabilities</b>				
Non-Current Borrowings	634.75	634.75	561.31	563.31
Current Borrowings	1,28,958.36	1,28,958.36	1,14,079.12	1,14,079.12
<b>Total Financial liabilities</b>	<b>1,29,593.11</b>	<b>1,29,593.11</b>	<b>1,14,642.43</b>	<b>1,14,642.43</b>

The carrying amounts of trade receivables, trade payables and cash and cash equivalents are considered to be the same as their fair values, due to short term nature. The fair values for loans, investments in preference shares were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk. The fair values of non-current borrowings are based on discounted cash flows using a current borrowings rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

**Note No. 3.32 Financial risk management objectives and policies:**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include investment, loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. Considering on going CIRP, quantum of these risk is not ascertainable.

**Note No. 3.33 Related Party Disclosures & Transactions**

In accordance with the requirements of Indian Accounting Standard (IND AS-24) the names of the related parties where control exists and/or with whom transactions have taken place during the period and description of relationships as identified & certified by the management are as under.

**A) Names of related parties & description of relationship**

- |   |  |
|---|--|
| 1) Parent Company                                     | 1) Amtek Auto Ltd. (w.e.f 31st March, 2017)  |
| 2) Subsidiaries of the Parent Company                 | 1) Amtek Deutschland GmbH<br>2) Amtek Investment UK Ltd.<br>3) Amtek Germany Holding GP GmbH<br>4) Amtek Germany Holding GmbH & Co. KG<br>5) Amtek Holding BV<br>6) Amtek Global Technologies Pte. Ltd.<br>7) Amtek Transportation Systems Ltd.<br>8) Alliance Hydro Power Ltd.<br>9) JMT Auto Limited<br>10) Amtek Precision Engineering Pte. Ltd.<br>11) Amtek Integrated Solutions Pte. Ltd.<br>12) Amtek Engineering Solutions Pte Ltd.  |
| 3) Subsidiaries of Subsidiaries of the Parent Company | 1) Amtek Tekfor Holding GmbH<br>2) Neumayer Tekfor GmbH<br>3) Tekfor Services GmbH<br>4) Neumayer Tekfor Rotenburg GmbH<br>5) Neumayer Tekfor Schmolln GmbH<br>6) Neumayer Tekfor Engineering GmbH<br>7) GfsV<br>8) Neumayer Tekfor Japan Co. Ltd.<br>9) Tekfor Inc.<br>10) Tekfor Maxico SA de CV<br>11) Neumayer Tekfor Automotive Brasil Ltda.<br>12) Neumayer Tekfor SpA<br>13) Tekfor Maxico Services<br>14) Tekfor Services Inc.<br>15) August Kupper GmbH<br>16) H.J Kupper System- Und Modultechnik GmbH<br>17) H.J Kupper Metallbearbeitung GmbH<br>18) SKD- GieBerei GMBH<br>19) Kupper Hungaria Kft<br>20) Asahitec Metals (Thailand) Co., Ltd<br>21) Asahi Tec Metals Co. Ltd.<br>22) Techno-Metal Co., Ltd.<br>23) Techno Metal Amtek Japan Investments Ltd.<br>24) Techno Metal Amtek U.K. Investments<br>25) Techno Metal Amtek Thai Hold Co.<br>26) Amtek Universal Technologies Pte Ltd<br>27) AIMD GmbH; Hamburg<br>28) M. Droste Stahlhandel GmbH, Bochum<br>29) HAPU Industrie Vertretungen GmbH, Witten<br>30) OWZ Ostalb-Warmbehandlungszentrum GmbH, Essingen<br>31) SRT GmbH, Essingen |

- |   |     |   |
|---|-----|---|
|   | 32) | WTL Werkstofftechnik-Labor GmbH, Aalen  |
|   | 33) | AIFT GmbH, Hamburg                      |
|   | 34) | BEW-Umformtechnik GmbH, Rosengarten     |
|   | 35) | GHV Schmiedetechnik GmbH, Ennepetal     |
|   | 36) | Amtek Machining System Pte Ltd.         |
|   | 37) | Amtek Component Sweden                  |
| <b>4) Joint Venture of Parent Company</b>                   | 1)  | Amtek Powertrain Limited                |
|   | 2)  | SMI Amtek Crankshafts Pvt. Ltd.         |
| <b>5) Associates of the Parent Company</b>                  | 1)  | ARGL Ltd.                               |
|   | 2)  | ACIL Ltd.                               |
|   | 3)  | Castex Technologies Limited             |
|   | 4)  | Blaze Spare Parts (P) Limited           |
|   | 5)  | Gagandeep Steel & Alloys (P) Ltd.       |
|   | 6)  | Aaron Steel & Alloys (P) Ltd.           |
|   | 7)  | Neelmani Engine Components (P) Ltd.     |
|   | 8)  | Domain Steel & Alloys (P) Ltd.          |
| <b>6) Joint Venture of Subsidiary of the parent company</b> |     |   |
|   | 1)  | SFE GmbH                                |
| <b>7) Associates of Subsidiaries of the Parent company</b>  |     |   |
|   | 1)  | Amtek Railcar Pvt. Ltd.                 |
| <b>8) Key Management Personnel</b>                          | 1)  | Mr. Shekhar Gupta (Whole Time Director) |
|   | 2)  | Mr. Arun Maiti (C.F.O)                  |
|   | 3)  | Mr. Pavan Mishra (Company Secretary)    |

**B. Transactions**
*(Rupees in Lakhs)*

Particulars	Associate/ Holding/Subsidiaries or Associate of Holding Company	Key Management Personnel	For the year Ended 31.03.2018	For the Year Ended 31.03.2017
Purchase of Goods	6,680.75		6,680.75	28,810.73
Sale of Goods	6,719.98		6,719.98	24,415.08
Sales of Fixed assets	19.39		19.39	25.79
Purchase of Fixed assets	12.87		12.87	—
Promoter contribution Received	—		—	2,974.55
Services Rendered	3.91		3.91	247.35
Services Received	44.94		44.94	5.43
Allotment of Equity Shares	2,800.00		2,800.00	4,000.00
Allotment of Share Warrants	—		—	2,400.00
Key Management Personnel Remuneration	21.95	—	21.95	27.74
Balance Receivable at the year end	4,723.43		4,723.43	1,096.97
Balance Payable at the year end	39,799.94		39,799.94	36,086.96

**Note No: 3.34**

The Previous period figures have been regrouped / reclassified, wherever considered necessary to conform to the current year presentation.

**For and on behalf of the Board**

As per our report of even date attached

**For Raj Gupta & Co.**

Chartered Accountants

Firm Regd. No. 000203N

Sd/-

**(Gunjandeep Singh)**

Partner

Membership No. - 529555

Sd/-

**Shekhar Gupta**

Whole Time Director

Sd/-

**Yogesh Kapur**

Director

Sd/-

**Arun Maiti**

Chief Financial Officer

Sd/-

**Pavan Kumar Mishra**

Company Secretary

Place : New Delhi

Dated : 9th June, 2018

# METALYST

## METALYST FORGINGS LIMITED

(A Company under Corporate Insolvency Resolution Process)

Registered Office: Gat No. 614, Village Kuruli Khed, Pune, Maharashtra, India- 410501

CIN: L28910MH1977PLC019569

Email Id: afl.kur@amtek.com, Web: [www.amtek.com](http://www.amtek.com)

Tel.: +91-2135-252148, Fax: 91-2135-252105

Form No. MGT-11

### PROXY FORM

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

Name of the Company : METALYST FORGINGS LIMITED

Registered Office : Gat No. 614, Village Kuruli Khed, Pune - 410501 (Maharashtra)

Website : [www.amtek.com](http://www.amtek.com)

Name of the Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-Mail id : \_\_\_\_\_

Folio No. / Client Id DP ID : \_\_\_\_\_

I / We, being the member(s) of \_\_\_\_\_ Equity Shares of Metalyst Forgings Limited, hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him / her

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him / her

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on **Friday the 28<sup>th</sup> day of September, 2018 at 10:00 A.M.** at the Registered Office of the Company **Gat No. 614, Village Kuruli, Tal. Khed, Pune, Maharashtra-410501** and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

RESO. NO.	DESCRIPTION	VOTE	
		FOR	AGAINST
1	Adoption of Financial Statements for the Financial Year ended on March 31, 2018		
2.	Appointment of <b>Mr. Arvind Dham (DIN: 00047217)</b> as a director, who is liable to retire by rotation		
3.	To Ratify the Remuneration to be paid to <b>Mr. Yash Pal Sardana, Cost Accountants, Cost Auditors</b> of the Company for the Financial Year 2018-19		
4.	To Consider and approve Related Party Transactions		

Signed this .....day of ..... 2018

Signature of Shareholder

Revenue  
Stamp

Signature of Proxy Holder(s)

Notes: (1) The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the meeting.

(2) A proxy need not be a Member of the Company.



## METALYST FORGINGS LIMITED

(Formerly Known as Ahmednagar Forgings Ltd.)

Registered Office: Gat No. 614, Village Kuruli Khed, Pune, Maharashtra, India- 410501

CIN: L28910MH1977PLC019569

Email Id: afl.kur@amtek.com, Web: [www.amtek.com](http://www.amtek.com)

Tel.: +91-2135-252148, Fax: 91-2135-252105

### ATTENDANCE SLIP

(to be handed over at the Registration Counter)

Folio No.	
No. of Shares :	

DP ID	
Client ID No.:	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on **Friday, the 28th day of September, 2018 at 10:00 A.M. at Gat No. 614, Village Kuruli, Tal. Khed, Pune, Maharashtra-410501**

1. Name(s) of the Member: 1. Mr./Ms. ....  
and Joint Holder(s) 2. Mr./Ms. ....  
(in block letters) 3. Mr./Ms. ....
2. Address : .....
3. Father's/Husband's Name (of the Member) : Mr .....
4. Name of Proxy :Mr./Ms. ....

- 1.
- 2.
- 3.

\_\_\_\_\_  
Signature of the Proxy

\_\_\_\_\_  
Signature(s) of Member and Joint Holder(s)

#### Notes:

1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.
2. \*\*\*\*Applicable for Investors holding Shares in electronic form.

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**BOOK-POST**

*If undelivered please return to :*

**METALYST FORGINGS LIMITED**

**Regd. Office:** Gat No. 614, Village Kuruli Tal. Khed, Dist. Pune - 410 501 (Maharashtra)