METALYST FORGINGS LIMITED

(Formerly known as Ahmednagar Forgings Limited

Registered Office :
Gat No. 614, Village Kuruli Khed, Pune, Maharatra - 410501
Tel: +91-2135-252148 **Fax:** +91-2135-252105
E-mail: info@metalyst.co.in **Web.:** www.metalyst.co.in
CIN No.: L28910MH1977PLC019569

Ref No. : MFL/NSE/2017-18 **Date:** 04th September, 2017

To,
The Manager
National Stock Exchange of India Limited,
Listing Department
Exchange Plaza, 4th Floor, Plot no.C-1, G Block
Bandra Kurla Complex, Bandra East,
Mumbai-400051

NSE TRADING SYMBOL: METALFORGE

Subject: Notice of 40th Annual General Meeting (AGM) to be held on 25th September, 2017

Dear Sir/Madam,

Pursuant to Regulation 30 read with Clause 12 of Para A of Schedule III and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby enclosing the notice of Annual General Meeting (AGM) of the Company to be held on **Monday, 25th September, 2017** at **10:00 a.m.** at **Gat No 614, Village Kuruli, Tal. Khed, Pune-410501 (Maharashtra)** to transact the businesses as detailed in the said Notice.

Further, Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have provided the facility to vote by electronic means (remote e-voting) on all resolutions as set out in the notice of the AGM to its members. The remote e-voting will commence at 09:00 a.m. on Friday, 22nd September, 2017 and end at 05:00 p.m. on Sunday, 24th September, 2017.

Kindly take the above on record.

Thanking You
Yours Faithfully,
For **Metalyst Forgings Limited**

METALYST FORGINGS LIMITED

Prabhleen Kaur
(Company Secretary)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING OF METALYST FORGINGS LIMITED WILL BE HELD ON MONDAY, 25TH SEPTEMBER, 2017 AT 10.00 A.M. AT REGISTERED OFFICE OF THE COMPANY AT GAT NO. 614, VILLAGE KURULI, TAL. KHED, PUNE – 410 501 (MAHARASHTRA) TO TRANSACT THE FOLLOWING BUSINESSES: -

ORDINARY BUSINESS(ES)

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2017, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION(S) AS AN ORDINARY RESOLUTION(S):**

   "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. GAUTAM MALHOTRA (DIN 00157488) 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. Gautam Malhotra (DIN 00157488) 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."

3. **TO APPOINT A DIRECTOR IN PLACE OF MR. SANJIV BHASIN (DIN 01119788) 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. Sanjiv Bhasin (DIN 01119788) 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."

4. **TO APPOINT STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION AND IN THIS REGARD TO CONSIDER 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s Raj Gupta & Co, Chartered Accountants (ICAI Firm Regd. No. 000203N), be and are hereby appointed as statutory auditors of the Company, in lieu of resignation given by **M/s Manoj Mohan & Associates, Chartered Accountants, (Firm Registration No. 009195C)**, to hold office for a period of five years i.e. from the conclusion of 40th Annual General Meeting (AGM) till the conclusion of 45th AGM, subject to ratification of their appointment by members at every AGM of the Company, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS(ES)

5. **RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2017-18.**

   To consider 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 148 and all other applicable provisions of the Companies Act, 2013 and the 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 2017-18, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the 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"

6. **TO APPOINT MR. BRAJINDAR MOHAN SINGH (DIN: 02143830) AS AN INDEPENDENT DIRECTOR AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING AS AN ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Brajindar Mohan Singh (DIN-02143830) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to 30th September, 2022.

RESOLVED FURTHER THAT the 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."

7. **TO APPOINT MR. YOGESH KAPUR (DIN: 00014385) AS AN INDEPENDENT DIRECTOR AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING AS AN ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Yogesh Kapur (DIN-00014385) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to 30th September, 2022.

RESOLVED FURTHER THAT the 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."

8. **TO APPOINT MS. ANURADHA KAPUR (DIN 01646928) AS AN INDEPENDENT DIRECTOR AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING AS AN ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Anuradha Kapur (DIN-01646928) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to 30th September, 2022.

RESOLVED FURTHER THAT the 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."

9. **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 2017-18 up to the maximum per annum amounts as appended below:-

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2017-18

(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/ Guaran-tee or provide Securities	Availling or rendering of any service	Leasing of Property of any kind
NAME OF RELATED PARTY						
Holding Company						
Amtek Auto Ltd.	Mr. Arvind Dham Mr. Gautam Malhotra Mr. J.E. Flintham	500	300	–	–	–
Subsidiaries of Holding Company						
JMT Auto Limited	Mr. Gautam Malhotra Mr. J.E. Flintham	50	–	–	–	–
Associates of Holding Company						
Castex Technologies Ltd.	Mr. Arvind Dham Mr. Gautam Malhotra Mr. J.E. Flintham	50	50	–	–	–
ACIL Ltd.	Mr. Arvind Dham	100	100	–	–	–
ARGL Ltd.	–	100	100	–	–	–
Total		**800**	**550**	**–**	**–**	**–**

RESOLVED FURTHER THAT the 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."

By Order of the Board
For Metalyst Forgings Limited

Date : 25.08.2017
Place : New Delhi

Sanjiv Bhasin
DIN No. 01119788
Director

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special businesses under Item No. 5 to 9 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"), of the person seeking re-appointment/ appointment as Director under Item No. 2, 3, 6, 7 and 8 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 2009- 10 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 2009-2010, 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 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). The Annual General Meeting Notice is being sent to all the members, whose names appear in the Register of Members as on Friday, 18/08/2017.

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 **22nd September, 2017 to 25th September, 2017** ***(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. The Voting through an electronic means will commence on Friday, i.e. 22.09.2017 from 09:00 A.M and will end on Sunday, i.e. 24.09.2017 at 5:00 P.M. The members will not be able to cast their votes electronically beyond the date and time as mentioned.

18. The Company has appointed M/s. S. Khurana & Associates, Practicing Company Secretary (Membership Number: 35297) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

19. 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 Friday, 22.09.2017 (from 09:00 A.M IST) and will end on Sunday, 24.09.2017 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 Friday, 22.09.2017 (from 09:00 A.M IST) and will end on Sunday, 24.09.2017 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 18th September,2017 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.

iv) Click on Shareholders.

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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, (Applicable for both demat shareholders as well as physical shareholders) ● 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. ● 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.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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).

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 for the relevant <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 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.
- 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 account(s).
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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, under help section or write an email to helpdesk.evoting@cdslindia.com or call 18002005533.

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, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

The Results of e-voting shall be declared on the date of the AGM of the Company by the Chairman or by any other person duly authorised 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.

By Order of the Board
For Metalyst Forgings Limited

Date : 25.08.2017
Place : New Delhi

Sanjiv Bhasin
DIN No. 01119788
Director

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.5

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 2017-18 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. 4 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.5 of the Notice.

The Board recommends passing of the resolution as set out at Item No. 5 of the Notice as an Ordinary Resolution.

ITEM NO. 6

Pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules framed there under as read with Schedule IV to the Act and Regulation 16 & 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr. Brajindar Mohan Singh as an independent director for period of five years ending on 30th September, 2022 and whose period of office will not be liable to retire by rotation. Mr. Brajindar Mohan Singh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Brajindar Mohan Singh as a director. The Company has also received declaration from Mr. Brajindar Mohan Singh that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, the above mentioned Director fulfills the conditions specified in the Act and the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as an Independent Director and he is independent of the management. In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act, the appointment of the above mentioned Director as an Independent Director is now being placed before the Members for their approval. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM NO. 7

Pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules framed there under as read with Schedule IV to the Act and Regulation 16 & 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr. Yogesh Kapur as an independent director for period of five years ending on 30th September, 2022 and whose period of office will not be liable to retire by rotation. Mr. Yogesh Kapur is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Yogesh Kapur as a director. The Company has also received declaration from Mr. Yogesh Kapur that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, the above mentioned Director fulfills the conditions specified in the Act and the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,for appointment

as an Independent Director and he is independent of the management. In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act, the appointment of the above mentioned Director as an Independent Director is now being placed before the Members for their approval. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

ITEM NO. 8

Pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules framed there under as read with Schedule IV to the Act and Regulation 16 & 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Ms. Anuradha Kapur as an independent director for period of five years ending on 30th September, 2022 and whose period of office will not be liable to retire by rotation. Ms. Anuradha Kapur is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Anuradha Kapur as a director. The Company has also received declaration from Ms. Anuradha Kapur that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, the above mentioned Director fulfills the conditions specified in the Act and the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,for appointment as an Independent Director and she is independent of the management. In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act, the appointment of the above mentioned Director as an Independent Director is now being placed before the Members for their approval. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

ITEM NO.9

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:

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2017-18

(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/ Guaran-tee or provide Securities	Availling or rendering of any service	Leasing of Property of any kind
	NAME OF RELATED PARTY					
Holding Company						
Amtek Auto Ltd.	Mr. Arvind Dham Mr. Gautam Malhotra Mr. J.E. Flintham Mr. D.S. Malik	500	300	–	–	–
Subsidiaries of Holding Company						
JMT Auto Limited	Mr. Gautam Malhotra Mr. J.E. Flintham	50	–	–	–	–
Associates of Holding Company						
Castex Technologies Ltd.	Mr. Arvind Dham Mr. Gautam Malhotra Mr. J.E. Flintham Mr. D.S. Malik	50	50	–	–	–
ACIL Ltd.	Mr. Arvind Dham	100	100	–	–	–
ARGL Ltd.	–	100	100	–	–	–
Total		**800**	**550**	–	–	–

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. 9 of the Notice.

The Board of Directors of your Company has approved this item in the Board Meeting held on 10th June, 2017 and recommends the resolution as set out accompanying notice for the approval of members of the Company as Ordinary resolution.

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.

By Order of the Board
For Metalyst Forgings Limited

Date : 25.08.2017
Place : New Delhi

Sanjiv Bhasin
DIN No. 01119788
Director

INFORMATION REQUIRED TO BE FURNISHED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING.

Name	**Mr. Gautam Malhotra**
Date of Birth	3rd March 1979
Qualification	B. E. (Computer Science), M.B. A
Profession	Service
Expertise	Specialization in Acquisition
Directorships in other Listed Companies	1. Amtek Auto Limited 2. Metalyst Forgings Limited 3. Castex Technologies Limited 4. JMT Auto Limited
Shareholding in the Company	NIL
Membership/Chairmanship of Committees of Listed Public Companies	1. Member in Audit Committee of JMT Auto Limited 2. Member in Stakeholders' Relationship Committee of Metalyst Forgings Limited

Name	**Mr. Sanjiv Bhasin**
Date of Birth	31st August, 1957
Qualification	Chartered Accountant, M.Com
Profession	Service
Expertise	Accounts and Financial Matters
Directorships in Listed Companies	1. Castex Technologies Limited 2. IDMA Laboratories Limited 3. Rollatainers Limited 4. Metalyst Forgings Limited
Shareholding in the Company	NIL
Membership/Chairmanship of Committees of listed entities	1. Member in Audit Committee of Metalyst Forgings Limited 2. Member in Audit Committee of Castex Technologies Limited 3. Chairman in Audit Committee of Rollatainers Limited 4. Member in Stakeholders' Relationship Committee of Castex Technologies Limited

Name	**Mr. Brajindar Mohan Singh**
Date of Birth	26th October, 1947
Qualification	Graduate
Profession	Consultancy Services
Expertise	Retired IRS & Ex. Chairman of CBDT having 42 years of experience in fields of Tax & Finance
Directorships in Listed Companies	1. Castex Technologies Limited 2. Metalyst Forgings Limited 3. Anant Raj Limited 4. Rollatainers Limited
Shareholding in the Company	NIL
Membership/Chairmanship of Committees of listed entities	1. Member in Stakeholders Relationship Committee of Metalyst Forgings Limited 2. Member in Audit Committee of Anant Raj Limited

Name	**Mr. Yogesh Kapur**
Date of Birth	31st May 1961
Qualification	B.Com
Profession	Service
Expertise	Accounts and Financial Matters
Directorships in Listed Companies	1. OCL Iron & Steel Limited 2. Metalyst Forgings Limited 3. Castex Technologies Limited
Shareholding in the Company	NIL
Membership/Chairmanship of Committees in listed entities	1. Chairman in Audit Committee of Metalyst Forgings Limited 2. Chairman in Stakeholders' Relationship Committee of Metalyst Forgings Limited 3. Chairman in Audit Committee of OCL Iron & Steel Limited 4. Chairman in Stakeholders' Relationship Committee of OCL Iron & Steel Limited

Name	**Ms. Anuradha Kapur**
Date of Birth	26th April 1963
Qualification	Master in Arts
Profession	Service
Expertise	Administration & Real Estate
Directorships in Listed Companies	1. Metalyst Forgings Limited 2. Castex Technologies Limited
Shareholding in the Company	NIL
Membership/Chairmanship of Committees in listed entities	1. Member in Audit Committee of Metalyst Forgings Limited 2. Chairperson in Audit Committee of Castex Technologies Limited 3. Chairperson in Stakeholders' Relationship Committee of Castex Technologies Limited

By Order of the Board
For Metalyst Forgings Limited

Date : 25.08.2017
Place : New Delhi

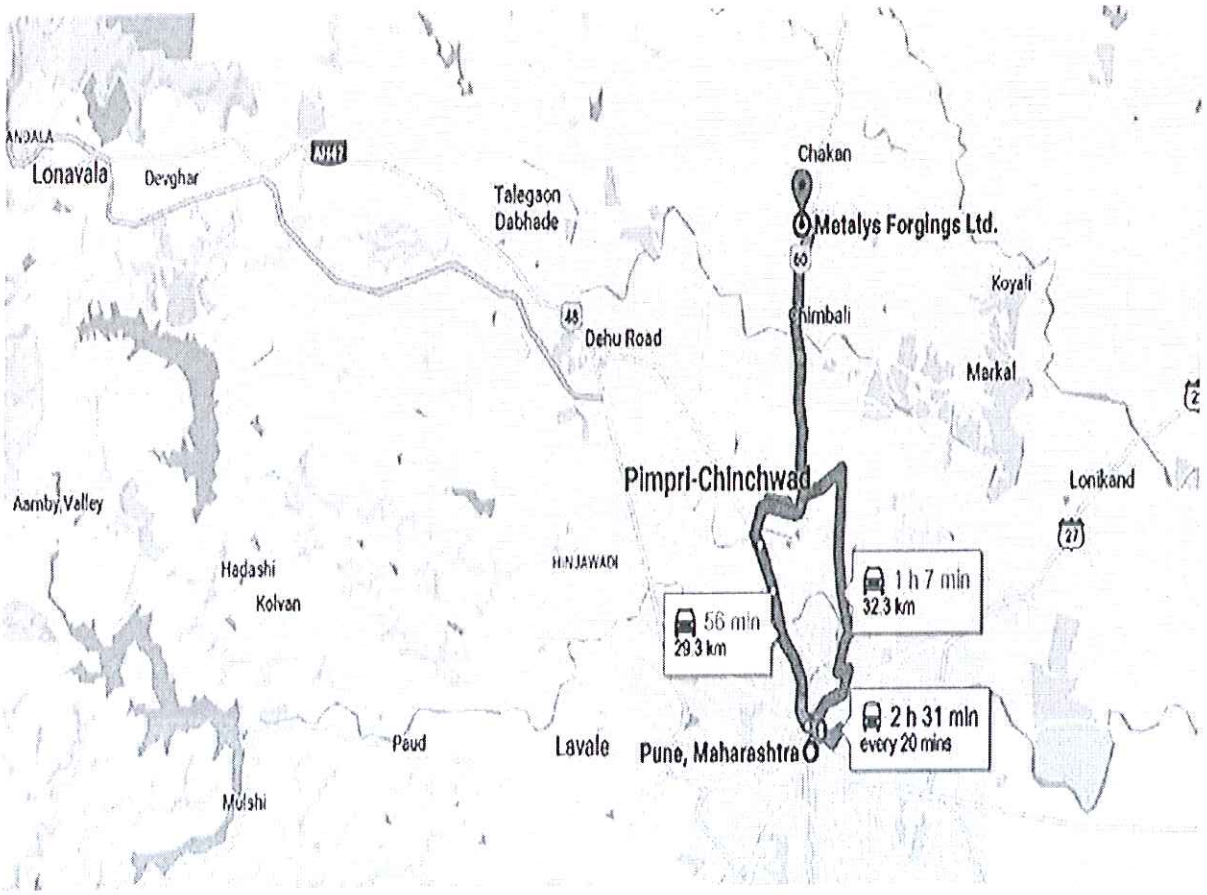
Sanjiv Bhasin
DIN No. 01119788
Director

METALYST

METALYST FORGINGS LIMITED
(Formerly Known As Ahmednagar Forgings Limited)

ROUTE MAP TO THE VENUE OF 40TH AGM OF METALYST FORGINGS LIMITED

GAT NO. 614,
VILLAGE KURULI, TAL.
KHED, PUNE – 410 501
(MAHARASHTRA)



METALYST FORGINGS LIMITED

REGISTERED OFFICE: GAT NO. 614, VILLAGE KURULI, TAL. KHED, PUNE – 410 501 (MAHARASHTRA)

CIN NO: L28910MH1977PLC019569

ATTENDANCE SLIP

(To be handed over at the Registration Counter)

DP Id****	
Client Id****	

Folio No.	
No. of Shares	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on **Monday, 25th Day of September, 2017 at 10:00 a.m. at Gat No. 614, Village Kuruli, Tal. Khed, Pune – 410 501 (Maharashtra).**

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.**

FORM NO.-MGT-11

PROXY FORM

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

METALYST FORGINGS LIMITED

Registered Office: Gat No. 614, Village Kuruli, Tal. Khed, Pune – 410 501 (Maharashtra)

CIN NO: L28910MH1977PLC019569

Name of the Company : METALYST FORGINGS LIMITED

Registered Office: Gat No. 614, Village Kuruli, Tal. Khed, Pune – 410 501 (Maharashtra)

Website: 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 **Monday** the **25th day of September, 2017 at 10:00 a.m.** at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

Resolution No.	Description	VOTE	
		FOR	AGAINST
1.	To Receive, Consider and Adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2017, the Reports of the Board of Directors and Auditors thereon;		
2	To appoint a director in place of Mr. Gautam Malhotra (DIN: 00157488) who retires by rotation and being eligible has offered himself for re-appointment;		
3	To appoint a director in place of Mr. Sanjiv Bhasin (DIN: 01119788) who retires by rotation and being eligible has offered himself for re-appointment;		
4	To Appoint M/s Raj Gupta & Co, Statutory Auditors and to fix their Remuneration;		
5	To ratify Remuneration to be paid to Mr. Yash Pal Sardana, Cost Accountants, Cost Auditors of the Company for the Financial Year 2017-18;		
6	To appoint Mr. Brajindar Mohan Singh (DIN: 02143830) as an Independent Director;		
7	To appoint Mr. Yogesh kapur (DIN: 00014385) as an Independent Director;		
8	To appoint Ms. Anuradha kapur (DIN: 01646928) as an Independent Director;		
9	To Consider and Approve Related Party Transactions.		

Signed this .....day of 2017

Revenue Stamp

Signature of Proxy Holder(s).....Signature of Shareholder (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.**