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@metalyst.co.in **Web:** www.metalyst.co.in
CIN No.: L28910MH1977PLC019569

Reference: MFL/NSE/2016 **Date:** 24th March, 2017

The Executive Director
The National Stock Exchange of India Limited
Exchange Plaza, 4th Floor, Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra East
Mumbai-400001

NSE TRADING SYMBOL: METALFORGE

SUBJECT: PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING

Dear Sir,

Pursuant to Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that **Extra Ordinary General Meeting** of the Company was duly held on **23rd March, 2017** at its Registered Office Gat No. 614 Village Kuruli Khed, Pune, Maharashtra-410501 at 09:30 A.M.

Please find enclosed voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on Scrutinizers' Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014.

Kindly take the same on your record.

Thanking you.
Yours faithfully,
For **Metalyst Forgings Limited**

Prabhleen Kaur

Prabhleen Kaur
(Company Secretary)

Enclosed:

1. Proceeding of the EGM
2. Scrutinizers Report

METALYST FØRGINGS LIMITED

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Gat No. 614, Village - Kuruli, Khed, Pune, Maharashtra - 410501
Tel: +91-2135-252148 Fax: +91-2135-252105
CIN No. is L28910MH1977PLC019569

PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

The Extra-Ordinary General Meeting (EGM) of the Company was held on Thursday, the 23rd day of March, 2017 at the Registered Office of the Company at Gat No: 614, Village Kuruli, Tal. Khed, Pune-410501(Maharashtra).

The meeting was attended by the following:

Mr. B. Lugani	: Director
Mr .Vivek Kumar Agarwal	: Director
Ms. Prabhleen Kaur Sethi	: Company Secretary & Compliance Officer
Mr. Sachin Khurana	: Scrutinizer

Members Personally Present	: 36	Members voted at the EGM	: 34
Members present by proxy	: Nil	Members voted through remote e-voting	: 9

1. Mr. Vivek Kumar Agarwal was elected as the Chairman of the meeting.

2. The Company Secretary ascertained the Quorum of the meeting. After ascertaining the requisite Quorum, the Chairman called the meeting in order.

3. The Notice Convening the Extra Ordinary General Meeting were taken as read with the consent of the members.

4. The Statutory Registers, Proxy Register and relevant documents were available during the meeting for inspection by the Members.

5. The Chairman then informed that as per the applicable provisions of the Companies Act, 2013 and Rules framed thereunder, the Company had provided e-voting facility to the members entitled to cast their vote on the agenda items from Monday, March 20, 2017 (9:00 a.m.) to Wednesday, March 22, 2017 (5:00 p.m.). The Chairman drew the attention of the members regarding the resolutions on which voting is to be held that members who were present at the meeting but have not cast their votes by availing the remote e-voting facility, can exercise their vote by use of Polling Paper, which were distributed to the members present at the meeting.

6. Mr. Sachin Khurana, the Scrutinizer, thereafter conducted the Polling Paper voting process. The details of voting (Polling Paper and remote e-voting) for the agenda items as submitted by the Scrutinizer's Report has been summarized as under:

Resolution (1)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	19904492	19904492	100.0000	19904492	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	19904492	19904492	100.0000	19904492	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1404648	958327	68.2254	958327	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	1404648	958327	68.2254	958327	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	15440860	81897	0.5304	81897	0	100.0000	0.0000	0
	Poll		6966	0.0451	6966	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	15440860	88863	0.5755	88863	0	100.0000	0.0000	0
Total		36750000	20951682	57.0114	20951682	0	100.0000	0.0000	0
					Whether resolution is Pass or Not.		Yes		
					Disclosure of notes on resolution		Add Notes		

Resolution (2)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	TO ALTER THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	19904492	19904492	100.0000	19904492	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	19904492	19904492	100.0000	19904492	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1404648	958327	68.2254	958327	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	1404648	958327	68.2254	958327	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	15440860	81897	0.5304	81897	0	100.0000	0.0000	0
	Poll		6966	0.0451	6966	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	15440860	88863	0.5755	88863	0	100.0000	0.0000	0
Total		36750000	20951682	57.0114	20951682	0	100.0000	0.0000	0
					Whether resolution is Pass or Not.		Yes		
					Disclosure of notes on resolution		Add Notes		



Resolution (3)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER OF THE COMPANY

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	19904492	19904492	100.0000	19904492	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	19904492	19904492	100.0000	19904492	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1404648	958327	68.2254	958327	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	1404648	958327	68.2254	958327	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	15440860	81897	0.5304	81897	0	100.0000	0.0000	0
	Poll		6966	0.0451	6966	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	15440860	88863	0.5755	88863	0	100.0000	0.0000	0
Total		36750000	20951682	57.0114	20951682	0	100.0000	0.0000	0
					Whether resolution is Pass or Not.		Yes		
					Disclosure of notes on resolution		Add Notes		

Resolution (4)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	TO ISSUE CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PROMOTER OF THE COMPANY

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	19904492	19904492	100.0000	19904492	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	19904492	19904492	100.0000	19904492	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1404648	958327	68.2254	958327	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	1404648	958327	68.2254	958327	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	15440860	81897	0.5304	81897	0	100.0000	0.0000	0
	Poll		6966	0.0451	6966	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	15440860	88863	0.5755	88863	0	100.0000	0.0000	0
Total		36750000	20951682	57.0114	20951682	0	100.0000	0.0000	0
					Whether resolution is Pass or Not.		Yes		
					Disclosure of notes on resolution		Add Notes		



Resolution (5)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	TO APPOINT MR. SHEKHAR GUPTA (DIN NO: 01744465) AS THE DIRECTOR OF THE COMPANY

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	19904492	19904492	100.0000	19904492	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	19904492	19904492	100.0000	19904492	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1404648	958327	68.2254	958327	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	1404648	958327	68.2254	958327	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	15440860	81897	0.5304	81897	0	100.0000	0.0000	0
	Poll		6966	0.0451	6966	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	15440860	88863	0.5755	88863	0	100.0000	0.0000	0
Total		36750000	20951682	57.0114	20951682	0	100.0000	0.0000	0
					Whether resolution is Pass or Not.		Yes		
					Disclosure of notes on resolution		Add Notes		

Resolution (6)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	TO APPOINT MR. SHEKHAR GUPTA (DIN NO: 01744465) AS WHOLE TIME DIRECTOR OF THE COMPANY

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	19904492	19904492	100.0000	19904492	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	19904492	19904492	100.0000	19904492	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1404648	958327	68.2254	958327	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	1404648	958327	68.2254	958327	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	15440860	81897	0.5304	78553	3344	95.9168	4.0832	0
	Poll		6966	0.0451	6966	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	15440860	88863	0.5755	85519	3344	96.2369	3.7631	0
Total		36750000	20951682	57.0114	20948338	3344	99.9840	0.0160	0
					Whether resolution is Pass or Not.		Yes		
					Disclosure of notes on resolution		Add Notes		

All the aforesaid resolutions were passed with requisite majority.
There being no business to transact, the meeting concluded with a vote of thanks to the Chair.

For **Metalyst Forgings Limited.**

Vivek Kumar Agarwal
Chairman

METALYST FORGINGS LTD. CHAKAN 410501

S. Khurana & Associates

Company Secretaries

Email: sachinkhuranacs@gmail.com (M): 9540407575, 9711970159

SCRUTINIZER'S REPORT

To,
The Chairman,
METALYST FORGINGS LIMITED
Gate No. 614 Village Kurulikhed
Pune MH 410501 IN

Subject: Scrutinizer's Report on voting at EGM (remote e-voting and poll) pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, **Sachin Khurana**, Company Secretary in Whole time Practice, was appointed as a Scrutinizer by the Board of Directors of **M/s Metalyst Forgings Limited** at its meeting held on February 25, 2017, for the purpose of:

i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules") and

ii) Poll through polling papers under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the Notice of the EGM of the shareholders of the Company held on **March 23, 2017** at the Registered Office of the Company.

1. The Company had appointed Central Depository Securities Limited (CDSL) to provide the facility of remote e-voting with respect to voting by electronic means for the EGM.

2. As per the said rules, the Company had mentioned in the Notice that the remote e-voting period will commence on Monday, March 20, 2017 (9:00 a.m.) and will end on Wednesday, March 23, 2017 (5:00 p.m.).

3. The shareholders holding shares as on "cut off" date i.e. March 16, 2017 were entitled to vote on the proposed resolutions.

4. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in our presence.

5. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.

6. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were duly unblocked and downloaded from the website of CDSL i.e. https://www.evotingindia.com/.

S. Khurana & Associates Delhi

SUMMARY OF THE VOTES IS GIVEN BELOW:-

RESOLUTION NO. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

(i) Votes in **favour** of the resolution:

Particulars	**No. of Members voted**	**No. of votes cast by them**	**% of total no. of valid votes cast**
E-Voting	9	20944716	99.96
Poll	34	6966	0.04
TOTAL	**43**	20951682	**100%**

(ii) Votes **against** the resolution:

Particulars	**No. of Members voted**	**No. of votes cast by them**	**% of total no. of valid votes cast**
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	**Nil**	**Nil**	**Nil**

(iii) **Invalid** Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO. 2: TO ALTER THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

(i) Votes in **favour** of the resolution:

Particulars	**No. of Members voted**	**No. of votes cast by them**	**% of total no. of valid votes cast**
E-Voting	9	20944716	99.96
Poll	34	6966	0.04
TOTAL	**43**	20951682	**100%**

(ii) Votes **against** the resolution:

Particulars	**No. of Members voted**	**No. of votes cast by them**	**% of total no. of valid votes cast**
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	**Nil**	**Nil**	**Nil**

(iii) **Invalid** Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO. 3: TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER OF THE COMPANY

S. Khurana & Associates Delhi

(i) Votes in **favour** of the resolution:

Particulars	**No. of Members voted**	**No. of votes cast by them**	**% of total no. of valid votes cast**
E-Voting	9	20944716	99.96
Poll	34	6966	0.04
TOTAL	**43**	20951682	**100%**

(ii) Votes **against** the resolution:

Particulars	**No. of Members voted**	**No. of votes cast by them**	**% of total no. of valid votes cast**
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	**Nil**	**Nil**	**Nil**

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

All the aforesaid resolutions were passed with requisite majority.

RESOLUTION NO. 4: TO ISSUE CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PROMOTER OF THE COMPANY

(iv) Votes in **favour** of the resolution:

Particulars	**No. of Members voted**	**No. of votes cast by them**	**% of total no. of valid votes cast**
E-Voting	9	20944716	99.96
Poll	34	6966	0.04
TOTAL	**43**	20951682	**100%**

(v) Votes **against** the resolution:

Particulars	**No. of Members voted**	**No. of votes cast by them**	**% of total no. of valid votes cast**
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	**Nil**	**Nil**	**Nil**

(vi) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

All the aforesaid resolutions were passed with requisite majority.

RESOLUTION NO. 5: TO APPOINT MR. SHEKHAR GUPTA (DIN NO: 01744465) AS THE DIRECTOR OF THE COMPANY

S. Khurana & Associates Delhi

(vii) Votes in **favour** of the resolution:

Particulars	**No. of Members voted**	**No. of votes cast by them**	**% of total no. of valid votes cast**
E-Voting	9	20944716	99.96
Poll	34	6966	0.04
TOTAL	**43**	20951682	**100%**

(viii) Votes **against** the resolution:

Particulars	**No. of Members voted**	**No. of votes cast by them**	**% of total no. of valid votes cast**
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	**Nil**	**Nil**	**Nil**

(ix) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

All the aforesaid resolutions were passed with requisite majority.

RESOLUTION NO. 6: TO APPOINT MR. SHEKHAR GUPTA (DIN NO: 01744465) AS WHOLE TIME DIRECTOR OF THE COMPANY

(x) Votes in **favour** of the resolution:

Particulars	**No. of Members voted**	**No. of votes cast by them**	**% of total no. of valid votes cast**
E-Voting	7	20941372	99.96
Poll	34	6966	0.04
TOTAL	**41**	**20948338**	**100%**

(xi) Votes **against** the resolution:

Particulars	**No. of Members voted**	**No. of votes cast by them**	**% of total no. of valid votes cast**
E-Voting	2	3344	100%
Poll	Nil	Nil	Nil
TOTAL	**2**	**3344**	**100%**

S. Khurana & Associates Delhi

(xii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

All the aforesaid resolutions were passed with requisite majority.

The register, all other papers and relevant records relating to Electronic voting & Poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Extra Ordinary General Meeting.

Thanking you

Yours faithfully,

For S. Khurana & Associates
Company Secretaries

S. Khurana & Associates Delhi

Sachin Khurana
Proprietor
Membership No.: A35297

Place: New Delhi
Date: 23/03/2017