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/BSE/NSE/2018-19 **September 05, 2018**

The Manager Listing Department **BSE Limited,** Phiroze Jee Jee Bhoy Towers, Dalal Street, Mumbai – 400001 **BSE SECURITY CODE: 513335**	The Secretary **The National Stock Exchange of India Limited,** "Exchange Plaza", 5th Floor, Plot No. C/1, G-Block, Bandra – Kurla Complex, Bandra (E), Mumbai-400051 **NSE TRADING SYMBOL: METALFORGE**

Subject: Intimation of 41 Annual General Meeting, Book Closure and Cut-off date for E-voting

Dear Sir/Madam,

We wish to inform you that the 41 Annual General Meeting of the Company will be held on Friday, the 28th day of September, 2018 at **10:00 A.M. at Gat No. 614, Village Kuruli, Tal, Khed, Pune-410501 (Maharashtra).**

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company Shall remain closed from Saturday, the 22nd September, 2018 to Friday, the 28th September, 2018 (both days inclusive) for taking record of Members of the Company for the purpose of 41 Annual General Meeting.

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has fixed Friday, the 21st September, 2018 as Cut-Off date to determine the entitlement of Members to participate in voting process with respect to business to be transacted at the 41 Annual General Meeting of the Company. The Company would be availing e-voting services of Central Depository Services (India) Limited (CDSL)

BSE Script Code	Type of Security	Book Closure Date (both days inclusive)		Purpose
		From	To	
513335	Equity	22-09-2018	28-09-2018	41 Annual General Meeting

Please take the above on record and inform the members accordingly.

Thanking You,

Yours faithfully
For **Metalyst Fogings Limited**
(A Company under Corporate Insolvency Resolution Process)



Pavan Kumar Mishra
(Company Secretary)

(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).

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 41 ANNUAL GENERAL MEETING OF METALYST FORGINGS LIMITED WILL BE HELD ON FRIDAY, 28TH 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:-

METALYST

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2018-19 (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	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	–	–	–	–
Total		**400**	**–**	**–**	**–**	**–**

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: 20th 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).** 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 **22nd 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 DEMATERIALISED 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. 25th September, 2018 from 09:00 A.M and will end on Thursday, i.e. 27th 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,25th September, 2018 (from 09:00 A.M IST) and will end on Thursday, 27th 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,25th September, 2018 (from 09:00 A.M IST) and will end on Thursday, 27th 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 21th 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.**

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** 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 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** 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 accounts.
- 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 **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 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:20th 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:

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2018-19 (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	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	–	–	–	–
Total		**400**	**–**	**–**	**–**	**–**

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:20th 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.

Name	**Mr. Arvind Dham**
Date of Birth	15th March,1961
Qualification	B.Arch. From Chandigarh College of Architecture, Punjab University
Profession	Industrialist
Expertise	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.
Directorships*	Amtek Auto Limited Metalyst Forgings Limited Castex Technologies Limited ACIL Limited Amtek Laboratories Limited Symbios Personnel Advices and Services Limited
Shareholding in the Company	NIL
Membership/Chairmanship of Committees of other Public Companies	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)

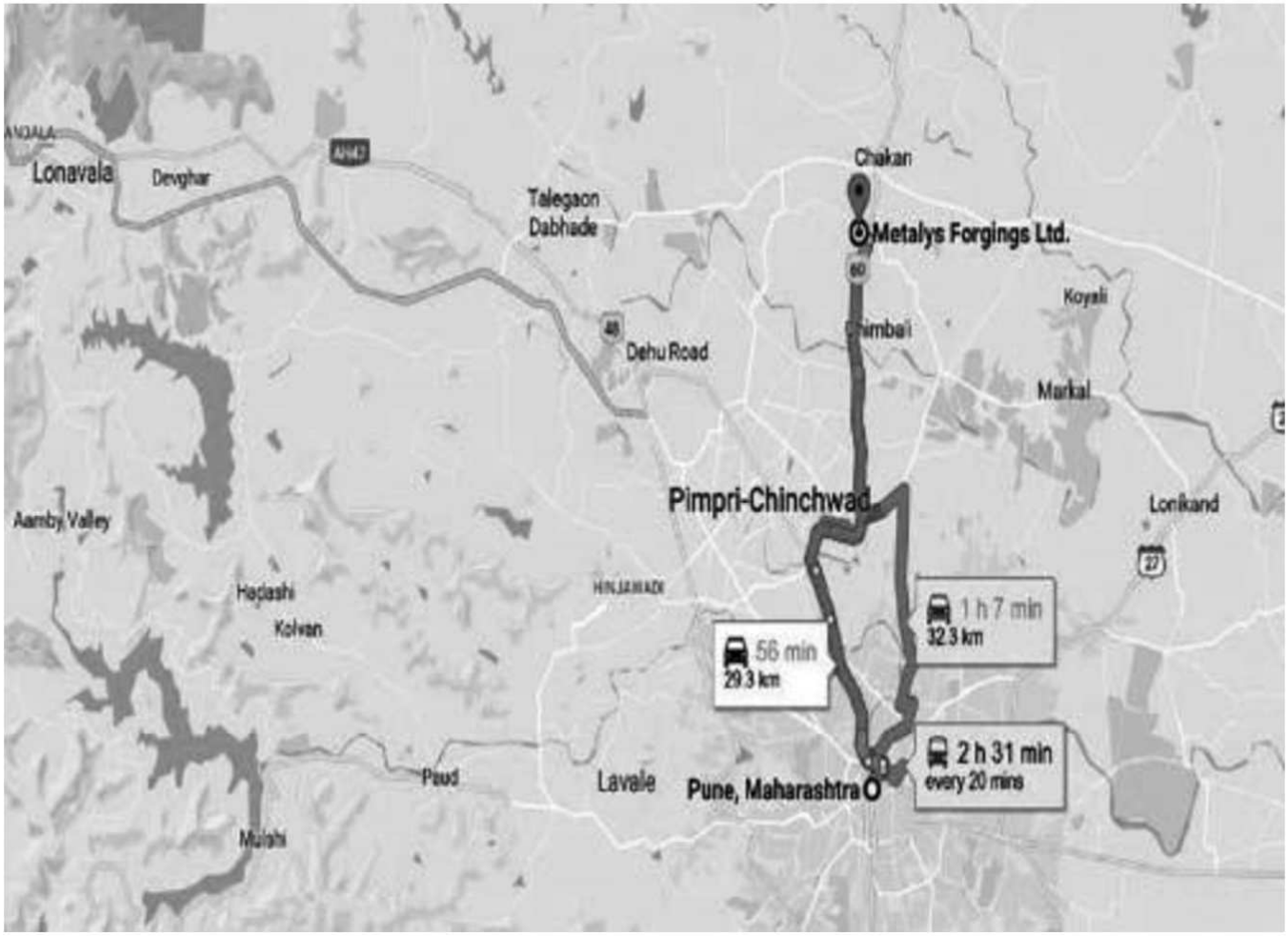
Pavan Kumar Mishra
Company Secretary
Membership No:40301

(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:20th August,2018
Place: New Delhi

METALYST

ROUTE MAP TO THE VENUE OF 41 AGM OF METALYST FORGINGS LIMITED



GAT NO. 614, VILLAGE KURULI, TAL. KHED, PUNE-410501 (MAHARASHTRA)

METALYST

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 **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.**

METALYST

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 **Friday** the **28th 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:

Resolution No.	Description	VOTE	
		FOR	AGAINST
1.	Adoption of Financial Statements for the Financial Year ended on March 31, 2018		
2.	Appointment of **Mr. Arvind Dham (DIN: 00047217)** as a director, who is liable to retire by rotation		
4.	To Ratify the Remuneration to be paid to **Mr. Yash Pal Sardana, Cost Accountants, Cost Auditors** of the Company for the Financial Year 2018-19		
5.	To Consider and approve Related Party Transactions		

Signed this .....day of ..... 2018.

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

Revenue Stamp

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.