

METALYST FORGINGS LIMITED

Formerly Known As : AHMEDNAGAR FORGINGS LIMITED

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

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

E-mail : afl.kur@amtek.com Web : www.amtek.com

CIN: L28910MH1977PLC019569

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF METALYST FORGINGS LIMITED WILL BE HELD ON THURSDAY I.E. 25th JUNE, 2015 AT 09:30 A.M. AT REGISTERED OFFICE OF THE COMPANY I.E. GAT NO. 614, VILLAGE KURULI KHED, PUNE, MAHARASHTRA – 410501 TO TRANSACT THE FOLLOWING BUSINESS:

Special Business:

ITEM NO. 1

ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution, as a Special Resolution;

“RESOLVED THAT pursuant to the provisions of Section 4 & 13 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or such other rules or regulations and all other applicable provisions of the Companies Act, 2013, if any, the draft Clauses as contained in the Memorandum of Association of the Company, in line with the Table A of Schedule – I of the Companies Act, 2013, as recommended by the Board of Directors of the Company, be and are hereby approved and adopted in substitution, and to the entire exclusion of the Clause C - Other Objects contained in the existing Memorandum of Association of the Company.

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

ITEM NO. 2

INCREASE IN AUTHORISED SHARE CAPITAL

To consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution;

“RESOLVED THAT subject to Section 61(1)(a), 64(1)(a) or any other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other approval(s) from the concerned Statutory Authority(ies).

The Authorised Share Capital of the Company be and is hereby increased from Rs. 40,00,00,000 (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) Equity shares of Rs. 10/- (Ten) each to Rs. 42,00,00,000 (Rupees Forty Two Crores only) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Ten) each and 20,00,000 (Twenty Lacs) Preference Shares of Rs. 10/- (Ten) each.

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

3. AMMENDMENT OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution, as an Special Resolution;

“RESOLVED THAT pursuant to the provisions of Section 13 read with Section 61 and all other applicable provisions of Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under:-

V. The Authorised share Capital of the Company is Rs.42,00,00,000 (Rupees Forty Two Crores) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lacs) Preference shares of Rs.10/- (Ten) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally or jointly authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board
For Metalyst Forgings Limited**

**Date : 14th May, 2015
Place : New Delhi**

**Sd/-
Sanjiv Bhasin
Din No. 01119788
Chairman**

Notes:-

1. The Explanatory statement setting out the material facts relating to Special Business at the meeting pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **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 TO BE A MEMBER OF THE COMPANY.**
3. 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.
4. 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 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
5. 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.
6. In accordance with the Companies Act, 2013 read with the Rules and in support of the 'Green Initiative in Corporate Governance' the notice of the meeting along with explanatory statement is sent by electronic mode to those members whose shareholding is in dematerialised 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.
7. Members are requested to : -
 - 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 Extra Ordinary 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 Extra Ordinary General Meeting.
 - bring their copies of Notice to the Meeting as the same will not be redistributed at the venue of Extra Ordinary General Meeting.
 - quote their Folios/Client ID & DP Id Nos. in all correspondence.
 - Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Extra Ordinary General Meeting.
8. Relevant documents referred to in the accompanying Notice and the Statement 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.

9. Members desirous of asking any questions at the Extraordinary General Meeting are requested to send in their questions so as to reach the Company registered office at least 7 days before the General Meeting so that the same can be suitably replied to.
10. The Company has appointed M/s Iqneet Kaur & Co., Practicing Company Secretary (Membership No. F7669) to act as Scrutinizer for conducting the electronic voting process in fair & transparent manner.
11. Voting / E-voting through electronic includes remote e-voting:

In compliance with Clause 35B of the Listing Agreement and Section 108 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of attending meeting personally. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members for all resolutions Set forth in this Notice.

a. The instructions for e-voting are as under:

i. Members whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the User-ID and Password.

1. Open email and open PDF file viz; "e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
3. Click on Shareholder — Login.
4. Enter the user ID and password as initial password noted in step (1) above. Click Login.
5. Password change menu appears. Change the password with note : it is strongly of your choice with minimum 8 digits/ characters or combination thereof. Note: It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
7. Select "EVEN" (E Voting Event Number) of Metalyst Forgings Limited.
8. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to igneetpcs@gmail.com with a copy marked to evoting@nsdl.co.in.

b. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.

c. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

d. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

e. The e-voting period commences on June 22, 2015 (10:00 A M) and ends on June 24, 2015 (5:00 P M). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of June 17, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The Member may participate in the Extra Ordinary

General Meeting even after exercising his/her right to vote through e-voting but shall not be allowed to vote again in the meeting.

- f. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
 - g. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - h. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the Telephone No.: 022-2499 4600.
12. All the material documents referred to in the Notice shall be available for inspection by the Members at the registered office of the Company during normal working hours on any working day.

**By Order of the Board
For Metalyst Forgings Limited**

**Date : 14th May, 2015
Place : New Delhi**

**Sd/-
Sanjiv Bhasin
Din No. 01119788
Chairman**

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

The existing Memorandum of Association (MOA) is based on the Companies Act, 1956 and some clauses in the existing MOA are no longer in conformity with the Companies Act, 2013.

The new MOA to be substituted in place of existing MOA is based on Table A of Schedule – I of the Companies Act, 2013 which sets out the model Memorandum of Association for a Company limited by shares.

The Board of Directors recommends the proposed Resolution for your approval.

None of the Director's, Key Managerial Personnel's and their relatives are in any way concerned or interested in the Resolution at Item No. 1 of the Notice.

ITEM NO. 2

The Company proposes to increase its Authorised Share Capital as per Section 61(1) and any other applicable provisions of Companies Act, 2013. The Consent of Shareholders is required for increase in Authorised Share Capital. Therefore it is proposed to increase in Authorised Share Capital from Rs. 40 Crores to Rs. 42 Crores by Addition of Preference Shares.

The Board of Directors recommends the proposed Resolution for your approval.

None of the Director's, Key Managerial Personnel's and their relatives are in any way concerned or interested in the Resolution at Item No. 2 of the Notice.

ITEM NO. 3

The Company intends to increase the Authorised Share Capital of the Company from Rs. 40 Crores to Rs. 42 Crores. It is therefore proposed to alter the Memorandum of Association of the Company. Pursuant to Section 13 read with Section 61(1) of Companies Act, 2013 to give effect to the said alteration.

The Board of Directors recommends the proposed Resolution for your approval.

None of the Director's, Key Managerial Personnel's and their relatives are in any way concerned or interested in the Resolution at Item No. 3 of the Notice.

**By Order of the Board
For Metalyst Forgings Limited**

**Date : 14th May, 2015
Place : New Delhi**

**Sd/-
Sanjiv Bhasin
Din No. 01119788
Chairman**

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ATTENDANCE SLIP

(To be handed over at the Registration Counter)

Folio No.DP Id -	
Client Id No. :	
No. of Shares:	

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company being held on **25th day of June 2015** at Gat No. 614, Village Kuruli Khed, Pune, Maharashtra, India- 410501 **at 09.30 A.M.**

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.

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Name of the Company: Metalyst Forgings Ltd.

Registered Office: Gat No. 614, Village Kuruli Khed, District Pune, 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 Extra Ordinary General Meeting of the Company, to be held on **Thursday i.e. 25th day of June 2015 at 09.30 A.M.** at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the Extraordinary General Meeting Notice convening the meeting, as are indicated below:

Resolution No.

1. Adoption of Memorandum of Association as per Companies Act, 2013
2. Increase in Authorised Share Capital
3. Amendment of Capital Clause of Memorandum of Association.

Signed this day of 2015

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.

Revenue
Stamp