

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@metalyt.co.in Web.: www.metalyt.co.in

CIN No.: L28910MH1977PLC019569

Date: 12th October, 2017

Ref. No. : MFL/BSE/AGM/2017

To
BSE Limited,
Phirozee Jeejee Bhoj Towers,
Dalal Street,
Mumbai-400001

BSE SECURITY CODE : 513335

Subject: Submission of Annual Report for the Financial Year 2016-2017 under Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir(s),

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial year 2016-17 duly approved and adopted by the members as per the provisions of the Companies Act, 2013, at the 40th Annual General Meeting of the Company held on **Monday, 25th September, 2017** at 10:00 a.m. at the Registered Office of the Company.

You are requested to kindly take the same on record and oblige.

Thanking you

Yours Faithfully

For **METALYST FORGINGS LIMITED**

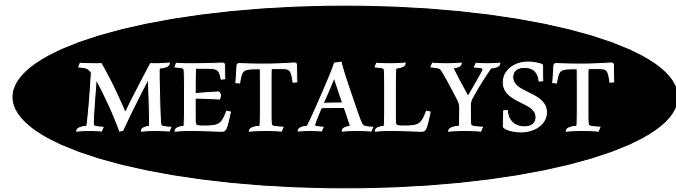


Yogesh Kapur

(Director)

DIN: 00014385

Encl: As above



METALYST FORGINGS LIMITED
(FORMERLY KNOWN AS AHMEDNAGAR FORGINGS LIMITED)

40th ANNUAL REPORT
2016 - 2017

METALYST

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(FORMERLY KNOWN AS AHMEDNAGAR FORGINGS LIMITED)

CIN: L28910MH1977PLC019569

40th Annual Report

2016 - 2017

Board of Directors

Mr. Yogesh Kapur	<i>Chairman & Director</i>
Mr. Shekhar Gupta	<i>Whole Time Director</i>
Mr. Arvind Dham	<i>Director</i>
Mr. Sanjiv Bhasin	<i>Director</i>
Mr. John Ernest Flintham	<i>Director</i>
Mr. Gautam Malhotra	<i>Director</i>
Mr. Vivek Kumar Agarwal	<i>Director</i>
Ms. Anuradha Kapur	<i>Director</i>
Mr. Brajindar Mohan Singh	<i>Director</i>

Company Secretary & Compliance Officer

Ms. Prabhleen Kaur

Chief Financial Officer

Mr. Arun Kumar Maiti

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Registered Office

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

Plant Location

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

Auditors

M/s Manoj Mohan & Associates
Chartered Accountants

Secretarial Auditor

M/s. Nitika & Associates
Company Secretaries

Bankers

State Bank of Patiala
United Bank of India

Andhra Bank

IDBI Bank

State Bank of Bikaner & Jaipur

State Bank of Hyderabad

State Bank of India

South Indian Bank

Corporation Bank

State Bank of Mysore

Registrar & Share Transfer Agents

Beetal Financial & Computer
Services Pvt. Ltd.

Beetal House

3rd Floor, 99, Madangir,

Behind L.S.C., New Delhi-110062

Tel.: 011-29255230

Fax: 011-29252146

E-mail: beetalrta@gmail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 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 statements of the Company for the financial year ended on 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 was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25th August, 2017 and who holds office till the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 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 was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25th August, 2017 and who holds office till the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 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 was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25th August, 2017 and who holds office till the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 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/ Guarantee or provide Securities	Availing 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	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,
Greater Kailash, New Delhi-110048Kindly 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN 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 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 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. 5 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/ Guarantee or provide Securities	Availing 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	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	–	–	–

Terms and conditions:

- 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	3 rd 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 Ltd. 2. Member in Stakeholder Relationship Committee of Metalyst Forgings Limited

Name	Mr. Sanjiv Bhasin
Date of Birth	31 st 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 5. Alliance Integrated Metaliks 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. Member in Stakeholder Relationship Committee of Castex Technologies Limited 4. Chairman in Audit Committee of Rollatainers Limited

Name	Mr. Brajindar Mohan Singh
Date of Birth	26 th 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	<ol style="list-style-type: none"> 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	<ol style="list-style-type: none"> 1. Member in Audit Committee of Anant Raj Limited 2. Member in Stakeholder Relationship Committee of Metalyst Forgings Limited

Name	Mr. Yogesh Kapur
Date of Birth	31 st May 1961
Qualification	B.Com
Profession	Service
Expertise	Accounts and Financial Matters
Directorships in Listed Companies	<ol style="list-style-type: none"> 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	<ol style="list-style-type: none"> 1. Chairman in Audit Committee of Metalyst Forgings Limited 2. Chairman in Stakeholder Relationship Committee of Metalyst Forgings Limited 3. Chairman in Audit Committee of OCL Iron & Steel Limited 4. Chairman in Stakeholder Relationship Committee of OCL Iron & Steel Limited



Name	Ms. Anuradha Kapur
Date of Birth	26 th 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 Stakeholder Relationship Committee of Castex Technologies Limited

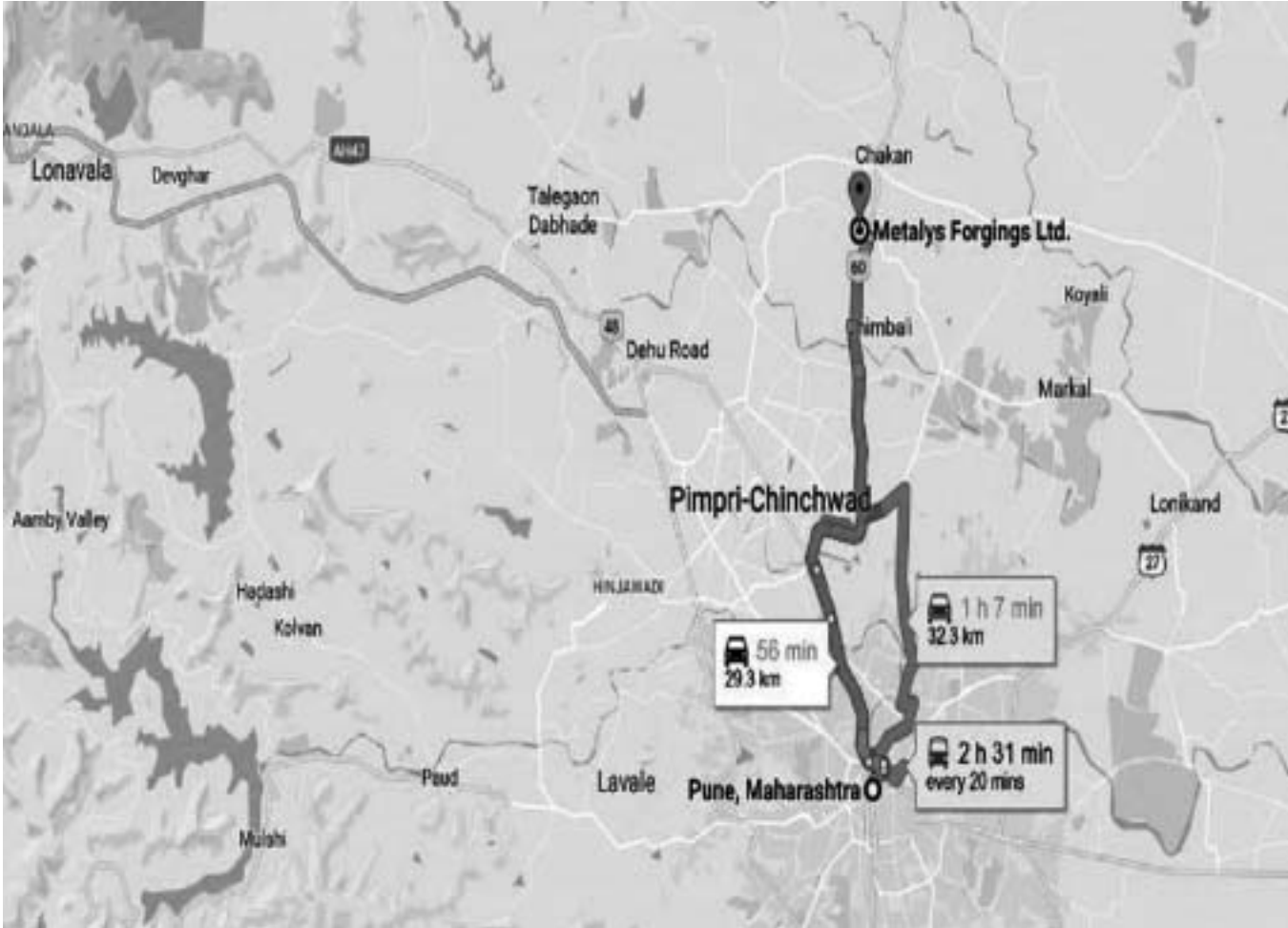
**By Order of the Board
For Metalyst Forgings Limited**

Date : 25.08.2017
Place : New Delhi

Sanjiv Bhasin
DIN No. 01119788
Director

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

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



DIRECTORS' REPORT

Dear Members,

The Board of Directors hereby submits the report of the business and operations of your Company ('the Company' or 'Metalyst Forgings Limited'), along with the audited financial statements, for the financial year ended March 31, 2017, together with the Auditors' Report.

FINANCIAL RESULTS

The Company's financial performance, for the Financial Year ended 31st March, 2017 and period ended 31st March, 2016 is summarized below:

in ₹ Lakhs except per equity share data

Particulars	31 st March, 2017	31 st March, 2016
Revenue from Operations	110628.11	86900.93
Other Income	217.27	957.43
Total Revenue	110845.38	87858.36
Expenditures (Excluding Depreciation)	134530.56	91620.61
Gross Profit Before Depreciation	(23685.18)	(3762.25)
Depreciation	22327.34	10524.13
Profit Before Tax & Exceptional Items	(46012.52)	(14286.38)
Exceptional Item	44247.65	21690.08
Profit Before tax	(90260.17)	(35976.46)
Tax Expenses:		
Deferred Tax	(25288.26)	(4904.19)
MAT Reversal	–	(3783.69)
Profit /(Loss) for the year	(64971.91)	(27288.58)
Other Comprehensive Income	411.29	63.26
Total Comprehensive Income	(64560.62)	(27225.32)
EPS (for continuing operation)		
Basic	(176.74)	(74.25)
Diluted	(176.71)	(74.25)
EPS (for continuing and discontinuing operation)		
Basic	(176.74)	(74.25)
Diluted	(176.71)	(74.25)

FINANCIAL PERFORMANCE

During the year under review, your Company had earned total revenue amounting to Rs. 1,10,845.38 lakhs as compared to Rs. 87,858.36 lakhs in the previous year. Loss after Tax stood at Rs. 64,971.91 lacs as against Loss after Tax of Rs. 27,288.58 lakhs in the previous year.

STATE OF COMPANY'S AFFAIRS

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

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which the financial statements relate and on the date of this report.

DIVIDEND

In view of losses incurred during the year under review, the Board of Directors does not recommend any dividend on the equity shares for the financial year ended March 31, 2017.

AUTHORIZED SHARE CAPITAL

During the year under review, there has been an increase in the Authorized Share Capital of the Company. Pursuant to the approval of shareholders in their meeting held on March 23, 2017, the Authorized Share Capital of the Company has been increased from **Rs. 42,00,00,000** (Rupees Forty Two Crores only) divided into 4,00,00,000 (Four Crores) Equity Shares of INR 10/- each aggregating to INR 40,00,00,000 (Rupees Forty Crores Only) and 20,00,000 (Twenty Lakhs) Preference shares of INR 10/- each aggregating to INR. 2,00,00,000 (Rupees Two Crore Only) to **Rs. 52,00,00,000** (Rupees Fifty Two Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of INR 10/- each aggregating to INR 50,00,00,000 (Rupees Fifty Crores Only) and 20,00,000 (Twenty Lakhs) Preference Shares of INR 10/- each aggregating to Rs. 2,00,00,000 (Rupees Two Crore Only) by creating additional 1,00,00,000 (One Crore) Equity shares of 10/- each .

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

During the year under review, pursuant to the approval of shareholders in their meeting held on March 23, 2017, the Company had converted unsecured loan of Rs. 64,00,00,000 (Rupees Sixty Four Crores only) of Promoter Company i.e. **Amtek Auto Limited** into equity shares of the Company through issue and allotment of 40,00,000 (Forty Lakh) equity shares of Rs. 10/- each fully paid-up at a price of Rs. 100/- (Rupees Hundred only) per share including a premium of Rs. 90/- (Rupees Ninety only) to Amtek Auto Limited in accordance with applicable provisions of the SEBI (ICDR) Regulations 2009 and the Companies Act, 2013 read with the applicable rules made there under for the issuance of Equity Shares on Preferential basis and the Company had also issued and allotted 24,00,000 Convertible Warrants on preferential basis to its promoter group entity (Amtek Auto Limited) on 31st March, 2017 which are convertible into equal number of equity shares upon exercising the right of conversion by the promoter group entity. No holder of Convertible Warrant exercised the option of conversion as on 31st March, 2017.

Hence, The Company's paid up share capital stood at Rs. 42,09,22,800 comprising of 42092280 Equity shares of face value of Rs. 10/- each and 1342280 Preference Shares of face value of Rs. 10/- each as at 31st March, 2017.

Subsequent to the financial year under review, on 03rd April, 2017, the Company had converted unsecured loan of Rs. 4,00,00,000 (Rupees Four Crores only) of Promoter Company i.e. **Amtek Auto Limited** pursuant to the approval of shareholders in their meeting held on March 23, 2017, through issue and allotment of 4,00,000 (Four Lakh) equity shares of Rs. 10/- each fully paid-up at a price of Rs. 100/- (Rupees Hundred only) per share including a premium of Rs. 90/- (Rupees Ninety only) to Amtek Auto Limited in accordance with applicable provisions of the SEBI (ICDR) Regulations 2009 and the Companies Act, 2013 read with the applicable rules made there under for the issuance of Equity Shares on Preferential basis. Further, the Company has also allotted **24,00,000 (Twenty Four Lakhs) Equity Shares** upon conversion of Warrants into equivalent number of Equity shares of Rs. 10/- (Rupees Ten only) each, at a premium of Rs. 90/- aggregating to Rs. 24,00,00,000 (Rupees Twenty Four Crores only) which were issued on 31st March, 2017 to the Promoter group Company i.e. **M/s Amtek Auto Limited** by way of preferential allotment

DETAILS OF DIRECTORS

During the period under review, Pursuant to Section 168 of the Companies Act, 2013 read with Rule 15 of Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. S.E. Krishnan and Mr. D.S. Malik have resigned from the office of Independent Director of the Company w.e.f. 31st August, 2016 and 12th September, 2016 respectively. The Board places on record its appreciation for their continuous support, guidance and contribution during their tenure as Directors on the Board of the Company.

Subsequent to the financial year under review, the following changes in directorship have taken place:

Mr. Sanjiv Bhasin ceased to be an Independent Director in the Company on account of his appointment as "President" in Amtek Auto Limited ("holding Company") with effect from 23rd June, 2017. However, he still act as a Non-Executive Director on the Board of Directors of the Company.

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

Pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Regulation 16 & 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors in their meeting held on 25th August, 2017, appointed Mr. Brajindar Mohan Singh, Mr. Yogesh Kapur and Ms. Anuradha Kapur as Non Executive and Independent Additional Directors and their term of office expires at the end of ensuing Annual General Meeting of the Company.

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

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

Pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Gautam Malhotra and Mr. Sanjiv Bhasin will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer themselves for re-appointment.

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

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

DETAILS OF KEY MANAGERIAL PERSONNEL

During the period under review, Ms. Swati Ahuja had resigned from the office of Company Secretary of the Company w.e.f. 20th December, 2016. The Board places on record its appreciation for the services rendered by Ms. Swati Ahuja during her tenure with the Company.

Mr. John Ernest Flintham had resigned from the post of Managing Director of the Company w.e.f. 14th February, 2017. He currently act as a Non Executive Director on the Board of the Company.

Ms. Prabhleen Kaur was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 16th January, 2017 pursuant to the provisions of Section 203 of the Companies Act, 2013 and Rules applicable thereon.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on February 14, 2017 with immediate effect has appointed Mr. Shekhar Gupta as Whole Time Director of the Company for a term of five years w.e.f. February 14, 2017 pursuant to Section 203 read with Schedule V and which was approved by Shareholders in their Extra Ordinary General Meeting held on 23rd March, 2017.

At present, KMP in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Shekhar Gupta	–	Whole Time Director
Mr. Arun Maiti	–	Chief Financial Officer
Ms. Prabhleen Kaur	–	Company Secretary

INDIAN ACCOUNTING STANDARDS

The financial statements forming part of this Annual Report have been prepared in accordance with Indian Accounting Standards (IND AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values; the provisions of the Companies Act, 2013 ('Act') (to the extent notified and applicable); and guidelines issued by the Securities and Exchange Board of India (SEBI). The IND AS is prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The company has adopted all notified Indian Accounting standards to the extent applicable. The adoption was carried out in accordance with IND AS 101 (First time adoption of Indian Accounting Standards). The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarized in notes.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company has no subsidiary, Joint Venture and Associates as on 31st March, 2017.

NUMBER OF BOARD MEETING

The Board met 7 (Seven) times during the financial year, the details of which are provided in the Corporate governance Report that forms part of this report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

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

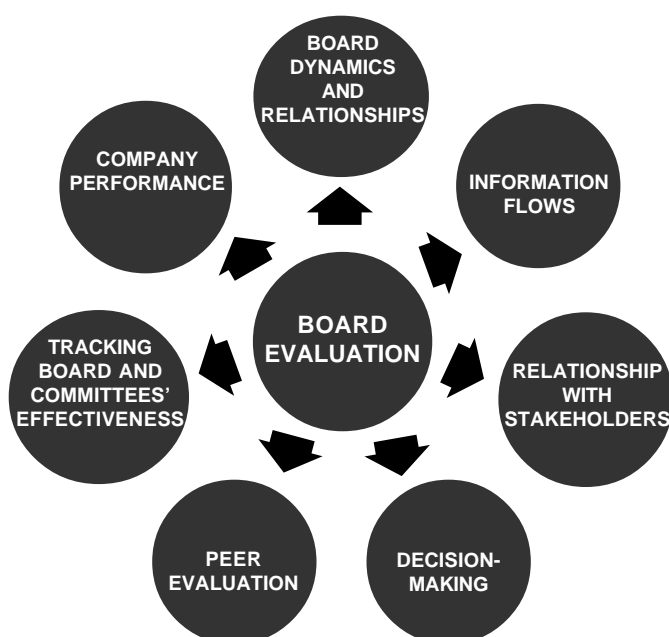
DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD EVALUATION

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

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



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

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

All new independent directors inducted into the Board attend an orientation program. The details of training and familiarization program are available on our website (www.amtek.com).

Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities. The format of the letter of appointment is available on our website (www.amtek.com)

COMMITTEES OF THE BOARD

The Company's Board has the following Committees:

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

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

DISCLOSURE OF AUDIT COMMITTEE & NON ACCEPTANCE OF ITS RECOMMENDATION

The composition of Audit Committee of the Company as on 31.03.2017 is as under:

Name of the Member	Category	Status
Mr. B. Lugani	Independent Director	Chairman
Ms. Ankita Wadhawan	Independent Director	Member
Mr. Sanjiv Bhasin	Independent Director	Member

All the recommendations made by the Audit Committee were accepted by the Board of Directors during the financial year 2016-17.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Directors hereby confirm that:

- i. in the preparation of Annual Accounts, the applicable Accounting Standards have been followed and there has been no material departure.
- ii. they have selected accounting policies which were applied consistently and the directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profits/losses for the year ended on that date.
- iii. they have made proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. they have prepared the annual accounts on a going concern basis.
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS

M/s Manoj Mohan & Associates, Chartered Accountants, have resigned from the position of **Statutory Auditors** of the Company due to unavoidable circumstances with effect from 25th August, 2017. Thus, based on the recommendation of the Audit Committee and as per the provisions of Section 139 of the Companies Act, 2013 and rules framed there under, the Board of Directors of your Company, in its meeting held on August 25, 2017, subject to the approval of the shareholders, has recommended the appointment of **M/s Raj Gupta & Co., Chartered Accountants** as Statutory Auditors of the Company who shall hold office for a term of five consecutive years i.e. from the conclusion of ensuing 40th AGM till the conclusion of 45th AGM of the Company, subject to ratification by the members at every AGM on such remuneration as will be fixed by the Board of Directors of the Company. Accordingly, the appointment of **M/s Raj Gupta & Co., Chartered Accountants**, as the Company's Statutory Auditors, is placed for approval of the members.

The Company has received a certificate from the Auditors to the effect that their appointment, if made, shall be in accordance with the provisions of Section 141 of the Companies Act, 2013 and that they are not disqualified for such appointment and also that there is no proceeding against them or any of their partners pending with respect to professional matter of conduct.

AUDITORS' REPORT

The auditors' report does not contain any qualifications, reservations or adverse remarks. Report of the auditor is given as an Annexure which forms part of this report.

SECRETARIAL AUDIT

The Board has appointed M/s Nitika & Associates, Company Secretaries, to conduct Secretarial Audit for the financial year 2016-17 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them for the financial year 2016-17 in the prescribed form MR-3 is attached as **Annexure-I** and forms part of this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

COST AUDITORS

As per Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. In this connection, the Board of Directors of the Company on the recommendation of the Audit Committee, has appointed Mr. Yash Pal Sardana (Membership No. 17996), practicing Cost Accountant, as Cost Auditor for conducting the audit of the cost records of the Company for the financial year 2017-18 subject to its ratification of the remuneration to be paid to Cost Auditor, by the shareholders at the ensuing Annual General Meeting.

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

Disclosure on particulars relating to loans, guarantees or investments under section 186 of the Companies Act, 2013 have been provided as part of the financial statements.

TRANSACTIONS WITH RELATED PARTIES

In accordance with Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements with related parties, referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2 is attached as **Annexure-II** which forms part of this report.

ANNUAL RETURN EXTRACT

As provided under Section 92(3) of the Act, the extract of annual return is attached as **Annexure-III** which forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY

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

PARTICULARS OF EMPLOYEES AND REMUNERATION

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

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

CORPORATE GOVERNANCE

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

RISK MANAGEMENT

The board of directors of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of the Annual report.

ANTI SEXUAL HARASSMENT POLICY

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All women employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2016-17, no complaints were received by the committee.

PUBLIC DEPOSITS

During the period under review, your Company has not accepted any Deposits within the meaning of Section 73 of the Companies Act, 2013 from the Shareholders/Public.

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

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

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

DISCLOSURE REQUIREMENTS

Details of the Familiarization Programme of the independent directors are available on the website of the Company (www.amtek.com). Policy on dealing related party transaction is available on the website of the Company (www.amtek.com).

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015. (URL: www.amtek.com/investors).

SIGNIFICANT AND MATERIAL ORDERS

No significant and material orders have been passed by any regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DEMATERIALIZATION AND LISTING

The equity shares of the Company are admitted to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March 2017, 40110155 Equity Shares representing 98.43% of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The International Securities Identification Number (ISIN) allotted to the Company with respect to its Equity Shares is INE425A01011.

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

RECONCILIATION OF SHARE CAPITAL AUDIT

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

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

INDUSTRIAL RELATIONS

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

INVESTOR RELATIONS

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

ACKNOWLEDGEMENTS

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

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

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

**Place : New Delhi
Date : 25.08.2017**

**Yogesh Kapur
DIN: 00014385
Chairman**

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Metalyst Forgings Limited
Gate No 614 Village Kuruli khed Pune Mh 410501

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

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by for the period ended 31st March, 2017 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made here under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from May 15 2015,
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable as the Company has not granted any options to its employees during the financial year under review;**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;- **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review.**

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- ***Not Applicable as the Company has not bought back any of its securities during the financial year under review.***
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified with effect from December 1, 2015.

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

The Factories Act, 1948;

- i) The Petroleum Act, 1934 and the rules made there under;
- ii) The Environment Protection Act, 1986 and the rules made there under;
- iii) The Water (Prevention and Control of Pollution) Act, 1974 and the rules made there under; and
- iv) The Air (Prevention and Control of Pollution) Act, 1981 and the rules made there under

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

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

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

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**For Nitika & Associates
Company Secretaries**

**Place : New Delhi
Date : 30.05.2017**

**Nitika
Membership No.: A31447
CP No.: 11734**

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

Annexure B

**To,
The Members,
Metalyst Forgings Limited
Gate No 614 Village Kuruli Khed Pune Mh 410501**

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Nitika & Associates
Company Secretaries**

**Place : New Delhi
Date : 30.05.2017**

**Nitika
Membership No.: A31447
CP No.: 11734**

Form No. AOC-2

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

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

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

Metalyst Forgings Limited (the Company) has not entered in to any contract/arrangement/transaction with its related parties which is not in ordinary course of business or a tarm's length during FY 2016-17. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 ("Act") and the corres ponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

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

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

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

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

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

**Place : New Delhi
Date : 25.08.2017**

**Yogesh Kapur
DIN No. 014385
Chairman**

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2017

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

I. REGISTRATION & OTHER DETAILS :

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Amtek Auto Ltd.	L27230HR1988PLC030333	Holding Company	54.24	2(46)

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

i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year	
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	Increase	Decrease
A. Promoters										
(1) Indian	0	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	0	0	0	0	0	0	0	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	19904492	0	19904492	54.162	23904492	0	23904492	58.661	4.499	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0	0
Sub-Total (A) (1):-	0	0	0	0	0	0	0	0	0	0
(2) Foreign	0	0	0	0	0	0	0	0	0	0
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any Other...	0	0	0	0	0	0	0	0	0	0
Sub-total (A) (2)	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1)+(A) (2)	19904492	0	19904492	54.162	23904492	0	23904492	58.661	4.499	0
B. Public Shareholding										
1. Institutions	0	0	0	0	0	0	0	0	0	0
a) Mutual Funds	2210471	1600	2212071	6.019	961327	1600	962927	2.363	0	(3.656)
b) Banks / FI	200	1600	1800	0.005	132505	1600	134105	0.329	(0.324)	0
c) Central Govt	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	175000	0	175000	0.476	175000	0	175000	0.429	0	(0.47)
g) Foreign Institutional Investors	0	0	0	0	0	0	0	0	0	(0.397)
h) Foreign Portfolio Investors	76553	0	76553	0.208	76553	5500	82053	0.201	0.007	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	674	5500	6174	0.017	600	0	600	0.001	0	(0.016)
Sub-total (B)(1):-	2462898	8700	2471598	6.725	1345985	8700	1354685	3.324	0	(3.401)

2. Central Government/State Government(s) President of India	-	-	-	-	-	-	-	-	-	-
Sub-total(2):	0	0	0	0	0	0	0	0	0	0
3. Non Institutions										
a) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	8651976	328642	8980618	24.437	9414176	321642	9735818	23.891	0	(0.546)
ii) Individual shareholders holding nominal share capital in excess Rs. 2 Lakh	1643885	0	1643885	4.473	1687165	0	1687165	4.140	0	(0.333)
c) Others (specify)										
i) NRI	256752	0	256752	0.699	353271	0	352271	0.867	0.168	0
iii) Trust	0	0	0	0	0	0	0	0	0	0
iv) Hindu Undivided Families (HUF)	738625	300	738925	2.011	808279	300	808579	1.984	0	(0.027)
v) Bodies Corporate	2383773	308403	2692176	7.326	2461399	309203	2770602	6.799	0	(0.527)
vi) Clearing Members	61554	0	61554	0.167	135388	0	135388	0.332	0.165	0
Sub-total (B)(2):-	13736565	637345	14373910	39.113	14859678	631145	15490823	38.014	0	(1.099)
Total Public Shareholding (B)= (B)(1)+ (B)(2)	16199463	646045	16845508	45.838	16205663	639845	16845508	41.339	0	(4.499)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	36102555	647445	36750000	100.00	40110155	639845	40750000	100.00	0	0

(ii) SHAREHOLDING OF PROMOTERS

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the End of the year			% change in share holding during the year
		No. of shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of shares	% of total Shares of the compay	% of Shares Pledged/ encumbered to total shares	
1	AMTEK AUTO LIMITED	18104492	49.26	Nil	22104492	54.24	Nil	4.98
2	W.L.D. INVESTMENTS PVT. LTD	1800000	4.90	Nil	1800000	4.42	Nil	(0.48)

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

S.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1	AMTEK AUTO LIMITED				
	At the beginning of the year (i.e. April 1, 2016)	18104492	49.26	18104492	49.26
	Increase in Shareholding due to Preferential Allotment as on 31.03.2017 of 4000000 Equity Shares to M/s Amtek Auto Limited	4000000	4.98	22104492	54.24
		–	–	–	–
	At the end of the year	22104492	54.24	22104492	54.24
2	W.L.D. INVESTMENTS PVT. LTD.				
	At the beginning of the year	1800000	4.90	1800000	4.90
	At the end of the year	1800000	4.42	1800000	4.42

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

S.No	Top 10 Shareholders in the beginning of the year			Top 10 Shareholders at the end of the year		
	Name of Shareholder	No. of Shares	% of Total Shares of the Company	Name of Shareholder	No. of Shares	% of Total Shares of the Company
1	HDFC TRUSTEE COMPANY LIMITED - HDFC MID-CAP OPPORTUNITIES FUND	1091304	2.970	HDFC TRUSTEE COMPANY LIMITED - HDFC PRUDENCE FUND	958327	2.352
2	HDFC TRUSTEE COMPANY LIMITED-HDFC PRUDENCE FUND	927073	2.523	ANOOP JAIN	200008	0.491
3	SHRI ARYAVRAT TRADING CO LIMITED	199823	0.544	SHRI ARYAVRAT TRADING CO LIMITED	200000	0.491
4	GENERAL INSURANCE CORPORATION OF INDIA	175000	0.476	GENERAL INSURANCE CORPORATION OF INDIA	175000	0.429
5	HSBC MIDCAP EQUITY FUND	157594	0.429	KRISHAN KUMAR KAPOOR	142010	0.348
6	GRAPCO SECURITIES & FINANCE LTD	120000	0.327	GLOBE FINCAP LIMITED	140623	0.345
7	DEEPAK MITTAL	92000	0.250	RITU JAIN	132337	0.325
8	KEKI DINSHAH BAMANJI MEHTA	90000	0.245	GRAPCO SECURITIES & FINANCE LTD	120000	0.294
9	ADROIT FINANCIAL SERVICES PVT LTD	83554	0.227	GLOBE CAPITAL MARKET LTD	110353	0.271
10	PRAVEEN KUMAR AGARWAL	80075	0.218	ANGEL BROKING PVT LTD	99094	0.243

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

(v) Shareholding of Directors & KMPS

S. No	Directors & Key Managerial Persons	Shareholding at the beginning year of the year 01.04.2016		Cumulative Shareholding during the year 31.03.2017	
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the company
		N.A.			

vi) INDEBTEDNESS

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

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	199644.47	499.91	–	200144.38
ii) Interest due but not paid	5792.96	–	–	5792.96
iii) Interest accrued but not due	58.74	–	–	58.74
Total (i+ii+iii)	205496.17	499.91	–	205996.08
Change in Indebtedness during the financial year				
Addition	27383.72	63.40	–	27447.12
Reduction (net)	–	–	–	–
Exchange Fluctuation	(149.43)	–	–	(149.43)
Net Change	27234.29	63.40	–	27297.69
Indebtedness at the end of the financial year				
i) Principal Amount	209233.72	563.31	–	209797.03
ii) Interest due but not paid	23445.87	–	–	23445.87
iii) Interest accrued but not due	50.87	–	–	50.87
Total (i+ii+iii)	232730.46	563.31	–	233293.77

vii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in Lakhs)

S. No	Particulars of Remuneration	Managing Director/Whole-time Director		Total Amount
		Mr. John Ernest (Managing Director) up to February 14, 2017	Mr. Shekhar Gupta (Whole-time Director w.e.f February 14, 2017	
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	8.32	8.32
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	
2.	Stock Option	-	-	
3.	Sweat Equity	-	-	
4.	Commission			
	as % of profit	-	-	
	others, specify	-	-	
5.	Others, please specify	-	-	
	Total (A)	-	8.32	8.32
	Ceiling as per the Act @ 5% of Profits Calculated under Section 198 of the Companies Act, 2013	N.A.	N.A.	N.A.

B. Particulars of Remuneration to Other Directors

(₹ in Lakhs)

S. No	Particulars of Remuneration Other Director	Amount (in Rs.)	Total Amount
1.	Mr. Vivek Kumar Agarwal	36.92	36.92
	Total	36.92	36.92

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

(₹ in Lakhs)

S. No	Gross Salary	Arun Maiti (CFO)	Swati Ahuja (Company Secretary) upto December 20, 2016	Ms. Prabhleen Kaur Sethi (Company Secretary) w.e.f. January 16, 2017	Total Amount
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.60	6.19	0.63	19.42
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	–	–	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–	–	
2.	Stock Option	–	–		
3.	Sweat Equity	–	–		
4.	Commission as % of profit	–	–		
5.	Others, please specify	–	–		
	Total (A)	12.60	6.19	0.63	19.42

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the period ended March 31st, 2017.

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

Place : New Delhi
Date : 25.08.2017

Yogesh Kapur
DIN No. 00014385
Chairman

Annexure IV

REPORT ON CORPORATE SOCIAL RESPONSIBILITIES (CSR) ACTIVITIES

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

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

Values & Commitment

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

2. The Composition of the CSR Committee

The Committee of the directors titled 'Corporate Social Responsibility Committee' was re-constituted by the Board in its meeting held on 25th August, 2017 with the following members:

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

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

Financial Years	Net Profit (In Lacs)
2013-14	28238.69
2014-15	(8067.45)
2015-16	(35,648.69)
Total	(15477.45)
Average Net Profit	(5159.15)

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

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

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

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

6. Responsibility Statement by the CSR Committee:

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

Brajindar Mohan Singh
Chairman - CSR Committee

Shekhar Gupta
Whole Time Director

Annexure – V(A)

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

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial year 2016-17:

Name of Director	Ratio to median remuneration
Mr. Arvind Dham	–
Mr. Gautam Malhotra	–
Mr. Sanjiv Bhasin	–
Mr. John Ernest Flintham*****	–
Mr. B. Lugani*	–
Mr. D.S Malik**	–
Mr. S.E. Krishnan***	–
Ms. Ankita Wadhawan	–
Mr. Vivek Kumar Agarwal	1:12
Mr. Shekhar Gupta****	1:3

* Mr. B. Lugani ceased to be the Director due to resignation w.e.f. 22nd July, 2017.

** Mr. D.S. Malik ceased to be the Director due to resignation w.e.f. 12th September, 2016.

*** Mr. S.E. Krishnan ceased to be the Director due to resignation w.e.f. 31st August, 2016.

**** Mr. Shekhar Gupta appointed as Whole Time Director w.e.f. 14th February, 2017.

*****Mr. John Flintham cease to be Managing Director w.e.f. 14th February, 2017.

b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year 2016-17:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial Year
Mr. Arvind Dham	–
Mr. Gautam Malhotra	–
Mr. Sanjiv Bhasin	–
Mr. John Ernest Flintham	–
Mr. B. Lugani	–
Mr. D.S Malik	–
Mr. S.E. Krishnan	–
Ms. Ankita Wadhawan	–
Mr. Vivek Kumar Agarwal	–
Mr. Shekhar Gupta	10-12%
Mr. Arun Maiti	–
Ms. Swati Ahuja*	10-12%
Ms. Prabhleen Kaur**	–

*Ms. Swati Ahuja from the office of Company Secretary w.e.f. 20th December, 2016

**Ms. Prabhleen Kaur appointed as Company Secretary w.e.f. 16th January, 2017

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

Annexure V(B)

The Statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. **Nil as there were no employees during the period under review, changing remuneration specified under Section 197 of the Companies Act, 2013 read with applicable Rules.**

Annexure VI

Information as per Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming Part of the Directors' Report for the Financial year ended 31st March, 2017.

I. CONSERVATION OF ENERGY

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

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

I. Research and Development

a) Specific area in which (R&D) carried out by the Company	1. Product design and development 2. Process design & improvement for various products					
b) Benefits derived as result	1. Reduction in process time 2. Increase in productivity 3. Cost reduction and high precision of product					
c) Future Plan of action in Manufacturing Process & operation	To achieve better yield by way of cost reduction through higher level of automation					
d) Expenditure on R & D	<table border="1" style="width: 100%;"> <tr> <td>a. Capital</td> <td rowspan="4" style="vertical-align: middle;">The development work is carried on by the concerned department continuously. No separate record of the expenditure incurred on R&D</td> </tr> <tr> <td>b. Recurring</td> </tr> <tr> <td>c. Total</td> </tr> <tr> <td>d. Total R&D Expenditure as a percentage of total turnover</td> </tr> </table>	a. Capital	The development work is carried on by the concerned department continuously. No separate record of the expenditure incurred on R&D	b. Recurring	c. Total	d. Total R&D Expenditure as a percentage of total turnover
a. Capital	The development work is carried on by the concerned department continuously. No separate record of the expenditure incurred on R&D					
b. Recurring						
c. Total						
d. Total R&D Expenditure as a percentage of total turnover						

II. Technology, Absorption, Adaptation and Innovation

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

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

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

(₹ In Lakhs)

Particulars	2017	2016	2015
Foreign Exchange Used	NIL	3.83	3844.36
Foreign Exchange Earned	506.52	398.87	806.65

By Order of the Board
For METALYST FORGINGS LIMITED**Place : New Delhi**
Date : 25.08.2017**(Yogesh Kapur)**
DIN: 00014385
CHAIRMAN

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2016-17

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

I. METALYST'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

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

- Ethical and Disciplined Corporate Behavior.
- Independent and Considered Judgment.
- Parity between Accountability and Responsibility.
- Transparency and effective and Adequate disclosures.

II. BOARD OF DIRECTORS

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

➤ COMPOSITION OF BOARD

The Board of Directors has an optimum combination of Executive and Non-Executive Directors having rich knowledge and experience in the industry for providing strategic guidance and direction to the Company. The Chairman of the Board is a Non-Executive Independent Director.

The Composition of the Board as on **March 31, 2017** alongwith the details of the Directors with regard to their Directorship in other Companies, Committee position as well as attendance at last Annual General Meeting and Board Meeting During the Financial Year are as follows:

Name of Director	Category	No. of Board Meetings during the Year 2016-17		Attendance at the Last AGM held on 28 th September 2016	No. of Director –ships held in listed entities including this listed entity*	No. of Committee Position in Audit/Stakeholder Committee held in listed entities including this listed entity	
		Held	Attended			Chairman	Membership
Mr. Arvind Dham DIN: 00047217	Non-Independent & Non- Executive Director	7	5	No	3	0	0
Mr. Bahushrut Lugani# DIN: 00052387	Independent & Non- Executive Director	7	7	Yes	4	2	6
Mr. Gautam Malhotra DIN:00157488	Non- Independent & Non- Executive Director	7	7	No	4	0	2
Mr. John Ernest Flintham DIN: 01463500	Non-Executive Director	7	7	No	4	0	0
Mr. Sanjiv Bhasin DIN: 01463500	Chairman, Independent & Non-Executive Director	7	7	No	5	2	5
Mr. Shekhar Gupta@ DIN: 01744465	Whole Time Director	7	0	No	1	0	0

Mr. Vivek Kumar Agarwal DIN: 01479902	Non-Executive Director	7	3	Yes	2	0	2
Ms. Ankita Wadhawan DIN: 06971383	Independent & Non- Executive Director	7	7	No	7	2	3
Mr. D.S. Malik\$ DIN: 00052362	Non-Executive Director	7	1	No	1	0	0
Mr. S.E. Krishnan& DIN: 01674237	Independent & Non-Executive Director	7	0	No	1	0	0

Notes:

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

Mr. B. Lugani ceased to be the Director due to resignation w.e.f. 22nd July, 2017.

\$ Mr. D.S. Malik ceased to be the Director due to resignation w.e.f. 12th September, 2016.

& Mr. S.E. Krishnan ceased to be the Director due to resignation w.e.f. 31st August, 2016.

@Mr. Shekhar Gupta appointed as Whole Time Director w.e.f. 14th February, 2017.

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

➤ **BOARD PROCEDURES AND MEETINGS**

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

The Board meets at regular intervals and during the year under review, 7 (seven) meetings of the Board of Directors were held on **May 30, 2016, September 12, 2016, November 30, 2016, December 13, 2016, January 16, 2017, February 14, 2017, and February 25, 2017**. The gap between any two board meetings did not exceeded one hundred and twenty days. All the members of the Board were provided requisite information as required as per SEBI Listing Regulations, 2015 well before the Board Meeting.

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

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

➤ **DETAILS OF EQUITY SHARES & CONVERTIBLE INSTRUMENTS HELD BY NON EXECUTIVE DIRECTORS OF THE COMPANY AS ON MARCH 31, 2017 ARE GIVEN BELOW:**

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

➤ **INDEPENDENT DIRECTORS MEETINGS**

During the Period under review, the Independent Directors had one Meeting without the presence of Non- Independent Director and members of the management. At this Meeting, the Independent Directors *inter alia* evaluated the performance of the Non- Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

➤ **INDEPENDENT DIRECTORS**

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

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

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

➤ **CRITERIA OF SELECTION OF INDEPENDENT DIRECTORS**

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

- Qualification, expertise and experience of the Directors in their respective fields.
- Personal, professional or business standing.
- Diversity of the Board.

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

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

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

III. BOARD COMMITTEES

The Board has constituted sub-committees to focus on specific areas and make informed decisions within the authority delegated to each of the Committees. Each Committee of the Board is guided by its Charter, which defines the scope, powers and composition of the Committee. All decisions and recommendations of the Committees are placed before the Board for information or approval.

The Committees and the Senior Management functions as on March 31st, 2017 are illustrated below:-

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

1. AUDIT COMMITTEE

A. COMPOSITION OF AUDIT COMMITTEE

The Board of the Company has duly constituted an Audit Committee. As on 31st March, 2017, the Audit Committee comprises of three non-executive Directors. The constitution of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and guidelines set out in SEBI Listing Regulations, 2015. All the members of the Committee were provided requisite information as required in the Listing Regulations. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

As on 31st March, 2017, the Audit Committee comprises of following 3 members:

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

The Committee was re-constituted by the Board in its meeting held on 25th August, 2017. The Composition of Audit Committee as on date is as follows:

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

B. MEETING OF AUDIT COMMITTEE

The committee met four (4) times on, 29th May, 2016 , 12th September, 2016, 13th December, 2016 and 13th February, 2017 during the year under review the attendance of members at the meetings was as follows:

NAME OF MEMBERS	DESISGNATION	NO OF MEETING ATTENDED
Mr. B. Lugani	Chairman	4
Mr. Sanjiv Bhasin	Member	4
Ms. Ankita Wadhawan	Member	3
Mr. S E Krishnan*	Member	0

*S.E. Krishnan resigned from the Office of Director of the Company w.e.f. 31st August, 2016.

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

C. TERM OF REFERENCE

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

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013

- Changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department,
- Staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders(in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- **To mandatorily review the following information:**
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

- Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- The audit committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.

2. NOMINATION AND REMUNERATION COMMITTEE

In terms of the provision Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations, the Board has constituted the Human Resources, Nomination and Remuneration Committee. The Committee inter alia reviews and approves the Annual salaries, commission, service agreement and other employment conditions for the Executive Directors and senior management. The committee has been constituted to rationalize all employees' related issues, while adhering to the requirements of the Companies Act, 2013, SEBI Listing Regulations as amended from time to time.

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

A. COMPOSITION AND MEETING OF THE COMMITTEE

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

The Committee met 2 (two) times on 16th January, 2017 and 14th February, 2017 during the Period under Review. The Composition of the committee as on 31.03.2017 and the attendance of members at the meetings were as follows:

Name of Members	Category of Director	No of Meeting attended
Mr. B Lugani	Chairman	02
Mr. Sanjiv Bhasin	Member	02
Mr. Vivek Kumar Agarwal	Member	02

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

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

B. TERMS OF REFERENCE

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;

- Carry out evaluation of every director's performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors;
- Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.

C. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTOR

The Independent Directors comply with the definition of Independent Directors as given under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. While appointing/re-appointing any Independent Directors/Non-Executive Directors on the Board, the Nomination and Remuneration Committee considers the criteria as laid down in the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

2A REMUNERATION OF DIRECTORS

A. REMUNERATION POLICY:

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

B. DETAILS OF THE REMUNERATION FOR THE PERIOD ENDED MARCH 31, 2017:-

➤ **Non-Executive Independent Directors:**

S.No	Name of Non-Executive Director	Sitting Fee	Commission	Total
1	Mr. B. Lugani	175000	—	175000
2	Mr. Sanjiv Bhasin	175000	—	175000
3	Ms. D.S. Malik*	-	—	-
4	Ms. Ankita Wadhawan	175000	—	175000
5	Mr. S.E. Krishnan#	—	—	—

*Mr. D.S. Malik resigned from the Directorship of the Company w.e.f. 12th September, 2016

#Mr. S.E. Krishnan resigned from the Directorship of the Company w.e.f. 31st August, 2016

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

S. No.	Executive Director	Salary* (Rs.in Lacs)	Commission	Total
1	Mr. John Ernest Flintham\$	–	–	–
2	Mr. Shekhar Gupta#	8.32	–	8.32

* Salary includes basic Salary, Perquisites and allowances, Contribution to Provident fund etc.

\$ Mr. John Flintham resigned from the post of Managing Director of the company w.e.f. 14th February, 2017.

Mr. Shekhar Gupta was appointed as Whole Time Director w.e.f. 14th February, 2017 .

3. STAKEHOLDER’S RELATIONSHIP COMMITTEE

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

A. COMPOSITION

The Composition of Stakeholders’ Relationship Committee as on 31st March and the details of its members are given below:

Name of Member	Designation
Mr. Sanjiv Bhasin	– Chairman
Mr. B. Lugani	– Member
Ms. Gautam Malhotra	– Member

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

Name of Members	Designation
Mr. Yogesh Kapur	Chairman
Mr. Gautam Malhotra	Member
Mr. Brajindar Mohan Singh	Member

The Company Secretary of the Company acts as the Secretary to the Stakeholders’ Relationship Committee.

B. MEETINGS

The committee met four (4) times on, 29th May, 2016 , 12th September, 2016, 13 December, 2016 and 14th February, 2017 during the year under review the attendance of members at the meetings was as follows:

NAME OF MEMBERS	DESISGNATION	NO OF MEETING ATTENDED
Mr. Sanjiv Bhasin	Chairman	3
Mr. B Lugani	Member	4
Mr. Gautam Malhotra	Member	3
Mr. D.S Malik*	Member	1
Mr. S E Krishnan*	Member	0

* Mr. D.S. Malik and Mr. S E Krishnan resigned from the office of Director w.e.f. 12th September, and 31st August, 2016 respectively.

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

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

D. STATUS OF INVESTORS COMPLAINTS

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

Complaints Received From	Investor Complaints pending at the beginning i.e 01.04.2016	Received during the Period Ended 31.03.2017	Disposed Off during Period Ended 31.03.2017	Unresolved as at 31.03.2017
SEBI	NIL	1	1	NIL
BSE/NSE	NIL	NIL	NIL	NIL
Shareholders/Investors	NIL	NIL	NIL	NIL

4. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

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

A. COMPOSITION

As on 31st March, 2017, the CSR Committee comprises of following 3 members:

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

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

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

B. MEETINGS

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

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

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

5. FINANCE COMMITTEE

The Board of Directors has re-constituted Finance Committee comprising of Mr. Arvind Dham (Chairman), and Mr. Yogesh Kapur (Member), Mr. Gautam Malhotra (Member), w.e.f. 25th August, 2017.

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

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

6. RISK MANAGEMENT COMMITTEE

The risk management committee of the Company is constituted in line with the provisions of Regulation 21 of SEBI (LODR) Regulations, 2015. The Board of Directors has re-constituted Risk Management Committee comprising of following directors w.e.f. 25th August, 2017.

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

* Mr. Brajindar Mohan Singh was appointed as the Member of the Committee w.e.f 25th August, 2017 & Mr. B Lugani ceased to be the Member of the Committee w.e.f. 22th July, 2017.

The purpose of the committee is to assist the board in fulfilling its corporate governance duties by overseeing the responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and environmental

risks. The committee has the overall responsibility of monitoring and approving the risk policies and associated practices of the Company.

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

7. SHARE TRANSFER COMMITTEE

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

The Committee deals with the following matters:-

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

8. SEXUAL HARASSMENT COMMITTEE

As per the requirement of the Provisions of the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal Act, 2013) & the Rules made there under. The Company has re constituted Sexual Harassment Committee due to resignation of Ms. Swati Ahuja w.e.f December 20, 2016 & appointment of Ms. Prabhleen Kaur w.e.f 16th January, 2017 comprising of the following members:-

Mr. Rajesh Soni	–	HR Department
Ms. Sonal Choudhary	–	The Presiding Officer
Ms. Prabhleen Kaur Sethi	–	Legal Department

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

IV. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

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

V. GENERAL BODY MEETINGS

A. Annual General Meeting

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

Year	Location	Date	Time	Special Resolutions Passed
2015-16	Gat No. 614, At Village Kuruli Tal. Khed Pune-410 501	28.09.2016	9.30 A.M.	1. To approve related Party Transactions. 2. To Alter Articles of Association of the Company
2014-15	Gat No. 614, At Village Kuruli Tal. Khed Pune-410 501	29.12.2015	9.30 A.M.	1. To approve related Party Transactions.
2013-14	Gat No. 614, At Village Kuruli Tal. Khed Pune-410 501	29.12.2014	9.30 A.M.	1. Adoption of New Articles of Association of the Company 2. Issue of Redeemable Preference Shares 3. To approve Related Party Transactions

B. POSTAL BALLOT HELD DURING THE FINANCIAL YEAR 2016-17

No postal ballot was conducted during the financial year 2016-17. There is no immediate proposal for passing any resolution through postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a special resolution through postal ballot.

C. EXTRAORDINARY GENERAL MEETINGS

During the period under review One Extraordinary General Meeting of the Members of the Company was held i.e on 23rd March, 2017. The members of the Company passed 3 (Three) Special Resolutions and 3 (Three) Ordinary Resolutions. Approval of the members of the Company was sought in the meeting held on 23rd March, 2017. The Company had appointed Ms. S. Khurana & Associates, Practicing Company Secretary, New Delhi as the Scrutinizer for conducting e-voting process in the aforesaid meeting. The resolutions were passed by the requisite majority and based on the report submitted by the Scrutinizer. The Results declared by the Chairman were also posted on the website of the Company, besides being uploaded on the Stock Exchanges where the Equity Shares of the Company are listed. Also, The results were published in the newspaper.

VI. DISCLOSURES**● RELATED PARTY TRANSACTIONS**

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

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

● DETAILS OF NON-COMPLIANCE BY THE COMPANY

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

● DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of financial statements for the period ended on 31st March, 2017; there was no treatment different from that prescribed in an accounting standard that had been followed.

● MANAGEMENT

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

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

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

● SHAREHOLDERS

- Quarterly results and presentations made by the company to analysts/investors have been uploaded on Company's web-site.

- Stakeholders Relationship Committee (formerly known as Shareholders Grievances Committee) has already been constituted.
- To expedite the process of share transfers, the Board of the company has already constituted the Share Transfers Committee.

- **DISCLOSURE OF RESIGNATION OF DIRECTORS**

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

- **DISCLOSURE OF FORMAL LETTER OF APPOINTMENT**

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

- **DISCLOSURE IN THE ANNUAL REPORT**

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

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

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

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

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

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

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

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

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

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

The Internal Auditor reports directly to the Audit Committee.

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

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

- **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

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

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

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

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

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

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

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

VII. MEANS OF COMMUNICATION

➤ **QUARTERLY RESULTS:**

The Company's Results for quarter ended 30th June, 2016, 30th September, 2016 31st December, 2016 and 31st March 2017 are sent to the Stock Exchanges and have been published in English and Vernacular Language newspaper (viz Business Standard and Kesari). Simultaneously, they are also put up on the Company's website (www.amtek.com).

➤ **NEWS RELEASES:**

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

➤ **WEBSITE:**

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

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

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

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

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

VIII. GENERAL MEMBERS INFORMATION

● **ANNUAL GENERAL MEETING**

Date	Day	Time & Venue
25 th September, 2017	Monday	10.00 A.M, Gat No. 614, At Village Kuruli Tal.: Khed Distt. Pune-410501

● **FINANCIAL CALENDER FOR F.Y.- 2017-18**

Particular	Date
Financial year	01 st April 2017 To 31 st March, 2018
First Quarter Results	Mid of August, 2017
Second Quarter Results	Mid of November, 2017
Third Quarter Results	Mid of February, 2018
Fourth Quarter Results	End of May, 2018

● **DATE OF BOOK CLOSURE**

Friday, 22 nd September, 2017	Monday, 25 th September, 2017
(Both days inclusive)	

● **LISTING ON STOCK EXCHANGES**

➤ The Shares of the Company are listed on The BSE Limited and National Stock Exchange of India Limited. Listing fees for the year 2017-2018 has been paid to the Stock Exchanges within the stipulated time.

● **STOCK CODES**

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

- **DIVIDEND PAYMENT DATE**

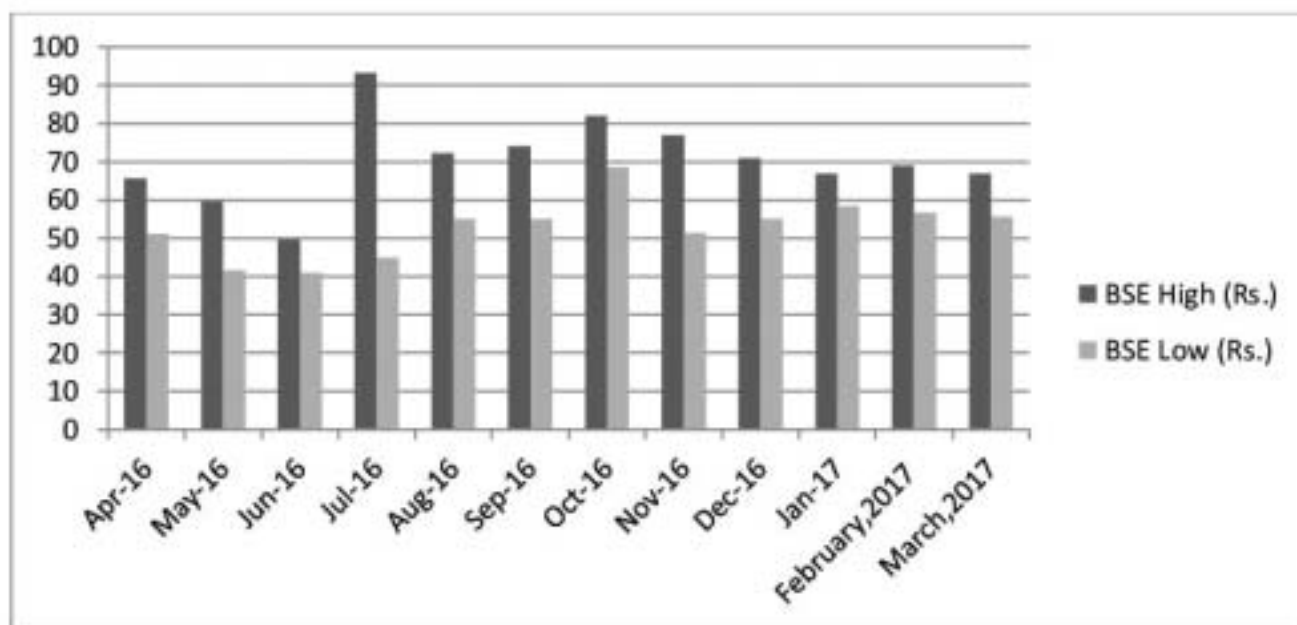
The Board of Directors does not recommend Dividend on the Equity Shares of the Company.

- **STOCK MARKET DATA**

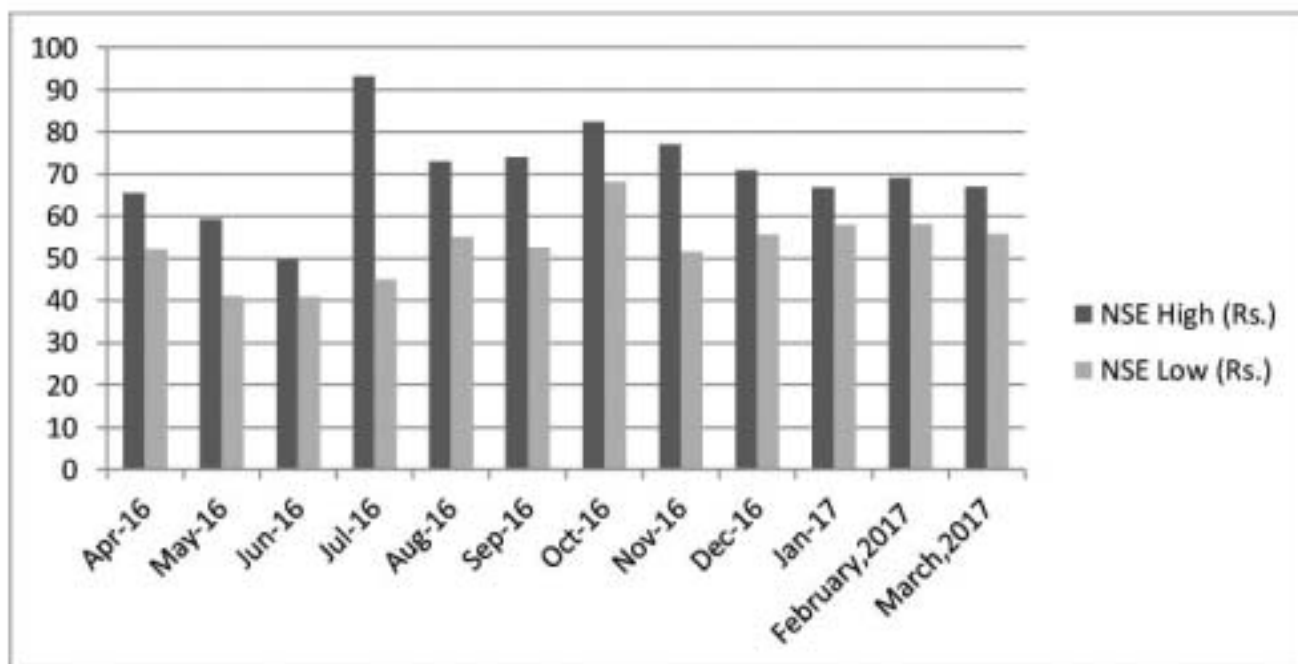
Monthly high and low quotations of shares traded at BSE Limited and National Stock Exchange of India Limited.

Month	NSE		BSE	
	High	Low	High	Low
April' 2016	65.50	52.20	65.60	51.10
May, 2016	59.40	41.10	59.50	41.50
June, 2016	49.75	40.95	49.65	41.00
July, 2016	93.10	45.00	93.25	45.00
August, 2016	73.00	55.15	72.30	55.00
September, 2016	74.00	52.70	74.05	55.10
October, 2016	82.35	68.25	82.05	68.50
November, 2016	77.00	51.50	76.90	51.30
December, 2016	70.90	55.55	70.95	55.10
January, 2017	66.70	58.00	66.75	58.50
February, 2017	69.00	58.15	69.00	56.70
March, 2017	67.00	55.85	66.80	55.70

BSE



NSE



● **REGISTRAR AND SHARE TRANSFER AGENTS**

Beetal Financial & Computer Services Private Limited

BEETAL HOUSE, 3rd Floor, 99, Madangir, B/h. L.S.C
New Delhi-110062
Phone No. : 011-29961281-8283
Fax No. : 011-29961284

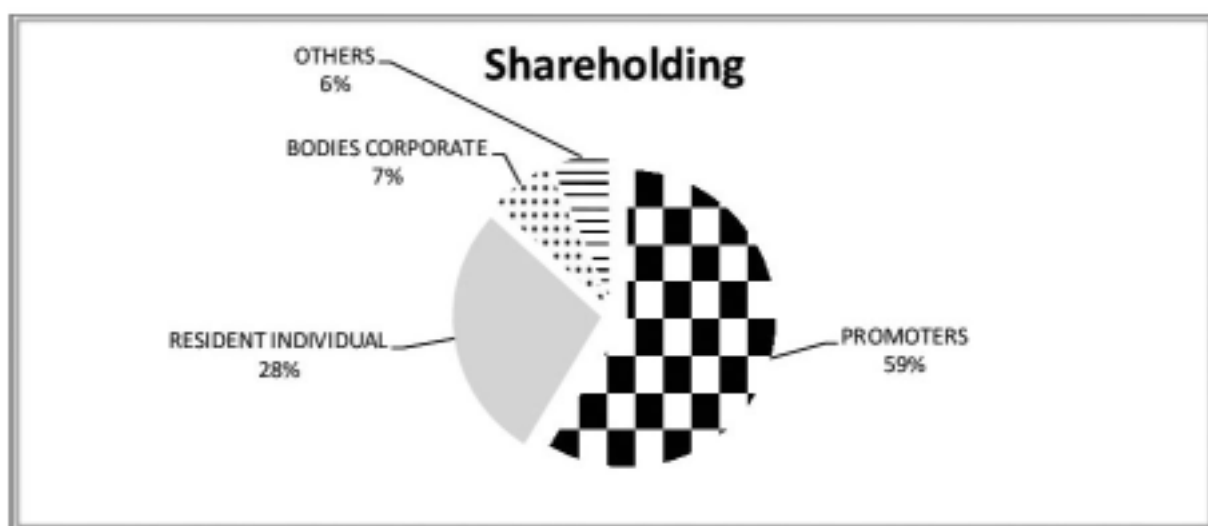
● **DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31ST, 2017**

No. of Shares held (Rs.10/- paid up)	Number of Shareholders	% of Total Shareholders	Total Shareholding (in Rs.)	% of Total Shareholding
Up to 5000	18898	80.07	27596660	6.77
5001 10000	2476	10.49	18874430	4.63
10001 20000	1085	4.60	16375790	4.02
20001 30000	395	1.67	10258320	2.52
30001 40000	180	0.76	6491830	1.59
40001 50000	149	0.63	6986830	1.71
50001 100000	228	0.97	16633680	4.08
100001 Above	191	0.81	304282460	74.67
TOTAL	23602	100.00	407500000	100.00

● **THE SHAREHOLDING PATTERN AS ON MARCH, 31st 2017**

Category Code	Category of Shareholder	Total Number of Shareholders	Total Number of Shares	Percentage
(A)	Shareholding of Promoter and Promoter Group	2	23904492	58.661
(1)	Indian			
	(a) Individual's/Hindu Undivided Family	0	0	0
	(b) Central Government/State Government(s)	0	0	0
	(c) Bodies Corporate	2	23904492	58.661
	(d) Financial Institutions / Banks	0	0	0
	(e) Any Other (specify)	0	0	0
	Sub – Total (A) (1)	2	23904492	58.661
(2)	Foreign			
	(a) Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0
	(b) Bodies Corporate	0	0	0
	(c) Institutions	0	0	0
	(d) Any Other) Specify)	0	0	0
	Sub – Total (A) (2)	0	0	0
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	2	23904492	58.661
(B)	Public Shareholding			
(1)	Institutions			
	(a) Mutual Funds/UTI	4	962927	2.363
	(b) Financial Institutions / Banks	11	134105	0.329
	(c) Central Government / State Government(s)	0	0	0
	(d) Venture Capital Funds	0	0	0
	(e) Insurance Companies	1	175000	0.476
	(f) Foreign Institutional Investors	0	0	0
	(g) Foreign Venture Capital Investors	0	0	0
	(h) Foreign Portfolio Investors	2	82053	0.201
	(h) Any Other (Specify)			
	Foreign Financial Institutions/banks	0	600	0.001
	Sub Total (B) (1)	19	1354685	3.324
(2)	Non-Institutions			
	(a) Individuals–			
	i. Individual Shareholders holding nominal Share Capital upto Rs. 2 lakh	21889	9735818	23.892
	ii. Individual Shareholders holding nominal Share Capital in excess of Rs. 2 lakh	41	1687165	4.140

(b)	Any Other (specify)			
i.	Body Corporate	511	2770602	6.799
ii.	Clearing Members	74	135388	0.332
iii.	Non Resident Indians (NRI)	287	353271	0.867
iv.	Other - Individual HUF	778	808579	1.984
	Sub-Total (B)(2) Total Public Shareholding	23580	15490823	38.014
	(B) = (B)(1) + (B)(2)	23599	16845508	41.339
(C)	TOTAL (A) + (B)	23601	40750000	100
	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0
	GRAND TOTAL (A)+(B)+(C)	23601	40750000	100



- **DEMATERIALISATION OF SHARES**

The Dematerialization facility exists with both the NSDL and CDSL for the convenience of shareholders. As on 31st March, 2017, 4,01,10,155 equity shares representing 98.42% of Subscribed and paid up Capital have been de-materialized.

- **LIQUIDITY**

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

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

	BSE	NSE	TOTAL
Shares (nos.)	76124	200883	277007
Value(in Lakhs)	49.64	133.46	183.1

- **OUTSTANDING GDRS/ADRS/ WARRANTS/ OR ANY CONVERTIBLE INSTRUMENTS, CONVERSIONDATE AND LIKELY IMPACT ON EQUITY**

The Company has allotted 24,00,000 Convertible Warrants on preferential basis to its promoter group entity (Amtex Auto Limited) on March 31, 2017 convertible into equal number of equity shares upon

exercising the right of conversion by the promoter group entity. No holder of Convertible Warrant exercised the option of conversion as on March 31, 2017.

However, as on date, there are no outstanding GDRs/ ADRs/ Warrants or any other convertible Instruments.

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

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

● **SHARE TRANSFER SYSTEMS**

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

● **PLANT LOCATION**

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

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

Ms. Prabhleen Kaur Sethi,
(Legal & Company Secretary)
3, L.S.C. Pamposh Enclave,
Greater Kailash-I, New Delhi-110048
Ph.: 011- 42344444
E-mail Id:investors.relation@amtek.com

IX CODE OF CONDUCT

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

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

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

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

X COMPLIANCE CERTIFICATE OF THE AUDITORS

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

XI. CEO/CFO CERTIFICATION

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

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

**Place : New Delhi
Date : 25.08.2017**

**Yogesh Kapur
DIN NO: 00014385
Chairman**

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

As required under Schedule V of SEBI Listing Regulations 2015, it is hereby confirmed that for the year ended 31st March, 2017, the Directors of Metalyst Forgings Limited have affirmed compliance with the Code of Conduct for Board Members as applicable to them and members of the senior management have affirmed compliance with Employee Code of Conduct, as applicable to them.

Place : New Delhi
Date : 25.08.2017

Shekhar Gupta
Whole Time Director
(DIN- 01744465)

AUDITORS' REPORT ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Shareholders
METALYST FORGINGS LIMITED

1. We have examined the compliance of conditions of Corporate Governance by **METALYST FORGINGS LIMITED** ("the Company") for the Financial year ended on March 31, 2017 as stipulated in Regulation 34(3) read with Schedule V Part E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.
4. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement and SEBI Listing Regulations.
5. As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we state that the Stakeholders Relationship Committee has maintain records to show the Investors Grievance and certify that as at March 31, 2017, there were no investors grievance remaining unattended/pending for more than 30 days.
6. We state that such compliances are neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Manoj Mohan & Associates
Chartered Accountants
Firm Regn. No. 009195C

Place : New Delhi
Date : 25.08.2017

(M. K. Agarwal)
Partner
Membership No. 076980

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

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

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2017 and to the best of our knowledge and belief :-
- I. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - II. These statements together, present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017 are fraudulent, illegal or violation of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
 - I) There has not been any significant change in internal control over financial reporting during the year under reference;
 - II) There are changes in accounting policies during the year on account of INDAS adoption and the same have been disclosed in the notes to financial statements; and
 - III) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : New Delhi
Date : 25.08.2017

Arun Maiti
(Chief Financial Officer)

Shekhar Gupta
(Whole Time Director)
DIN : 01744465

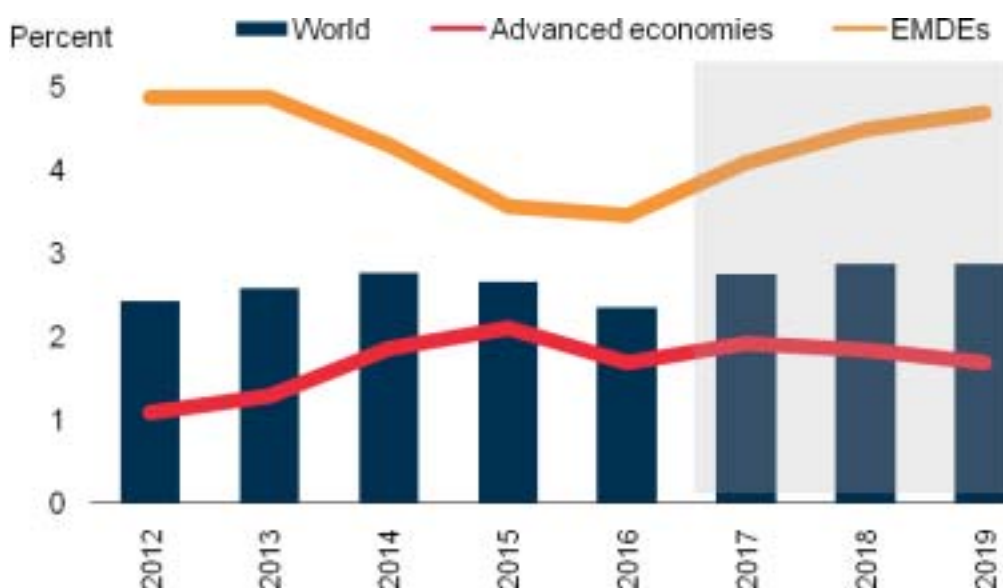
Management Discussion and Analysis Report

1. GLOBAL ECONOMIC OVERVIEW

Global growth is projected to accelerate to 2.7 percent this year and further strengthen to 2.9 percent in 2018-19, in line with previous projections. However, the world economy continues to face a number of downside risks. These include increased protectionism, heightened policy uncertainty, the possibility of financial market turbulence, and, over the longer run, weaker potential growth. These risks highlight the urgency for policymakers in emerging market and developing economies to rebuild macroeconomic policy space and implement policies that support investment and trade..

World Bank – Global Economic Prospects (Fragile Recovery)

After a lack lustrous outturn in 2016, economic activity is projected to pick up pace in 2017 and 2018, especially in emerging market and developing economies. With these caveats, aggregate growth estimates and projections for 2016–18 remain unchanged relative to the October 2016. The outlook for advanced economies has improved for 2017–18, reflecting somewhat stronger activity in the second half of 2016 as well as a projected fiscal stimulus in the United States. Growth prospects have marginally worsened for emerging market and developing economies, where financial conditions have generally tightened. Near-term growth prospects were revised up for China, due to expected policy stimulus, but were revised down for a number of other large economies—most notably India, Brazil, and Mexico.



World Economic Overview, IMF Jan 2017: (Shift in the Global Economic Landscape)

Figure 1 Global Growth

2. INDIAN ECONOMIC OVERVIEW

Against the backdrop of robust macro-economic stability, the year was marked by two major domestic policy developments, the passage of the Constitutional amendment, paving the way for implementing the transformational Goods and Services Tax (GST), and the action to demonetise the two highest denomination notes. The GST will create a common Indian market, improve tax compliance and governance, and boost investment and growth; it is also a bold new experiment in the governance of India's cooperative federalism. Demonetisation has had short-term costs but holds the potential for longterm benefits. Follow-up actions to minimize the costs and maximise the benefits include: fast, demand-driven, remonetisation; further tax reforms, including bringing land and real estate into the GST, reducing tax rates and stamp duties; and acting to allay anxieties about over-zealous tax administration. These actions would allow growth to return to trend in 2017-18, following a temporary decline in 2016-17

Economic growth of around 7.2% makes India the fastest-growing G20 economy. The acceleration of structural reforms, the move towards a rule-based policy framework and low commodity prices has provided a strong growth impetus. Recent deregulation measures and efforts to improve the ease of doing business have boosted foreign investment. According to Department of Industrial Policy and Promotion (DIPP), the total FDI investments India received during April 2016-March 2017 rose 8 per cent year-on-year to US\$ 60.08 billion, indicating that government's effort to improve ease of doing business and relaxation in FDI norms is yielding results.

The foreign exchange reserves has reached an all time high to US\$393 billion in August 2017 and is likely to cross US\$400 billion by September. The pace of forex accretion has been the strongest since 2015 and this has also been one of the strongest in Asia ex-Japan in the past 12 months.

Economic Survey: 2016-2017 Ministry of Finance

3. AUTOMOBILE INDUSTRY

3.1 Global Automotive Industry

Based on strong growth in production and sales of automobiles in the first quarter of 2017 in most of the key regions around world, there is optimism that this year will see continued gains for the global automotive industry.

The Western European car market ended the first quarter up more than 7% on the same period in 2016, recording 3.9 million new registrations. All of the five largest individual markets expanded, with Italy enjoying the strongest growth at 18%. Double digit growth was also recorded in Spain (+13%) and Germany (+11%), with the United Kingdom up 8% and France 7%. Total light vehicle production in the EU was up 3% to 5,016 million units in the first quarter of 2017. USA and Canada saw declines in vehicle production with the US slipping by 1.9% to 3,017 million and Canada down 4.5% to 601,443.

In the Asia-Pacific region, sales for the first quarter were 6.9%, ahead of the same period in 2016, with 11.37 million units or 47.5% of the global market. China performed strongly again in the first quarter with production and sales of passenger cars rising to 7.133 million and 7,002 million respectively, representing increases of 8% and 7% year-on-year. Japan reported a healthy increase of 7.9% in passenger car production in the first quarter to reach 2,200 million units; with total vehicle production, including trucks and buses, up 6.5% to 2,545 million.

Vehicle sales in Japan increased, by almost 8% in the quarter to March, reaching over 1.3 million. In India, sales of passenger cars were up 11%, when compared with the same period last year, at 803,200 vehicles. In the reporting period April 2016–March 2017 production of passenger cars and commercial vehicles in India increased by 5.8% to 4,502 million of which 3,791 million were cars.

3.2 Indian Automobile Industry

The Indian auto industry is one of the largest in the world. The industry accounts for 7.1 per cent of the country's Gross Domestic Product (GDP). The Two Wheelers segment with 81 per cent market share is the leader of the Indian Automobile market owing to a growing middle class and a young population. Moreover, the growing interest of the companies in exploring the rural markets further aided the growth of the sector. The overall Passenger Vehicle segment has 13 per cent market share.

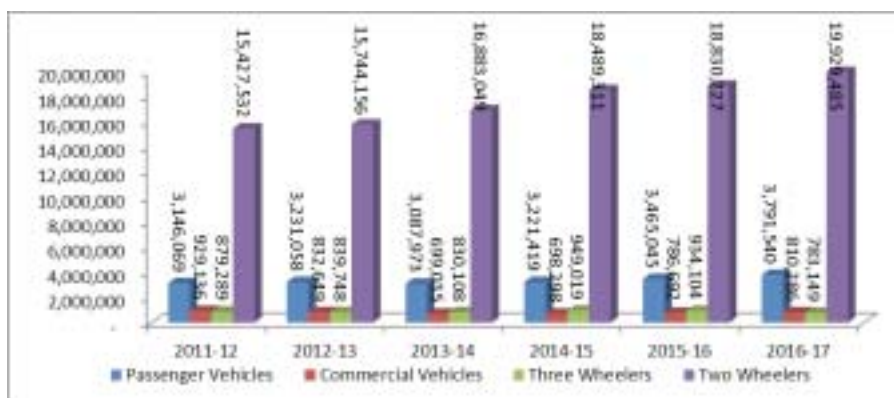


Figure 2 Automotive Production Trends

India is also a prominent auto exporter and has strong export growth expectations for the near future. In April-March 2017, overall automobile exports grew by 1.91 per cent. PV, Commercial Vehicles, and Two Wheelers registered a growth of 9.17 per cent, 3.03 per cent, and 8.29 per cent respectively during first quarter of 2017. In addition, several initiatives by the Government of India and the major automobile players in the Indian market are expected to make India a leader in the Two Wheeler and Four Wheeler market in the world by 2020.

The government aims to develop India as a global manufacturing as well as a research and development (R&D) hub. It has set up National Automotive Testing and R&D Infrastructure Project (NATRIP) centres as well as a National Automotive Board to act as facilitator between the government and the industry.

Alternative fuel has the potential to provide for the country's energy demand in the auto sector as the CNG distribution network in India is expected to rise to 250 cities in 2018 from 125 cities in 2014. Also, the luxury car market could register high growth and is expected to reach 150,000 units by 2020.

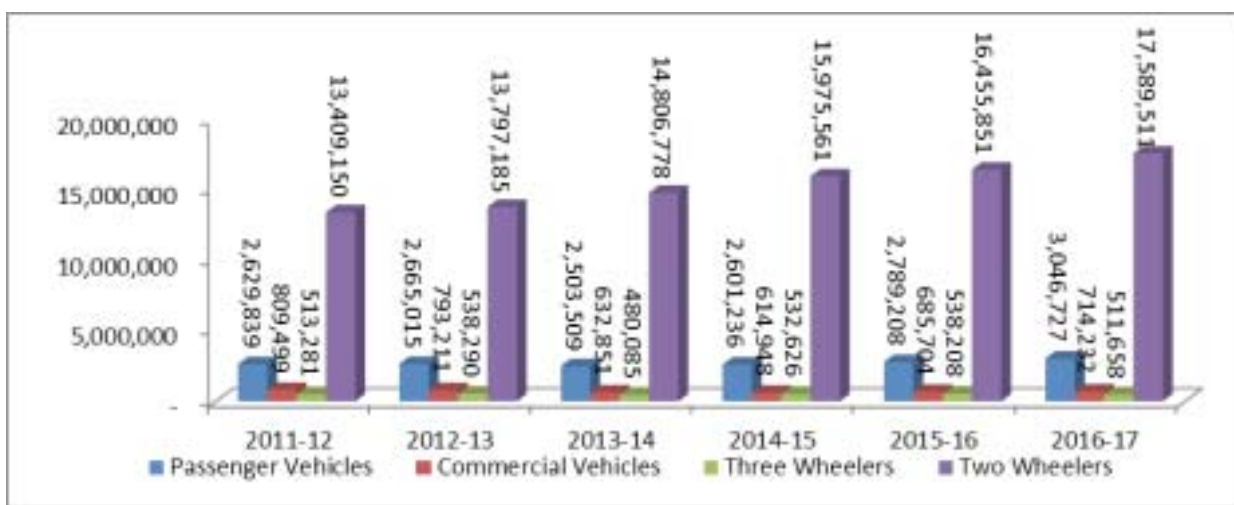


Figure 3 Domestic Sales Trends

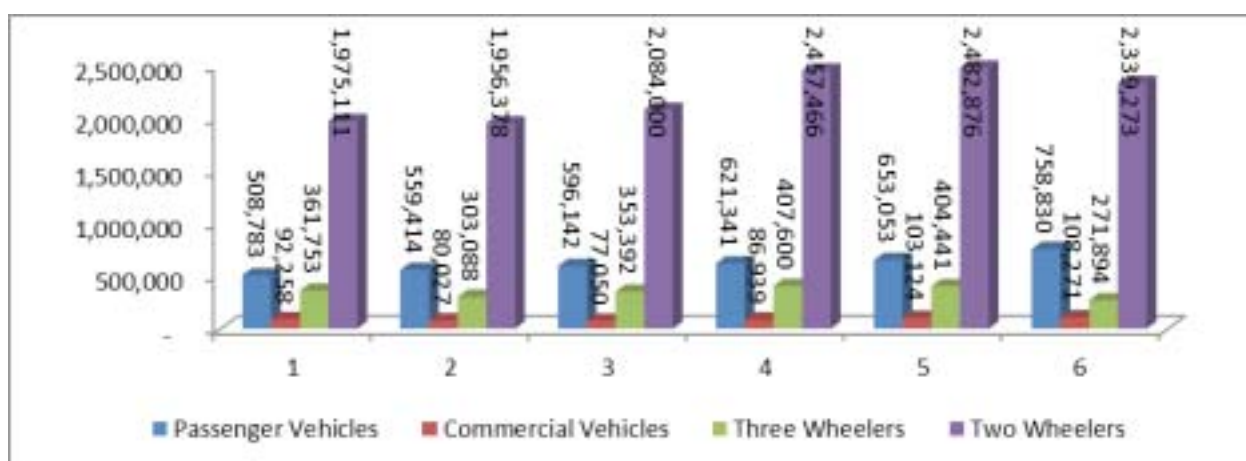


Figure 4 Exports Trends

4. AUTOMOBILE COMPONENTS INDUSTRY

The Indian auto-components industry has experienced healthy growth over the last few years. Some of the factors attributable to this include: a buoyant end-user market, improved consumer sentiment and return of adequate liquidity in the financial system.

The auto-components industry accounts for almost 7 per cent of India's Gross Domestic Product (GDP) and employs as many as 19 million people, both directly and indirectly. A stable government framework, increased purchasing power, large domestic market, and an ever increasing development in infrastructure have made India a favourable destination for investment.

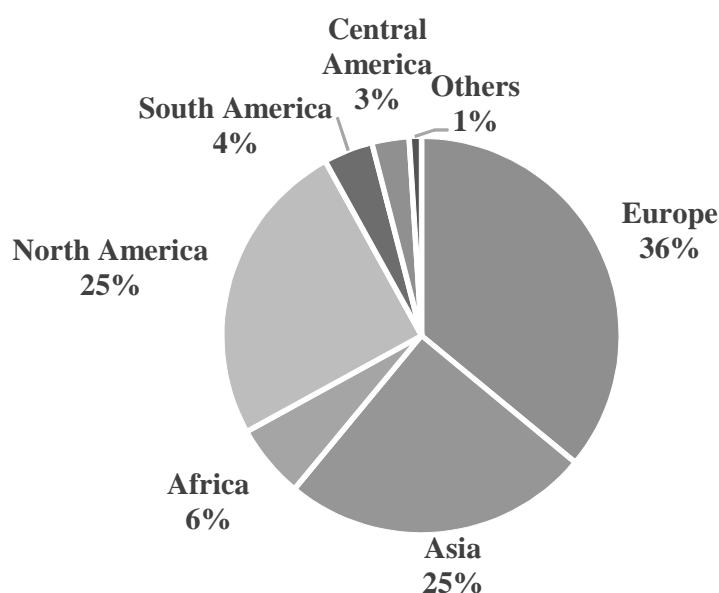


Figure 5: Indian Automotive Component Exports by Geography

Market Size

Over the last decade, the automotive components industry has scaled three times to US\$ 39 billion in 2015-16 while exports have grown even faster to US\$ 10.8 billion. This has been driven by strong growth in the domestic market and increasing globalisation (including exports) of several Indian suppliers.

The Indian Auto Component industry is expected to grow by 8-10 per cent in FY 2017-18, based on higher localisation by Original Equipment Manufacturers (OEM), higher component content per vehicle, and rising exports from India, as per ICRA Limited.

According to the Automotive Component Manufacturers Association of India (ACMA), the Indian auto-components industry is expected to register a turnover of US\$ 100 billion by 2020 backed by strong exports ranging between US\$ 80-US\$ 100 billion by 2026, from the current US\$ 11.2 billion.

The Government of India's Automotive Mission Plan (AMP) 2006–2016 has come a long way in ensuring growth for the sector. It is expected that this sector's contribution to the GDP will reach US\$ 145 billion in 2016 due to the government's special focus on exports of small cars, multi-utility vehicles (MUVs), two and three-wheelers and auto components. Separately, the deregulation of FDI in this sector has also helped foreign companies to make large investments in India. The Government of India's Automotive Mission Plan (AMP) 2016–2026 envisages creation of an additional 50 million jobs along with an ambitious target of increasing the value of the output of the sector to up to US\$ 282.65 billion.

The Indian auto-components industry is set to become the third largest in the world by 2025. Indian auto-component makers are well positioned to benefit from the globalisation of the sector as exports potential could be increased by up to four times to US\$ 40 billion by 2020 accounting for as much as 26 per cent of the market.

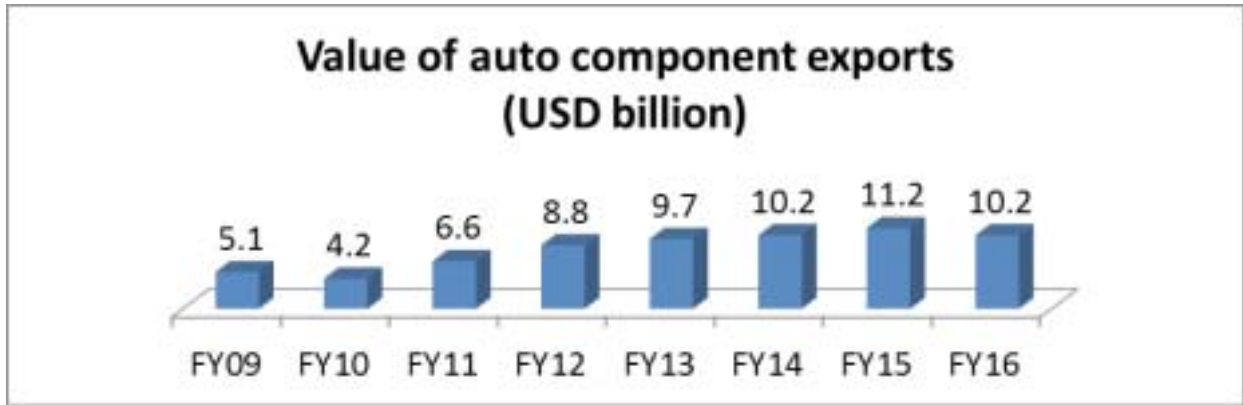


Figure 6 Indian Automotive Components Industry: Exports

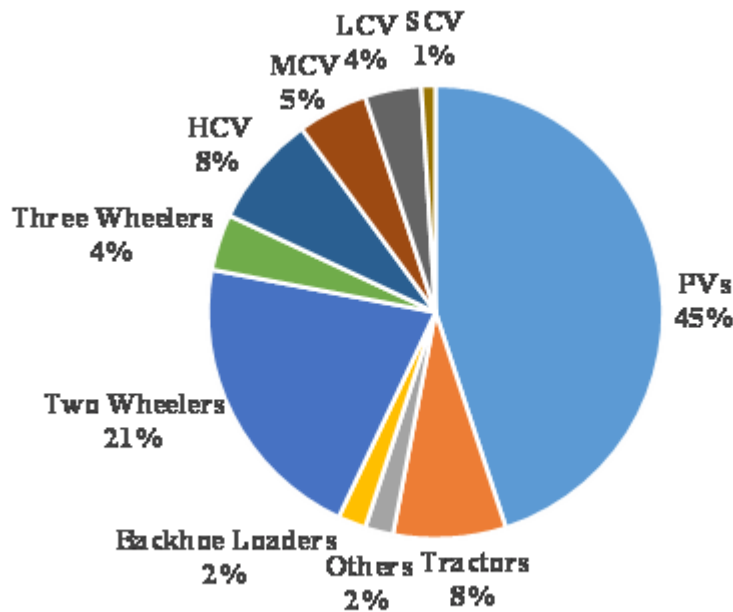


Figure 7 Indian Automotive Components Supply to OEMs by End Market

Source: ACMA

5. SWOT ANALYSIS

Strengths	Weaknesses
Geographical spread of operations in India allows proximity to a large and diversified customer base.	Automotive operations are directly dependent on general economic conditions across key global markets.
One of the Largest Forgings player in the country with vast capabilities	Signs of melting demand for Automotives industry.
One of the best metallurgical laboratory in India with availability of key machines such as spectrometer, microscope with image analyser, storohlin appartus/ ferro excel lab & precision sand testing equipment.	Shortage of availability of raw materials like steel, precious metals, petroleum products and fluctuating prices are dependent on various environmental factors and any unforeseen or sudden spike in the cost of these items could impact profitability.
Proximity to all major OEM's coupled with consistent track record of deliveries manifested by their increased levels of localisation in India	The liquidity continues to remain under stress coupled with availability of fresh working capital funds being a major challenge has led to low capacity utilisations thereby impacting profitability.
State-of-the-art in-house tool design and 3D modelling/ simulation software with key machines such as CNC, VMC etc.	
Trusted partner and strategic Tier I supplier to leading OEMs. It has well established strategic relationships most OEMs across the country and abroad.	
Well positioned to cater to growing demand of automobile industry in India coupled with a large scale of operations allowing economies of scale.	
Dedicated R&D team focused on development & acquisition of new technologies relevant for future product portfolio.	
Skilled, experienced and diversified workforce with proven credentials.	
Threats	Opportunities
Political instability, wars, terrorism, multinational conflicts, natural disasters, fuel shortages and their prices all present business risk.	Strong economic growth in India and other growth markets like China, Southeast Asia and North Africa- resultant demand for Automobiles.
Due to global integration of automobile supply chains the industry has become highly competitive with OEM's continously scanning the market for lower prices and better terms.	Indian Government's focus on improving ease of doing business with its "Make in India" initiative to transform India into a global manufacturing hub, an advantage for our Company
Changing technologies have led to shortening of life cycles of new vehicles.	GOI's emphasis on substitution of imported goods sectors such as railways and defence are expected to turn towards Indian Companies for procurement.
Imposition of additional taxes and levies designed to limit use of automobiles could adversely affect demand.	
Presence of large number of players in the automobile industry has resulted in extensive competition thus enhancing scope for eating into share of business of other players.	

6. STRATEGY AND OUTLOOK

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

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

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

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

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

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

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

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

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

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

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

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

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

8. FINANCIAL OVERVIEW

Company's performance in the twelve month period ending March 2017 is a reflection of the challenges faced by the automotive industry in India and in certain other regions internationally. In twelve months ending 31st March 2017, the revenues of the Company were Rs. 11,085 million.

EBITDA for the twelve months period before exceptional items stood at Rs. 1,750 million at a margin of 15.8%. Management remained focused on cost optimisation and value enhancement during this period.

Loss after tax with other comprehensive income for FY2017 was Rs. 6,456 million.

9. DEBT POSITION

As of March 31, 2017, the Company had debt of Rs. 34,737 million including interest thereon comprising Rs. 56 million of long term debt, and Rs. 34,681 million of short term borrowings. Cash and cash equivalents stood at Rs. 291 million, translating into net debt Rs. 34,681 million. As of March 31, 2017, Company had a Net Debt/EBITDA (Before Exceptional items) of 19.68x and Debt/Equity of 15.14x.

The Company embarked on a Debt Realignment Program at the group and Company level with its lenders last year. Significant progress has been made on this front with the support of our financial institution partners, as of the end of FY2017.

10. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

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

the trust our employees place in us is evident in our ability to retain key employees and senior executives during a challenging FY2017.

Metalyst Forgings has always enjoyed strong industrial relations. The company has a systematic grievance redressal system to further strengthen these relationships. This system encourages employees to share their views and opinion with the management. The Company reflects on this feedback and incorporates relevant changes into the existing policies, systems and processes.

During the period under review, the Company maintained a cordial relationship with its workforce. The Directors would like to place on record their appreciation and recognition towards all its employees who continue to exude confidence and commitment toward the Company.

11. STATUTORY COMPLIANCE

The Company Secretary, as Compliance Officer, ensures compliances of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Compliance certificates are obtained from various departments of the Company and the Board is informed of the same at every Board Meeting.

12. CAUTION STATEMENT

The above mentioned statements are only 'forward looking statements' based on certain assumptions and expectations. The Company's actual performance could differ materially from those expressed/projected depending upon changes in various factors. The Company does not assume any responsibility to any change(s) in forward looking statements', on the basis of subsequent developments, information or events etc.

Important developments that could affect the Company's operations include a downward trend in the domestic automotive industry, competition, rise in input costs, exchange rate fluctuations, and significant changes in the political and economic environment in India, environmental standards, tax laws, litigation and labour relations.

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

**Place : New Delhi
Date : 25.08.2017**

**Sd/-
(Yogesh Kapur)
Chairman
DIN: 00014385**

INDEPENDENT AUDITOR'S REPORT

**To the Members of
Metalyst Forgings Limited,**

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Metalyst Forgings Limited ('the Company'), which comprise the balance sheet as at 31st March 2017, the statement of profit and loss [including other comprehensive income], the statement of cash flow and the statement of changes in equity for the year ended, on that date and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the standalone Ind AS Financial Statements

The company's board of directors is responsible for the matters specified in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance [including other comprehensive income], cash flows and changes in equity of the company in accordance with the accounting principles generally accepted in India, including the Indian accounting standards [Ind AS] prescribed under section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

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

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

Basis for qualified opinion

As explained in note no. 3.12 to the standalone Ind AS financial statements regarding inventories not moved for last over one year amounting to Rs.24,235.75 Lakh. Since the company has not obtained any technical / market / commercial evaluation for the same, we are unable to comment on the realizable value of the same, which may be lower than the amount at which it has been reflected in the balance sheet.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the matters stated in the Basis for qualified opinion as given herein above, the effect of which is not ascertainable, the aforesaid standalone Ind AS financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the company as at March 31, 2017 and its loss for the year ended March 31, 2017, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in exercise of powers conferred by sub section (11) of section 143 of the act, we give in annexure A, a statement on the matters specified in paragraph 3 & 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - (a) Except for the matters described in the Basis for qualified opinion above, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, except for the matters described in Basis for qualified opinion above, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss [including other comprehensive income], the cash flow statement and the statement of changes in equity dealt with by this report are in agreement with the relevant books of account;
 - (d) In our opinion, except for the matters described in the Basis for qualified opinion above, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the relevant rules thereunder;
 - (e) In our opinion, the matters described in the Basis for qualified opinion above may have adverse effect on the functioning of the company.
 - (f) On the basis of the written representations received from the directors as on 31st March 2017 and taken on record by the board of directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (g) with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the company's internal financial controls over financial reporting; and
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements [Refer Note no. 3.27.4].
 - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

- iv. The company has provided requisite disclosures in its standalone Ind AS financial statements as to holdings as well as dealings in specified bank notes during the period from 8th November 2016 to 30th December 2016. Based on the audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the management.
[Refer Note No. 3.33]

For Manoj Mohan & Associates
Chartered Accountants
Firm's registration number: 009195C

Manoj Kumar Agarwal
[Partner]
Membership Number: 076980

Place : New Delhi
Dated : June 10, 2017

Annexure - A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2017.

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, fixed assets, according to the practice of the company, have been physically verified by the management at reasonable intervals. In our opinion, the frequency of physical verification of fixed assets is reasonable having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such physical verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (ii) We have been informed that the inventories are physically verified during the period by the management at reasonable intervals. The frequency of physical verification, in our opinion, is reasonable having regard to the size of the company and nature of its business. The discrepancies noticed on verification between the physical inventories and the book records were not material in relation to the operation of the company and the same have been properly dealt with in the books of account.
- (iii) The company, during the year, has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3(iii) of the Order is not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and security.
- (v) Since the company has not accepted any deposit from public, the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under with regard to the deposits accepted from the public are not applicable.
- (vi) The Central Government has prescribed the maintenance of cost records under section (1) of section 148 of the Companies Act, and on the basis of records produced before us for our verification; we are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. However we are neither required to carry out nor have carried out any detailed examination of such accounts & records.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has been generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues with appropriate authorities during the year ended 31st March 2017. Accordingly to the information and explanations given to us, no undisputed amount payable in respect of aforesaid dues was in arrears as at 31st March, 2017 for a period of more than six months from the date when they became payable.
- (b) According to the information and explanations given to us, and as per our verification of records of the company, the company has not paid / deposited following statutory dues on account of disputes:

S.No.	Name of Statute	Period to which it pertains	Forum where dispute is pending	Amount (Rs. In Lakh)
1	Sales tax	2010 to 2013	Excise & Taxation Officer (H.P.) and Sales Tax Tribunal, Mumbai	1,243.90
2	Excise	2002 to 2008	CESTAT & Appellate Tribunal, Mumbai	92.80
3	Income Tax	2006 to 2012	Income Tax Appellate Tribunal	184.15
TOTAL				1,520.85

- (viii) According to the information and explanations given to us and as per our verification of the records of the company, there had been delays in payment of instalments and Interest of term loans, non-convertible debentures and foreign currency loans to the banks / financial institutions, during the period. In view of the persisting defaults, entire term loans amounting to Rs. 2,32,730.46 Lakh [including interest due thereon] is under default.
- (ix) According to the information and explanations given to us, and as per our verification of the records of the company, the company, during the year, has not raised moneys by way of initial public offer or further public offer (Including debt instruments). The term loans availed by the company have been applied for the purpose for which the loans were obtained.
- (x) According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the Year ended 31st March 2017.
- (xi) According to the information and explanations give to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion, and according to the information and explanations given to us, the company is not a Nidhi company. Therefore, the provisions of Clause 3 (xii) of the Order are not applicable to the company.
- (xiii) According to the information and explanations given to us and as per our verification of the records of the company all transactions with the related parties are in compliance with the Sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and as per our verification of the records of the company, the company has made preferential allotment of 40,00,000 equity shares of Rs. 10/- each at a premium of Rs. 90/- per share to promoters and the proceeds of the same have been utilized for the purpose for which it has been raised.
- (xv) According to the information and explanations given to us, and as per our verification of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Clause 3 (xv) of the order are not applicable to the company.
- (xvi) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3 (xvi) of the order are not applicable to the company.

For Manoj Mohan & Associates
Chartered Accountants
Firm's registration number: 009195C

Manoj Kumar Agarwal
[Partner]
Membership Number: 076980

Place : New Delhi
Dated : June 10, 2017

Annexure - B to the Independent Auditors' Report

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

We have audited the internal financial controls over financial reporting of Metalyst Forgings Limited ("the Company") as of 31st March 2017 in conjunction with our audit of the standalone Ind AS financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur

and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Manoj Mohan & Associates
Chartered Accountants
Firm's registration number: 009195C

Manoj Kumar Agarwal
[Partner]
Membership Number: 076980

Place : New Delhi
Dated : June 10, 2017

BALANCE SHEET AS AT 31ST MARCH, 2017

(Rupees In Lakhs)

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
A ASSETS				
1 Non-Current Assets				
(a) Property, Plant and Equipment	3.1	2,74,840.62	2,57,820.24	2,68,445.14
(b) Capital work-in-progress	3.1	9,546.60	14,528.23	11,508.63
(c) Financial Assets				
Investments	3.2	34,706.71	34,706.71	34,706.71
Other Financial Assets	3.3	225.97	203.30	206.47
(d) Deferred Tax Assets (net)	3.4	12,585.98	-	-
(e) Other Non-current Assets	3.5	0.43	128.63	-
Sub Total-Non-Current Assets		3,31,906.31	3,07,387.11	3,14,866.95
2 Current Assets				
(a) Inventories	3.6	27,962.43	96,900.21	99,271.64
(b) Financial Assets				
Investments	3.7	-	2.02	2.78
Trade Receivables	3.8	22,856.44	37,489.38	57,541.18
Cash and Cash Equivalents	3.9	2,910.49	4,451.65	4,337.63
Other Current Financial Assets	3.10	50.93	46.90	48.61
(c) Current Tax Assets (Net)	3.11	7,324.97	7,295.48	3,707.62
(d) Other Current Assets	3.12	27,177.61	7,129.58	2,180.53
Sub Total-Current Assets		88,282.87	1,53,315.22	1,67,089.99
TOTAL-ASSETS		4,20,189.18	4,60,702.33	4,81,956.94
(B) EQUITY AND LIABILITIES				
1 Equity				
(a) Equity Share Capital	3.13	4,075.00	3,675.00	3,675.00
(b) Other Equity	3.14	18,865.04	77,425.66	1,04,650.98
Sub Total-Equity		22,940.04	81,100.66	1,08,325.98
2 Liabilities				
Non-Current Liabilities				
(a) Financial Liabilities				
Borrowings	3.15	563.31	1,24,872.49	1,22,793.29
(b) Deferred Tax Liabilities (Net)	3.4	-	12,518.35	17,393.92
(c) Provisions	3.16	1,202.13	1,065.00	975.53
(d) Other Non-Current Liabilities	3.17	35,328.66	39,066.76	37,269.96
Sub Total-Non-Current Liabilities		37,094.10	1,77,522.60	1,78,432.70
Current Liabilities				
(a) Financial Liabilities				
Borrowings	3.18	1,14,079.12	1,07,278.18	1,14,416.46
Trade Payables	3.19			
(i) Total outstanding dues of Micro enterprises & small enterprises		261.63	297.04	210.61
(ii) Total outstanding dues other than Micro enterprises & small enterprises		10,966.79	11,516.50	8,644.47
Other Financial Liabilities	3.20	2,32,762.45	81,155.62	68,846.76
(b) Other Current Liabilities	3.21	1,858.95	1,666.13	2,957.66
(c) Provisions	3.22	226.10	165.60	122.30
Sub Total-Current Liabilities		3,60,155.04	2,02,079.07	1,95,198.26
TOTAL EQUITY AND LIABILITIES		4,20,189.18	4,60,702.33	4,81,956.94

Significant Accounting Policies & Notes on Financial Statements 1 to 3.34

For and on behalf of the Board

As per our report of even date attached

For Manoj Mohan & Associates

Chartered Accountants
ICAI Firm Regd. No. 009195C

Sd/-
(Manoj Kumar Agarwal)
Partner
Membership No. - 76980

Sd/-
Shekhar Gupta
Whole Time Director

Sd/-
John Ernest Flintham
Director

Place : New Delhi
Dated : 10th June, 2017

Sd/-
Arun Maiti
Chief Financial Officer

Sd/-
Prabhleen Kaur Sethi
Company Secretary



STATEMENT OF PROFIT & LOSS PERIOD ENDED 31ST MARCH, 2017

(Rupees in Lakhs)

Particulars	Note No.	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
I. Revenue			
Revenue from operations	3.23	1,10,628.11	86,900.93
Other Income	3.24	217.27	957.43
II. Total Revenue		1,10,845.38	87,858.36
III. Expenses :			
Cost of Materials Consumed	3.25	59,360.00	76,271.78
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	3.26	19,931.36	(14,826.80)
Employee benefit expenses	3.27	5,003.79	3,889.70
Finance costs	3.27	41,185.51	19,442.88
Depreciation and amortization expenses	3.27	22,327.34	10,524.13
Other Expenses	3.27	9,049.90	6,843.05
Total Expenses		1,56,857.90	1,02,144.74
IV. Profit/(Loss) before exceptional items and tax (II-III)		(46,012.52)	(14,286.38)
V. Exceptional Items [(Income)/Expense]	3.28	44,247.65	21,690.08
VI. Profit/(Loss) before tax (IV + V)		(90,260.17)	(35,976.46)
VII. Tax expense:			
(1) Deferred tax		(25,288.26)	(4,904.19)
(2) MAT reversal		-	(3,783.69)
Total Tax Expenses		(25,288.26)	(8,687.88)
VIII. Profit/(Loss) for the period from continuing operations (VI-VII)		(64,971.91)	(27,288.58)
IX. Profit/(loss) from Discontinued operations (after tax)		-	-
X. Profit/(loss) for the period (VIII+IX)		(64,971.91)	(27,288.58)
XI. Other Comprehensive Income	3.29		
A) (i) Items that will not be reclassified to profit and loss		(84.12)	(118.74)
(ii) Income tax relating to items that will not be reclassified to profit and loss		25.99	36.46
B) (i) Items that will be reclassified to profit and loss		679.34	210.62
ii) Income tax relating to items that will be reclassified to profit and loss		(209.92)	(65.08)
Total of Other Comprehensive Income		411.29	63.26
XII. Total Comprehensive Income/(Loss) for the period (X+XI) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(64,560.62)	(27,225.32)
XIII. Earnings per equity share (for continuing operation):			
(1) Basic	3.30	(176.74)	(74.25)
(2) Diluted	3.30	(176.71)	(74.25)
XIV. Earning per equity share (for continuing & discontinued operation) :			
(1) Basic	3.30	(176.74)	(74.25)
(2) Diluted	3.30	(176.71)	(74.25)
Significant Accounting Policies & Notes on Financial Statements	1 to 3.34		

For and on behalf of the Board

As per our report of even date attached

For Manoj Mohan & Associates

Chartered Accountants

ICAI Firm Regd. No. 009195C

Sd/-

(Manoj Kumar Agarwal)

Partner

Membership No. - 76980

Place : New Delhi

Dated : 10th June, 2017

Sd/-

Shekhar Gupta

Whole Time Director

Sd/-

Arun Maiti

Chief Financial Officer

Sd/-

John Ernest Flintham

Director

Sd/-

Prabhleen Kaur Sethi

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
A CASH FLOW FROM OPERATING ACTIVITIES:		
Profit as per Profit & Loss Account (PBT)	(90,260.17)	(35,976.46)
Add: Depreciation & Amortisation	22,327.34	10,524.13
Add: Additional Depreciation	34,943.00	3,678.83
Add: Financial Expenses	41,185.51	19,442.88
Less: profit on sales of Property Plant & Equipments	(34.39)	-
Less: Interest Received & Other Income	(182.88)	(957.43)
	7,978.41	(3,288.05)
Change in Current / Non Current Liabilities:		
(Increase)/Decrease in Inventories	68,937.78	2,371.43
(Increase)/Decrease in Trade Receivables	14,632.94	20,051.80
(Increase)/Decrease in Other Non-Current Assets	105.53	(125.46)
(Increase)/Decrease in Other Current Assets	(20,052.06)	(4,735.62)
(Increase)/Decrease in Trade Payable	(585.12)	2,958.46
Increase/(Decrease) in Current Liabilities	253.28	(1,248.23)
Increase/(Decrease) in Non Current Liabilities & Provisions	(360.00)	(129.49)
Cash generation from operations activities	70,910.76	15,854.84
Direct Tax Paid	(29.49)	(15.89)
Cash flow before extraordinary items	70,881.27	15,838.95
Cashflow from extraordinary items	-	-
Net cash from operating activities	70,881.27	15,838.95
B CASH FLOW FROM INVESTING ACTIVITIES		
Addition to Fixed Assets	(74,313.07)	(3,633.08)
Adjustment in Capital work in progress	4,981.63	(3,171.37)
Interest Received & Other income	182.88	957.43
Proceed from sale of fixed assets	112.08	-
(Purchase) / Sales of investments (Net)	2.02	(0.00)
Net Cash from Investing activities	(69,034.46)	(5,847.02)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Equity Share Capital & Share Premium	4,000.00	-
Proceeds from issue of Share Warrants	2,400.00	-
Proceeds from promoter contribution	(3,425.45)	1,873.24
Disbursement of Long term borrowing	15,586.84	18,907.21
Repayment of Long Term borrowing	(6,282.56)	(12,733.97)
Disbursement / Repayment of Short Term borrowings	6,800.94	(438.28)
Finance Charges Paid	(22,467.74)	(17,486.11)
Net Cash from financing activities	(3,387.97)	(9,877.91)
Net cash flows during the year (A+B+C)	(1,541.16)	114.02
Cash & cash equivalents (opening balance)	4,451.65	4,337.63
Cash & cash equivalents (closing balance)	2,910.49	4,451.65

NOTES TO CASH FLOW STATEMENT

- The above statement has been prepared under indirect method except in case of dividend which has been considered on the basis of actual movement of cash with corresponding adjustments of assets and liabilities.
- Cash & Cash Equivalents include cash & bank balances only.
- Previous period figures have been regrouped/ recast wherever considered necessary.
- The Closing Cash Balance includes Rs. 1704.91 Lakhs (Previous year Rs. 919.44 Lakhs) as margin money against Bank Gurantees's/Letter of credit etc. and earmarked balances.

We have examined the above cash flow statement of Metalyst Forging Limited for the year ended 31st March, 2017 and verify that it has been derived from the audited accounts (and underlying records) of the company reported on by us as per our report.

For and on behalf of the Board

As per our report of even date attached
For Manoj Mohan & Associates
Chartered Accountants
ICAI Firm Regd. No. 009195C

Sd/-
(Manoj Kumar Agarwal)
Partner
Membership No. - 76980

Place : New Delhi
Dated : 10th June, 2017

Sd/-
Shekhar Gupta
Whole Time Director

Sd/-
Arun Maiti
Chief Financial Officer

Sd/-
John Ernest Flintham
Director

Sd/-
Prabhleen Kaur Sethi
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS

1. Company Overview and Significant Accounting Policies

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

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

2. Significant Accounting Policies

2.1 Statement of Compliance

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

There is a possibility that these standalone financial statements and comparatives may require adjustment due to changes in financial reporting requirements arising from new or revised standards or interpretations issued by MCA or ICAI.

2.2 Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (IND AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values; the provisions of the Companies Act, 2013 ('Act') (to the extent notified and applicable); and guidelines issued by the Securities and Exchange Board of India (SEBI). The IND AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The company has adopted all notified Indian Accounting standards to the extent applicable. The adoption was carried out in accordance with IND AS 101 (First time adoption of Indian Accounting Standards). The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarized in notes.

Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.3 Use of estimates

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

2.3.1 Useful lives of property, plant and equipment

The company reviews the useful life of property, plant and equipment at the end of each reporting period or more frequently. This reassessment may result in change in depreciation expense in future periods.

2.3.2 Valuation of deferred tax assets / liabilities

The company reviews the carrying amount of deferred tax assets / liabilities at the end of each reporting period. The policy for the same has been explained under Note 2(i).

2.3.3 Provisions and contingent liabilities

A provision is recognised when the company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

2.4 Revenue Recognition

Revenue is measured at fair value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.

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

- All Expenses and income are accounted on accrual basis.

2.5 Employee benefits

● Long - Term Employee Benefits

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

● Short-Term Employee Benefits

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

2.6 Borrowing costs

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

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

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

2.7 Depreciation & amortisation

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

Leasehold assets are amortised equally over the period of their lease.

2.8 Impairment of Assets

i) Financial assets (other than at fair value)

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

(i) Non-financial assets

a) Property, Plant & equipment and Intangible Assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit or loss.

b) Investment in subsidiaries

Investment held by the company as on the date of transition date i.e. 01.10.2015 is valued at cost. Investments made in subsidiaries, after the transition date, have been valued at Fair Value Through Other Comprehensive Income [FVTOCI].

c) Investment in associates / Joint Ventures

Investment held by the company in associates / joint ventures as on the date of transition date i.e. 01.10.2015 is valued at cost. Investments made in associates / joint ventures, after the transition date, have been valued at Fair Value Through Other Comprehensive Income [FVTOCI].

d) Investment - Others

Current Investments

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

Non-Current Investments

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

2.9 Income taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

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

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

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

2.10 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation /amortization and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The cost of property, plant & equipment also includes initial estimates of dismantling cost and restoring the site to its original position, on which the site is located. For transition to IND AS, the company has elected to continue with carrying value of all its property, plant and equipment recognized as on 01.10.2015 measured as per the previous GAAP in accordance with the principles of Part B of Schedule II of the Companies Act, 2013.

2.11 Financial instruments

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

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

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

De-recognition of financial instruments

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

2.12 Borrowings

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

Preference shares are separated into liability and equity components based on the terms of the issue / contract. On issuance of the preference shares, the fair value of the liability component is determined using a market rate for an equivalent instrument. This amount is classified as financial liability and is measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is recognised and included in equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the equity component is not re-measured in subsequent years.

2.13 Investments

a) Investment in subsidiaries

Investment held by the company in subsidiaries as on the date of transition date i.e. 01.10.2015 is valued at cost. Investments made in subsidiaries, after the transition date, have been valued at Fair Value Through Other Comprehensive Income [FVTOCI].

b) Investment in associates / Joint Ventures

Investment held by the company in associates / joint ventures as on the date of transition date i.e. 01.10.2015 is valued at cost. Investments made in associates / joint ventures, after the transition date, have been valued at Fair Value Through Other Comprehensive Income [FVTOCI].

c) Investment - Others

Current Investments

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

Non-Current Investments

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

2.14 Provisions

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

2.15 Inventories

- Raw Materials and Goods under process are valued at cost (Net of provision for diminution) or *Net Realizable value, whichever is lower.
- Waste and Scrap is valued at Net Realizable Value.
- Cost of inventories of Raw Materials and stores and Spares is ascertained on FIFO basis.
- Cost of goods under process comprise of cost of materials and proportionate production overhead. Cost of material for this purpose is ascertained on FIFO basis.
- Provision for obsolescence in inventories is made, whenever required.
- *Net Realizable Value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

2.16 Earnings per equity share

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

2.17 Dividends

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

2.18 Leases

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

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

Statement of Changes in Equity for the period ended 31st March, 2017

OTHER EQUITY
A. Equity Share Capital

(Rupees in Lakhs)

Balance as at 01.10.2015	Changes during the Period	Balance as at 31.03.2016
3675.00	-	3675.00
Balance as at 01.04.2016	Changes during the Period	Balance as at 31.03.2017
3675.00	400.00	4075.00

B. Other Equity

(Rupees in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income (OCI)					Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Equity Component of Compound Financial Instruments (Preference Share)	Remeasurement of Net Defined Employee Benefits	Investments through OCI	Debt Instruments through OCI	Money received against share warrants	
As at 01.04.2016	993.67	18,509.30	69,974.64	(15,645.16)	3,529.06	(81.52)	0.13	145.54	-	77,425.66
Total Comprehensive Income for the year	-	-	-	(64,971.91)	-	(58.13)	-	469.42	-	(64,560.62)
Transfer to retained earning	-	-	-	0.13	-	-	(0.13)	-	-	-
Premium on Equity Shares Issued during the year	-	3,600.00	-	-	-	-	-	-	-	3,600.00
Shares Warrants Issued during the year	-	-	-	-	-	-	-	-	2400.00	2400.00
As at 31.03.2017	993.67	22,109.30	69,974.64	(80,616.94)	3,529.06	(139.65)	0	614.96	2,400.00	18,865.04

Particulars	Reserves and Surplus				Other Comprehensive Income (OCI)					Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Equity Component of Compound Financial Instruments (Preference Share)	Remeasurement of Net Defined Employee Benefits	Investments through OCI	Debt Instruments through OCI	Money received against share warrants	
As at 01.10.2015	993.67	18,509.30	69,974.64	11,643.42	3,529.06	-	0.89	-	-	104,650.98
Total Comprehensive Income for the year	-	-	-	(27,288.58)	-	(81.52)	(0.76)	145.54	-	(27,225.32)
As at 31.03.2016	993.67	18,509.30	69,974.64	(15,645.16)	3,529.06	(81.52)	0.13	145.54	-	77,425.66

Particulars	Reserves and Surplus				Other Comprehensive Income (OCI)					Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Equity Component of Compound Financial Instruments (Preference Share)	Remeasurement of Net Defined Employee Benefits	Investments through OCI	Debt Instruments through OCI	Money received against share warrants	
As at 01.10.2015	993.67	22,375.07	69,974.64	11,030.89	-	-	-	-	-	104,374.27
Restated balance at the beginning of the reporting period	-	(3,865.77)	-	612.53	3,529.06	-	0.89	-	-	276.71
As at 01.10.2015	993.67	18,509.30	69,974.64	11,643.42	3,529.06	-	0.89	-	-	104,650.98

For and on behalf of the Board

As per our report of even date attached
For Manoj Mohan & Associates
Chartered Accountants
ICAI Firm Regd. No. 009195C

Sd/-
(Manoj Kumar Agarwal)
Partner
Membership No. - 76980

Place : New Delhi
Dated : 10th June, 2017

Sd/-
Shekhar Gupta
Whole Time Director

Sd/-
Arun Maiti
Chief Financial Officer

Sd/-
John Ernest Flintham
Director

Sd/-
Prahleen Kaur Sethi
Company Secretary

METALYST

METALYST FORGINGS LIMITED
(Formerly Known As Ahmednagar Forgings Limited)

Note No: 3.1 Property, Plant and Equipment

(Rupees in Lakhs)

Particulars	Land-Freehold	Building	Plant and Equipment	Furnitures & Fixtures	Vehicles	Office Equipment	Data Processing Units	Total	Capital Work in Progress
Carrying Value									
As at 01.10.2015 (A)	5,031.78	19,285.34	238,429.60	1,195.08	116.15	4,282.52	104.67	268,445.14	
Additions	80.84	937.37	2,599.95	0.45	11.13	7.43	-	3,637.17	
Disposals	-	-	59.11	-	-	-	-	59.11	
As at 31.03.2016 (B)	5,112.62	20,222.71	240,970.44	1,195.53	127.28	4,289.95	104.67	272,023.20	
Additions	3.93	21.55	74,329.76	1.94	-	0.28	10.95	74,368.41	
Disposals	73.25	-	4.73	1.13	-	0.19	-	79.30	
As at 31.03.2017 (C)	5,043.30	20,244.26	315,295.47	1,196.34	127.28	4,290.04	115.62	346,312.31	
Depreciation									
As at 01.10.2015 (D)	-	-	-	-	-	-	-	-	-
Provided during the period*	-	213.71	9,733.89	74.22	12.66	396.01	93.64	10,524.13	
Written back during the period	-	-	-	-	-	-	-	-	-
Adjustments*	-	-	3,678.83	-	-	-	-	3,678.83	
As at 31.03.2016 (E)	-	213.71	13,412.72	74.22	12.66	396.01	93.64	14,202.96	
Provided during the period*	-	771.28	19,305.59	165.97	24.13	2,040.87	19.50	22,327.34	
Written back during the period	-	-	1.40	0.17	-	0.04	-	1.61	
Adjustments*	-	-	34,943.00	-	-	-	-	34,943.00	
As at 31.03.2017 (F)	-	984.99	67,662.71	240.36	36.79	2,436.92	113.14	71,471.69	
Net Carrying Value									
As at 31.03.2017 (C-F)	5,043.30	19,259.27	247,632.76	955.98	90.49	1,853.12	2.48	274,840.62	9,546.60
As at 31.03.2016 (B-E)	5,112.62	20,009.00	227,557.72	1,121.31	114.62	3,893.94	11.03	257,820.24	14,528.23
As at 01.10.2015 (A-D)	5,031.78	19,285.34	238,429.60	1,195.08	116.15	4,282.52	104.67	268,445.14	11,508.63

*During the period under review, additional Depreciation has been charged on account of review of residual useful life of certain items of Plant and Machinery. This has been done keeping in view the internal assessment done by the technical team of the company.

Reconciliation of Property, Plant and Equipment between previous GAAP and Ind AS is as under:

(Rupees in Lakhs)

Particulars	As at 31.03.2016	As at 01.10.2015
A) Property, Plant and Equipment as per previous GAAP	2,57,386.73	2,67,934.58
B) Effects of transition of Ind AS on Property, Plant and Equipment:		
i) Adjustment of for Depreciation on Dismantling	(22.03)	-
ii) Adjustment of for Cost of Dismantling	514.65	510.56
iii) Reversal of Exchange Fluctuation	(59.11)	-
Property, Plant and Equipment as per Ind AS	Total	2,57,820.24
		2,68,445.14

Reconciliation of Capital Work-in-progress between previous GAAP and Ind AS is as under:

(Rupees in Lakhs)

Particulars	As at 31.03.2016	As at 01.10.2015
A) Capital Work-in-progress as per previous GAAP	14,680.00	11,508.53
B) Effects of transition of Ind AS on Capital Work-in-progress:		
i) Adjustment of Processing Fees on Borrowings	(151.77)	-
Capital Work-in-progress as per Ind AS	Total	14,528.23
		11,508.63

NON-CURRENT FINANCIAL ASSETS

Note No : 3.2 INVESTMENTS

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Investment in Equity Instrument			
Quoted-Long Term Trade at Cost			
Quoted-Long Term Trade at cost			
1,00,000 (1,00,000 in FY 16), (1,00,000 in FY 15) Equity shares of Rs.10/- each of Grapco Mining & Co.Ltd	13.00	13.00	13.00
1,03,100 (1,03,100 in FY 16), (1,03,100 in FY 15) Equity shares of Rs.10/- each of Global Infrastructure Technologies Ltd	54.86	54.86	54.86
3500 (3,500 in FY 16), (3500 in FY 15) Equity shares of Rs. 2/- each of Sanghvi Movers Ltd	0.60	0.60	0.60
5,000 (5000 in FY 16), (5000 in FY 15) Equity shares of Rs.10/- each of Good Value Marketing Ltd.	2.00	2.00	2.00
6,15,00,000 (6,15,00,000 in FY 16), (6,15,00,0000 in FY 15) Equity shares of Rs. 2/- each of Castex Technologies Ltd	34,347.75	34,347.75	34,347.75
Unquoted - Long Term Trade at Cost			
50,000 (50,000 in FY 16), (50,000 in FY 15) Equity shares of Rs.10/- each of Photon Biotech Ltd	12.00	12.00	12.00
10,000 (10,000 in FY 16), (10,000 in FY 15) Equity shares of Rs. 10/- each of SICOM Ltd	8.00	8.00	8.00
5,000 (5000 in FY 16), (5000 in FY 15) Equity shares of Rs. 10/- each of Alliance Hydro Power Ltd.	0.50	0.50	0.50
1000 (1000 in FY 16), (1000 in FY 15) Equity shares of Rs. 10 /- each of COSMOS bank	1.00	1.00	1.00
45,000 (45,000 in FY 16), (45,000 in FY 15) Equity Shares of Rs.10/- each of Blaze Spare Parts (P) Ltd.	45.00	45.00	45.00
45,000 (45,000 in FY 16), (45,000 in FY 15) Equity Shares of Rs.10/- each of Gagandeep Steel & Alloys (P) Ltd.	45.00	45.00	45.00
45,000 (45,000 in FY 16), (45,000 in FY 15) Equity Shares of Rs.10/- each of Aaron Steel & Alloys (P) Ltd.	45.00	45.00	45.00
45,000 (45,000 in FY 16), (45,000 in FY 15) Equity Shares of Rs.10/- each of Neelmani Engine Components (P) Ltd.	45.00	45.00	45.00
53,571 (53,571 in FY 16), (53,571 in FY 15) Equity Shares of Rs.10/- each of Asta Motorcycles & Scooter India Ltd.	45.00	45.00	45.00
42,000 (42,000 in FY 16), (42,000 in FY 15) Equity Shares of of Rs.10/- each Domain Steel & Alloys (P) Ltd.	42.00	42.00	42.00
Total	34,706.71	34,706.71	34,706.71

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Aggregate Value of Quoted Investment	34,418.21	34,418.21	34,418.21
Aggregate Value of Unquoted Investment	288.50	288.50	288.50
Market Value Of Quoted Investment (Castex Technologies Limited & Sanghavi Movers Limited only)	4,934.68	3,269.48	13,571.91

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

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

Note No: 3.3 OTHER FINANCIAL ASSETS

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Security Deposits	225.97	203.30	206.47
Total	225.97	203.30	206.47

Note No: 3.4 DEFERRED TAX ASSETS (NET)

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Deferred Tax Liabilities			
On account of depreciation of Property, Plant and Equipment	(23,350.44)	(32,125.88)	(25,082.61)
	(23,350.44)	(32,125.88)	(25,082.61)
Deferred Tax Assets			
On account of carry forward losses/amortisation of expenses	35,936.42	19,607.53	7,688.69
	35,936.42	19,607.53	7,688.69
Total Deferred Tax Assets/(Liabilities)	12,585.98	(12,518.35)	(17,393.92)

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

Reconciliation of Deferred Tax between previous GAAP and Ind AS is as under:

(Rupees in Lakhs)

Particulars	As at 31.03.2016	As at 01.10.2015
A) Deferred Tax as per previous GAAP	(12,549.75)	(17,393.92)
B) Effects of transition of Ind AS on Deferred Tax:		
On Items of Profit & Loss	60.02	—
On Items of OCI	(28.62)	—
Deferred Tax as per Ind AS	(12,518.35)	(17,393.92)
Total	(12,518.35)	(17,393.92)

Note No: 3.5 OTHER NON-CURRENT ASSETS

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Capital Advances	0.43	128.63	–
Total	0.43	128.63	–

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

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Inventories*			
Raw Materials	14,122.95	36,847.83	32,737.74
Work in Progress**	4,829.69	50,727.32	48,151.46
Finished Goods	21.40	23.81	82.07
Stores, Spares & Dies**	8,975.61	9,280.15	17,994.39
Scrap	5.45	7.31	305.98
Goods - in - Transit	7.33	13.79	–
Total	27,962.43	96,900.21	99,271.64

*Refer Point No. 2.15 of Significant Accounting Policies for Mode of valuation of inventories.

**During the period under review, the company has scrapped work in progress inventory valued at Rs. 9304.65 Lakhs (Previous year Rs 12607.87 lakhs on account of obsolescence of work in progress and Rs 5403.38 lakhs of inventory of Moulds, Dies and spares were scrapped on account of obsolescence)

Note No: 3.7 INVESTMENTS

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
(i) Investment in Equity Instrument			
Quoted			
NIL (7,014 in FY 16) (7,014 in FY 15) Equity Shares of Rs.10/- each of Dena Bank	–	2.02	2.78
Total	–	2.02	2.78

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Aggregate Value of Quoted Investment	–	2.07	2.78
Market Value Of Quoted Investment	–	2.07	2.78

Reconciliation of Current Investment between previous GAAP and Ind AS is as under: *(Rupees in Lakhs)*

Particulars	As at 31.03.2016	As at 01.10.2015
A) Current Investment as per previous GAAP	1.89	1.89
B) Effects of transition of Ind AS on Current Investment:		
i) Adjustment for Market Value of the Current Investments	0.13	0.89
Current Investment as per Ind AS	2.02	2.78
Total	2.02	2.78

Note No: 3.8 TRADE RECEIVABLES *(Rupees in Lakhs)*

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
– Unsecured, considered good			
Outstanding for more than six months	398.26	1,986.33	4,557.10
Outstanding for less than six months	22,458.18	35,503.05	52,984.08
Total	22,856.44	37,489.38	57,541.18

Note No: 3.9 CASH AND CASH EQUIVALENTS* *(Rupees in Lakhs)*

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Cash On Hand	114.80	160.75	153.91
Balance with Schedule Banks:			
Current Accounts	418.27	3,247.31	2,918.73
Fixed Deposits (Maturing within 12 Months)	672.51	124.15	944.49
Fixed Deposits (held as margin money against Letter of Credits/Bank Guarantees)	1,672.93	887.42	288.48
Earmarked Balances			
Balance in unpaid dividend Account	31.98	32.02	32.02
Total	2,910.49	4,451.65	4,337.63

* Cash and cash equivalents, as on 31st March 2017, 31st March 2016 and 1st October 2015 includes restricted bank balances of Rs. 1,704.91 Lakhs, Rs. 919.44 Lakhs and Rs. 320.50 Lakhs respectively. The restriction is primarily on account of cash and bank balances held as margin money deposited against guarantee/LC's issued by bank and earmarked balances.

Note No: 3.10 OTHER CURRENT FINANCIAL ASSETS *(Rupees in Lakhs)*

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Staff Advance	12.91	13.52	20.54
Interest Accrued on Deposits	38.02	33.38	28.07
Total	50.93	46.90	48.61

Note No: 3.11 CURRENT TAX ASSETS (NET)

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Advance Tax & TDS (Net)	66.67	37.18	300.00
MAT Credit Entitlement	7,258.30	7,258.39	3,407.62
Total	7,324.97	7,295.48	3,707.62

Note No: 3.12 OTHER CURRENT ASSETS

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Loans & Advances recoverable in cash or in kind or for value to be received*			
Unsecured, Considered Good :	2,941.86	7,129.58	2,180.53
Inventories not moved for over one year**			
-Work-in-Progress	16,665.89	-	-
-Stores, Spares & Dies	7,569.86	-	-
Total	27,177.61	7,129.58	2,180.53

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

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

Note No: 3.13 SHARE CAPITAL

AUTHORISED SHARE CAPITAL

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
5,00,00,000 (4,00,00,000 in FY 16), (4,00,00,000 in FY 15) Equity Shares, Rs. 10/- Par Value	5,000.00	4,000.00	4,000.00
20,00,000 (20,00,000 in FY 16), (20,00,000 in FY 15) Preference Shares, Rs. 10/- Par Value	200.00	200.00	200.00
Total	5,200.00	4,200.00	4,200.00

ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
4,07,50,000 (3,67,50,000 in FY 16), (3,67,50,000 in FY 15) Equity Shares, fully paid-up of Rs. 10/- Par Value	4,075.00	3,675.00	3,675.00
Total	4,075.00	3,675.00	3,675.00

Note No: 3.13.1 The reconciliation of the number of shares outstanding and the amount of share capital as at 31.03.2017,31.03.2016 and 01.10.2015 is set out below:

EQUITY SHARES (Rupees in Lakhs)

Particulars	As at 31.03.2017		As at 31.03.2016		As at 01.10..2015	
	Number of	Amount	Number of	Amount	Number of	Amount
	Shares		Shares		Shares	
Number of shares at the beginning	3,67,50,000	3,675.00	3,67,50,000	3,675.00	3,67,50,000	3,675.00
Add: Shares Issued during the year	40,00,000	400.00	–	–	–	–
Number of Shares at the end	4,07,50,000	4,075.00	3,67,50,000	3,675.00	3,67,50,000	3,675.00

PREFERENCE SHARES* (Rupees in Lakhs)

Particulars	As at 31.03.2017		As at 31.03.2016		As at 01.10.2015	
	Number of	Amount	Number of	Amount	Number of	Amount
	Shares		Shares		Shares	
Number of shares at the beginning	13,42,280	134.23	13,42,280	134.23	13,42,280	134.23
Add: Shares Issued during the year	–	–	–	–	–	–
Number of Shares at the end	13,42,280	134.23	13,42,280	134.23	13,42,280	134.23

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

Note No: 3.13.2 Rights, preferences and restrictions attached to Shares

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

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

Note : 3.13.3 Details of Shareholders Holding more than 5% Share Capital

Particulars	As at 31.03.2017		As at 31.03.2016		As at 01.10.2015	
	Number of Shares	% of Holding	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity Shares						
Amtek Auto Ltd.	22,104,492	54.24%	18,104,492	49.26%	18,104,492	49.26%
HDFC Trustee Co. Ltd.						
HDFC Prudence Fund			2,179,631	5.93%	2,179,631	5.93%
Preference Shares						
Amtek Auto Ltd.	1,342,280	100.00%	1,342,280	100.00%	1,342,280	100.00%

Note No: 3.14 OTHER EQUITY

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
(A) Capital Reserve			
Opening Balance as on 01.04.2016	993.67	993.67	993.67
Addition/(deduction) during the period (net)	–	–	–
Closing Balance as on 31.03.2017	993.67	993.67	993.67
(B) Securities Premium Reserve			
Opening Balance as on 01.04.2016	18,509.30	18,509.30	22,375.07
Addition/(deduction) during the period (net)	3,600.00	–	(3,865.77)
Closing Balance as on 31.03.2017	22,109.30	18,509.30	18,509.30
(C) General Reserve			
Opening Balance as on 01.04.2016	69,974.64	69,974.64	69,974.64
Addition/(deduction) during the period (net)	–	–	–
Closing Balance as on 31.03.2017	69,974.64	69,974.64	69,974.64
(D) Retained Earnings			
Opening Balance as on 01.04.2016	(15,645.16)	11,643.42	11,030.89
(i) Restated balance at the beginning of the reporting period	–	–	612.53
(ii) Profit/ (Loss) for the period	(64,971.91)	(27,288.58)	–
(iii) realised (losses)/gain on equity shares carried at fair value through OCI	0.13	–	–
Closing Balance as on 31.03.2017	(80,616.94)	(15,645.16)	11,643.42
(E) Other Comprehensive Income (OCI)			
(i) Remeasurement of Net Defined Employee Benefits Obligation	(139.65)	(81.52)	–
(ii) Investments through OCI	–	0.13	0.89
(iii) Debt Instruments through OCI	614.96	145.54	–
(iv) Equity Component of Compound Financial Instruments (Preference Shares)	3,529.06	3,529.06	3,529.06
Closing Balance as on 31.03.2017	4,004.37	3,593.21	3,529.95
(F) Money received against share warrants			
(i) Opening Balance as on 01.04.2016	–	–	–
(ii) Addition/(deduction) during the period (net)	2,400.00	–	–
Closing Balance as on 31.03.2017	2,400.00	–	–
Closing Balance as on 31.03.2017 Grand Total (A+B+C+D+E+F)	18,865.04	77,425.66	1,04,650.98

Note No: 3.15 BORROWINGS

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
SECURED LOANS			
Term Loan			
– From Banks & Financial Institutions*	–	1,24,372.58	1,22,322.35
UNSECURED LOANS			
Liability component of Preference Share Capital			
0.1% Non Cumulative Redeemable Preference Shares, Rs.10/- Par Value 13,42,280 (13,42,280 in FY 16) (13,42,280 in FY 15)			
Preference Shares, Fully paid up	563.31	499.91	470.94
Total	563.31	124,872.49	122,793.29

Reconciliation of Borrowings between previous GAAP and Ind AS is as under:

(Rupees in Lakhs)

Particulars	As at 31.03.2016	As at 01.10.2015
A) Borrowings as per previous GAAP	125,032.31	122,934.88
B) Effects of transition of Ind AS on Borrowings:		
i) Adjustment of Finance Cost	(659.73)	(612.53)
ii) Liability Component of Preference Share Capital	499.91	470.94
Borrowings as per Ind AS	124,872.49	122,793.29
Total	124,872.49	122,793.29

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

Note No: 3.16 PROVISIONS

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
(i) Provision for Employee Benefits			
Gratuity	395.79	395.33	305.07
Leave Encashment	170.88	134.57	159.90
(ii) Others			
Dismantling	635.46	535.10	510.56
Total	1,202.13	1,065.00	975.53

Reconciliation of Provisions between previous GAAP and Ind AS is as under:

(Rupees in Lakhs)

Particulars	As at 31.03.2016	As at 01.10.2015
A) Provisions as per previous GAAP	529.90	464.97
B) Effects of transition of Ind AS on Long Term Provisions:		
i) Adjustment of Provision for Dismantling	535.10	510.56
Provisions per Ind AS	1,065.00	975.53
Total	1,065.00	975.53

Note No: 3.17 OTHER NON-CURRENT LAIBILITIES

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Promoter Contribution (In terms of Corrective Action Plan approved by Joint lender's forum (JLF))	447.79	3,873.24	2,000.00
Other long term Liabilities	34,347.75	34,347.75	34,347.75
Sales Tax Deferment Obligations	533.12	845.77	922.21
Total	35,328.66	39,066.76	37,269.96

Note No: 3.18 BORROWINGS

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Loans Repayable on Demand			
(i) Bank Borrowings for Working Capital – From Banks*	114,079.12	107,278.18	106,522.88
(ii) Corporate Loan – From Banks & Financial Institutions	–	–	2,300.00
UNSECURED LOANS			
– From Banks	–	–	5,593.58
Total	114,079.12	107,278.18	114,416.46

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

Note No: 3.19 TRADE PAYABLES

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
(A) Total outstanding dues of micro and small enterprises (as per intimation received from vendors)			
(a) The principle amount relating to micro and small enterprises	261.63	297.04	210.61
(b) The Interest amount due but not paid	–	–	–
(c) The amount of the interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.	–	–	–
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	–	–	–
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	–	–	–
(f) the amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure u/s 23 of Micro, Small and Medium Enterprises Development Act, 2006.	–	–	–
(B) Total outstanding dues of creditor other than micro and small enterprises	10,966.79	11,516.50	8,644.47
Total	11,228.42	11,813.54	8,855.08

*Trade Payable includes Bills Payable

Note No: 3.20 OTHER FINANCIAL LIABILITIES

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Current Maturity of Long Term Borrowings	–	44,584.65	48,741.29
Loan Instalments Due but not paid	–	30,687.24	15,724.94
Term Debt/ECB From Banks & Financial Institutions*	209,233.72	–	–
Interest Accrued but not due on borrowings	50.87	58.74	176.47
Interest Accrued and due on borrowings**	23,445.87	5,792.96	4,172.03
Unpaid Dividends	31.99	32.03	32.03
Total	232,762.45	81,155.62	68,846.76

*Since all term loans have become payable on demand in view of defaults in repayment of instalments/part of interest, entire term loan has been shown as current liabilities.

**Provision made for interest on coupon rate for which contribution/debit advice not available.

Note No: 3.21 OTHER CURRENT LIABILITIES

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Current maturities of Sales Tax Deferment obligations	149.88	–	128.04
Expenses Payable	664.68	909.75	2,045.78
Statutory Dues	232.61	34.95	259.83
Capex Trade Payable	92.35	59.80	–
Other Liabilities	719.43	661.63	524.01
Total	1,858.95	1,666.13	2,957.66

Note No: 3.22 PROVISIONS

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 01.10.2015
Provision for Employee Benefits			
– Gratuity	112.96	49.70	8.49
– Leave Encashment	35.99	29.87	3.77
– Bonus & Ex-gratia	77.15	86.03	110.04
Total	226.10	165.60	122.30

Note No: 3.23 REVENUE FROM OPERATIONS

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Sales of Products	1,08,119.00	82,891.86
Other Sales & Services	2,461.42	3,902.39
Other Operating Revenues	47.69	106.68
Total	1,10,628.11	86,900.93

Note:- Sales include component bought & sold, direct export and indirect export.

Note No: 3.24 OTHER INCOME

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Interest	123.70	82.47
Profit On Sale of Fixed Assets (Net)	34.39	-
Rent	26.02	3.40
Others	6.39	871.56
Exchange Fluctuation	26.77	-
Total	217.27	957.43

Note No: 3.25 COST OF MATERIALS CONSUMED

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Opening Stock of Raw Material	36,847.83	32,737.74
Add : Purchase of Raw Material	36,635.12	80,381.87
	73,482.95	1,13,119.61
Less : Closing Stock of Raw Material	14,122.95	36,847.83
Total	59,360.00	76,271.78

Note:- Raw material mainly include steel bars/billets, forgings & other boughtout items.

Note No: 3.25.1 IMPORTED AND INDIGENOUS RAW MATERIAL

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
	Rupees (% of Total Consumption of Raw Material)	Rupees (% of Total Consumption of Raw Material)
Raw material		
Consumption of imported Raw material (Percentage of Consumption of Raw Material)	0.00%	0.00%
Consumption of similar domestic Raw material (Percentage of Consumption of Raw Material)	59,360.00 100%	76,271.78 100%
Total Consumption of Raw Material	59,360.00	76,271.78

Note No: 3.26 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE
(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Opening Stock as on 01-04-2016		
– Work in Progress	50,727.32	48,151.46
– Finished Goods	23.81	82.07
– Scrap	7.31	305.98
Total Opening stock	50,758.44	48,539.51
Less : Closing Stock as on 31-03-2017		
– Work in Progress	21,495.58	63,335.19
– Finished Goods	21.40	23.81
– Scrap	5.45	7.31
Total Closing stock	21,522.43	63,366.31
Less: Dimunition in value of inventory disposed off	9,304.65	–
Net (Increase)/ Decrease in Inventories	(19,931.36)	(14,826.80)

Note No: 3.27 EXPENSES

Employee Benefits Expenses

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Salaries & Wages	4,354.76	3,590.66
Other Contribution & Staff Welfare Expenses	649.03	299.04
Total	5,003.79	3,889.70

Reconciliation of Employee Benefit Expenses between previous GAAP and Ind AS is as under:

(Rupees in Lakhs)

Particulars	For the Six Months Ended 31.03.2016
A) Employee Benefit Expenses for the period as per previous GAAP	4,026.47
B) Effects of transition of Ind AS on Employee Benefit Expenses:	–
i) Reclassification of actuarial gains/(losses), arising in respect of defined benefit plans	(117.98)
ii) Adjustment of Finance Cost	(18.79)
Employee Benefit Expenses for the period as per Ind AS	Total
	3,889.70

Finance Costs		<i>(Rupees in Lakhs)</i>	
Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016	
Interest Expenses	41,012.36	18,874.67	
Interest on Redeemable Preference Share	63.40	28.97	
Interest cost on Dismantling	45.02	20.45	
Interest cost on Employee Benefits	49.03	18.79	
Other Borrowing Costs	15.70	500.00	
Total	41,185.51	19,442.88	

Reconciliation of Finance Costs between previous GAAP and Ind AS is as under:
(Rupees in Lakhs)

Particulars	For the Six Months Ended 31.03.2016	
A) Finance Costs for the period as per previous GAAP	19,000.37	
B) Effects of transition of Ind AS on Finance Costs:		
i) Adjustment of Finance Cost on Borrowings	374.30	
ii) Adjustment of Finance Cost on Redeemable Preference Share	28.97	
iii) Adjustment of Finance Cost on Dismantling	20.45	
iv) Adjustment of Finance Cost on Employee Benefit Expenses	18.79	
Finance Costs for the period as per Ind AS	Total	19,442.88

Depreciation and Amortisation Expenses		<i>(Rupees in Lakhs)</i>	
Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016	
Depreciation & Amortisation	22,327.34	10,524.13	
Total	22,327.34	10,524.13	

Reconciliation of Depreciation and Amortisation Expenses between previous GAAP and Ind AS is as under:
(Rupees in Lakhs)

Particulars	For the Six Months Ended 31.03.2016	
A) Depreciation and Amortisation Expenses for the period as per previous GAAP	10,502.10	
B) Effects of transition of Ind AS on Depreciation & Amortisation Expenses:		
i) Adjustment of Depreciation on Dismantling	22.03	
Depreciation & Amortisation Expenses for the period as per Ind AS	Total	10,524.13

Other Expenses		<i>(Rupees in Lakhs)</i>	
Particulars		For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
A) Manufacturing Expenses			
Consumption of Stores & Spare Parts		2,932.29	2,692.56
Power & Fuel		3,670.60	2,251.01
Testing Fees & Inspection Charges		12.67	6.94
Freight Inwards		76.23	149.00
Repairs to Plant & Machinery		200.73	288.54
Total Manufacturing Expenses	(A)	6,892.52	5,388.05
B) Administrative & Selling Expenses			
Advertisement & Publicity		0.35	0.32
Auditor's Remuneration		12.21	6.08
Bank Charges		329.60	314.95
Books & Periodicals		0.08	0.06
Customer Relation Expenses		3.80	19.56
Charity & Donation		—	0.02
Directors Remuneration & Perquisites		50.49	3.90
Insurance Charges		52.28	21.37
ISO/QS Expenses		0.72	0.22
Legal & Professional		155.47	91.54
Office and Factory		131.82	173.18
Printing & Stationery		18.22	9.18
Rate, Fee & Taxes		161.05	18.13
Rent		16.80	9.90
Service Charge		125.02	103.18
Repairs & Maintenance		53.19	116.30
Running & Maintenance of Vehicle		29.79	7.04
Subscription & Membership Fees		2.94	2.29
Telephone, Communication and Postage		31.97	9.82
Travelling & Conveyance		97.64	33.53
Selling & Distribution Expenses			
Packing, Forwarding, discounts, Warranty Claims, freight outwards & Other selling expenses		883.94	514.43
Total Administrative & Selling Expenses	(B)	2,157.38	1,455.00
Total (A + B)		9,049.90	6,843.05

Note No: 3.27.1 OTHER EXPENSES

		<i>(Rupees in Lakhs)</i>	
Particulars		For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Auditors Payments			
As Auditor		9.00	4.50
For reimbursement of expenses		3.21	1.58
Total		12.21	6.08

Note No: 3.27.2 VALUE OF IMPORTS CALCULATED ON C.I.F. BASIS *(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Components and spare parts	–	3.83
Total	–	3.83

Note No: 3.27.3 EARNINGS IN FOREIGN EXCHANGE *(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Export/Deemed Export of Goods Calculated on F.O.B basis	506.52	398.87
Total	506.52	398.87

Note No: 3.27.4 CONTINGENT LIABILITIES AND COMMITMENTS (To The Extent Not Provided For) *(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Letter of credit issued on behalf of company (unexpired)	333.69	11,506.05
Bank Guarantees Issued by bank on company's behalf	328.00	582.71
Corporate Guarantees Issued by company	–	1,500.00
Export Obligation under EPCG Licence	2,845.79	–
Disputed Sales tax/Vat/entry Tax/Excise Duty/Service Tax/Income Tax & Others (Including Interest and penalty)	1,520.85	331.19
Any amount that the Company may be liable to pay on finalisation of legal cases pending against the Company including the recall on notices issued by various Banks/Fil's	Amount not ascertainable	Amount not ascertainable
Total	5,028.33	13,919.95

Note No: 3.27.5 IMPORTED AND INDIGENOUS SPARE PARTS AND COMPONENTS *(Rupees in Lakhs)*

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Spares parts and components		
Consumption of imported spares parts and components	–	3.83
(Percentage of Consumption of Spare Parts and Components)	0%	0.14%
Consumption of similar domestic spares parts and components	2,932.29	2,688.73
(Percentage of Consumption of Spare Parts and Components)	100.00%	99.86%
Total Consumption of Spares and components	2,932.29	2,692.56

Note No: 3.27.6 CAPITAL COMMITMENTS

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net)	—	279.18
Total	—	279.18

Note No: 3.28 Exceptional Items [(Income)/Expense]

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
i) Additional Depreciation	34,943.00	3,678.83
ii) Diminution in value of inventory disposed off	9,304.65	18,011.25
Total	44,247.65	21,690.08

Note No: 3.29 OTHER COMPREHENSIVE INCOME (OCI)

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
A (i) Items that will not be reclassified to Profit and loss		
i) Reclassification of actuarial gains/(losses), arising in respect of Earned Leave (18.80)		8.23
ii) Deferred Tax effect	5.81	(2.54)
iii) Reclassification of actuarial gains/(losses), arising in respect of Gratuity (65.32)		(126.21)
iv) Deferred Tax effect	20.18	39.00
v) Revaluation of Short Term Investments	—	(0.76)
B (i) Items that will be reclassified to profit and loss		
i) Change in fair value of FVTOCI debt Instrument	679.34	210.62
ii) Deferred Tax effect	(209.92)	(65.08)
Total	411.29	63.26

Note No : 3.30 EARNINGS PER EQUITY SHARE

(Rupees in Lakhs)

Calculation of EPS (Basic and Diluted)	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Basic		
Opening number of Shares	36,750,000	36,750,000
Share issued during the year	4,000,000	—
Shares bought back during the year	—	—
Total Shares outstanding	40,750,000	36,750,000
Weighted Average No of Shares	36,760,959	36,750,000
Profit/(Loss) after tax for the period from continuing operations (Rs. In Lakhs)	(64,971.91)	(27,288.58)
EPS for continuing operations (Rs. Per Share)	(176.74)	(74.25)
Profit/(Loss) after tax for the period from continuing & discontinued operations (Rs. In Lakhs)	(64,971.91)	(27,288.58)
EPS for continuing & discontinued operations (Rs. Per Share)	(176.74)	(74.25)

Diluted

Number of shares considered as basic weighted average shares outstanding	36,760,959	36,750,000
Add: Weighted Average of Dilutive Equity	6,575.34	-
Number of shares considered as diluted for calculating of Earning per share Weighted Average	36,767,534	36,750,000
Profit/(Loss) after Tax for the period from continuing operations (Rs. In Lakhs)	(64,971.91)	(27,288.58)
Add: Effective Cost of Dilutive Equity	-	-
Profit/(Loss) after Tax for the period from continuing operations (Rs. In Lakhs) for Dilution	(64,971.91)	(27,288.58)
Diluted EPS for continuing operations (Rs. Per Share)	(176.71)	(74.25)
Profit/(Loss) after tax for the period from continuing & discontinued operations (Rs. In Lakhs) for Dilution	(64,971.91)	(27,288.58)
Diluted EPS for continuing & discontinued operations (Rs. Per Share)	(176.71)	(74.25)

Note No : 3.31 EMPLOYEE BENEFITS (Ind AS-19)

The following data are based on the report of the actuary
The principal assumptions used in the actuarial valuations are as below:-

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Discount rate	7.20%	7.80%
Future Salary Escalation Rate	10.00%	10.00%
Average Remaining working life (Years)	7.95	8.07
Retirement Age	58	58

GRATUITY (UNFUNDED)

i. Change in Net Defined Benefit obligations:

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Net Defined Benefit liability as at the start of the period	471.38	313.56
Service Cost	50.53	25.55
Net Interest Cost (Income)	36.66	12.42
Actuarial (Gain) / Loss on obligation	65.81	126.07
Benefits Paid	(2.67)	(6.22)
Present Value of Obligations as at the end of the period	621.71	471.38

II. Change in Fair Value of Plan Assets

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Fair value of plan assets at the beginning of the period	26.35	26.60
Expected Return on plan assets	5.57	1.11
Contributions	85.00	5.00
Mortality Charges and Taxes	(1.78)	-
Actuarial (Gain)/ Loss on Plan Assets	(0.49)	0.14
Benefits paid	(2.67)	(6.22)
Fair value of plan assets at the end of the period	112.96	26.35

iii. The Amount Recognised in the Income Statement.

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Service Cost	50.53	25.55
Net Interest Cost	36.66	12.42
Expected Return on plan assets	(5.57)	(1.11)
Net Actuarial (Gain) / Loss recognized in the period	65.32	126.21
Expenses recognised in the Income Statement	146.94	163.07

iv. Other Comprehensive Income (OCI)

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Net cumulative unrecognized actuarial gain/(loss) opening	65.32	126.21
Actuarial gain / (loss) for the year on PBO	—	—
Actuarial gain /(loss) for the year on Asset	—	—
Unrecognized actuarial gain/(loss) at the end of the year	65.32	126.21

v. Balance Sheet and related analyses

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
Present Value of Obligation at the end of the year	621.71	471.38
Fair Value of Plan Assets	(112.96)	(26.35)
Surplus/(Deficit)	508.75	445.03
Unfunded Liability Recognised in the Balance Sheet	508.75	445.03

vi. Bifurcation of PBO at the end of year in current and non current.

(Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
Current Liability (Amount due within one year)	112.96	49.70
Non Current Liability (Amount due over one year)	395.79	395.33
Total PBO at the end of year	508.75	445.03

LEAVE ENCASHMENT (UNFUNDED)

i. Table Showing Change in Benefit obligations:

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Present value of obligation as at the start of the period	164.44	163.67
Current Service Cost	23.06	11.53
Interest Cost	12.36	6.37
Actuarial (Gain) /Loss on obligation	18.80	(8.23)
Benefits Paid	(11.79)	(8.90)
Present Value of Obligations as at the end of the period	206.87	164.44

ii. The Amount Recognised in the Income Statement. (Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Service Cost	23.06	11.53
Net Interest Cost	12.36	6.37
Expenses (Income) recognised in the Income Statement	35.42	17.90

iii. Other Comprehensive Income (OCI) (Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Net cumulative unrecognized actuarial gain/(loss) opening	(18.80)	8.23
Actuarial gain / (loss) for the year on PBO	-	-
Actuarial gain /(loss) for the year on Asset	-	-
Unrecognized actuarial gain/(loss) at the end of the year	(18.80)	8.23

iv. Balance Sheet and related analyses (Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
Present Value of Obligation at the end of the year	206.87	164.44
Fair Value of Plan Assets	-	-
Unfunded Liability/Provision in Balance Sheet	(206.87)	(164.44)
Unfunded Liability Recognised in the Balance Sheet	(206.87)	(164.44)

v. Bifurcation of PBO at the end of year in current and non current. (Rupees in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
Current Liability (Amount due within one year)	35.99	29.87
Non Current Liability (Amount due over one year)	170.88	134.57
Total PBO at the end of year	206.87	164.44

Note No. 3.32
Related Party Disclosures & Transactions

In accordance with the requirements of Indian Accounting Standard (Ind AS 24) the names of the related Parties where control exists and/or with whom transactions have taken place during the Period and description of relationships as identified and certified by the management are as hereunder:-

A) Names of related parties & description of relationship

- | | |
|--|---|
| 1) Parent Company | 1) Amtek Auto Ltd. (w.e.f. 31st March, 2017) |
| 2) Subsidiaries of the Parent Company | 1) Amtek Deutschland GmbH
2) Amtek Investment UK Ltd.
3) Amtek Germany Holding GP GmbH
4) Amtek Germany Holding GmbH & Co. KG
5) Amtek Holding BV
6) Amtek Global Technologies Pte. Ltd.
7) Amtek Transportation Systems Ltd.
8) Alliance Hydro Power Ltd.
9) JMT Auto Limited
10) Amtek Precision Engineering Pte. Ltd.
11) Amtek Integrated Solutions Pte. Ltd.
12) Amtek Engineering Solutions Pte Ltd |
| 3) Subsidiaries of Subsidiaries of the Parent Company | 1) Amtek Tekfor Holding GmbH
2) Neumayer Tekfor GmbH
3) Tekfor Services GmbH
4) Neumayer Tekfor Rotenburg GmbH
5) Neumayer Tekfor Schmolln GmbH
6) Neumayer Tekfor Engineering GmbH
7) GfsV
8) Neumayer Tekfor Japan Co. Ltd.
9) Tekfor Inc.
10) Tekfor Maxico SA de CV
11) Neumayer Tekfor Automotive Brasil Ltda.
12) Neumayer Tekfor SpA
13) Tekfor Maxico Services
14) Tekfor Services Inc.
15) August Kupper GmbH
16) H.J Kupper System - Und Modultechnik GmbH
17) H.J Kupper Metallbearbeitung GmbH
18) SKD- GieBerei GMBH
19) Kupper Hungaria Kft
20) Asahitec Metals (Thailand) Co., Ltd
21) Asahi Tec Metals Co. Ltd.
22) Techno-Metal Co., Ltd.
23) Techno Metal Amtek Japan Investments Ltd.
24) Techno Metal Amtek U.K. Investments
25) Techno Metal Amtek Thai Hold Co.
26) Amtek Universal Technologies Pte Ltd
27) AIMD GmbH; Hamburg
28) M. Droste Stahlhandel GmbH, Bochum
29) HAPU Industrie Vertretungen GmbH, Witten |

-
- | | | |
|-----------|-----|--|
| | 30) | OWZ Ostalb-Warmbehandlungszentrum GmbH, Essingen |
| | 31) | SRT GmbH, Essingen |
| | 32) | WTL Werkstofftechnik-Labor GmbH, Aalen |
| | 33) | AIFT GmbH, Hamburg |
| | 34) | BEW-Umformtechnik GmbH, Rosengarten |
| | 35) | GHV Schmiedetechnik GmbH, Ennepetal |
| | 36) | Amtek Machining System Pte Ltd. |
| | 37) | Rege Motorenteile GmbH (upto January, 2017) |
| | 38) | Rege Motorenteile Verwaltungs GmbH (upto Jan, 2017) |
| | 39) | Rege Holding GmbH (upto January, 2017) |
| | 40) | Rege Automotive Brasov SRL (upto January, 2017) |
| | 41) | Rege Solutions (upto January, 2017) |
| | 42) | Amtek Component Sweden |
| 4) | | Joint Venture of Parent Company |
| | 1) | Amtek Powertrain Limited (formerly known as MPT Amtek Automotive (India) Ltd.) |
| | 2) | SMI Amtek Crankshafts Pvt. Ltd. |
| 5) | | Associates of the Parent Company |
| | 1) | ARGL Ltd. |
| | 2) | ACIL Ltd. |
| | 3) | Castex Technologies Limited |
| | 4) | Blaze Spare Parts (P) Limited |
| | 5) | Gagandeep Steel & Alloys (P) Ltd. |
| | 6) | Aaron Steel & Alloys (P) Ltd. |
| | 7) | Neelmani Engine Components (P) Ltd. |
| | 8) | Domain Steel & Alloys (P) Ltd. |
| 6) | | Joint Venture of Subsidiary of the parent company |
| | 1) | SFE GmbH |
| 7) | | Associates of Subsidiaries of the Parent company |
| | 1) | Amtek Railcar Pvt. Ltd. |
| 8) | | Key Management Personnel |
| | 1) | Mr. Shekhar Gupta (Whole Time Director) w.e.f February 14, 2017) |
| | 2) | Mr. John Ernest Flintham (upto February 14, 2017) |
| | 3) | Mr. Arun Maiti (C.F.O) |
| | 4) | Ms. Prabhleen Kaur Sethi (Company Secretary) |

B. Transactions

(Rupees in Lakhs)

Particulars	Associate/ Holding/Subsidiaries or Associate of Holding Company	Key Management Personnel	For the year Ended 31.03.2017	For the Six Months Ended 31.03.2016
Purchase of Goods	28,810.73		28,810.73	33,871.17
Sale of Goods	24,415.08		24,415.08	31,838.76
Sales of Fixed assets	25.79		25.79	–
Advances Received	–		–	319.31
Promoter contribution Received	2,974.55		2,974.55	1,873.24
Services Rendered	247.35		247.35	127.80
Services Received	5.43		5.43	7.83
Allotment of Equity Shares	4,000.00		4,000.00	–
Allotment of Share Warrants	2,400.00		2,400.00	–
Key Management Personnel Remuneration	–	27.74	27.74	13.74
Balance Receivable at the year end	1,096.97		1,096.97	3,705.98
Balance Payable at the year end	36,086.96		36,086.96	40,566.59

Note No: 3.33

Disclosure required in Compliance of Amendments Notified under the Companies Act, 2013 by Ministry of Corporate Affairs Dated 30th March 2017.

(Amount in Rupees)

Particulars	Specified Bank Notes (SBNs)	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	539,500.00	124,759.00	664,259.00
(+) Permitted receipts / Withdrawn from bank*	–	625,474.00	625,474.00
(-) Permitted payments	–	626,097.00	626,097.00
(-) Amount deposited in Banks	539,500.00	–	539,500.00
Closing cash in hand as on 30.12.2016	–	124,136.00	124,136.00

*Including Rs. 6,22,000/- withdrawn from bank.

Note No: 3.34

The Previous period figures have been regrouped / reclassified, wherever considered necessary to conform to the current year presentation

For and on behalf of the Board

As per our report of even date attached

For Manoj Mohan & Associates

Chartered Accountants

ICAI Firm Regd. No. 009195C

Sd/-

(Manoj Kumar Agarwal)

Partner

Director

Membership No. - 76980

Place : New Delhi

Dated : 10th June, 2017

Sd/-

Shekhar Gupta

Sd/-

Arun Maiti

Chief Financial Officer

Sd/-

John Ernest Flintham

Whole Time Director

Sd/-

Prabhleen Kaur Sethi

Company Secretary

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METALYST FORGINGS LIMITED

(Formerly Known as Ahmednagar Forgings Ltd.)

Registered Office: Gat No. 614, Village Kuruli Khed, Pune, Maharashtra, India- 410501

CIN: L28910MH1977PLC019569

Email Id: afl.kur@amtek.com, Web: www.amtek.com

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

Form No. MGT-11

PROXY FORM

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

Name of the 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 40th 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 40th Annual General Meeting Notice convening the meeting, as are indicated below:

RESO.NO	DESCRIPTION	VOTE	
		FOR	AGAINST
1	TO RECEIVE, CONSIDER AND ADOPTION OF 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	RE-APPOINTMENT OF MR. GAUTAM MALHOTRA (DIN: 00157488) WHO RETIRES BY ROTATION		
3	RE-APPOINTMENT OF MR. SANJIV BHASIN (DIN: 01119788) WHO RETIRES BY ROTATION		
4	TO APPOINT M/S RAJ GUPTA & CO., CHARTERED ACCOUNTANT AS STATUTORY AUDITORS OF THE COMPANY.		
5	TO RATIFY THE REMUNERATION OF MR. YASH PAL SARDANA, COST AUDITORS FOR THE FINANCIAL YEAR 2017-18.		
6	TO APPOINT MR. BRAJINDAR MOHAN SINGH AS AN INDEPENDENT DIRECTOR OF THE COMPANY.		
7	TO APPOINT MR. YOGESH KAPUR AS AN INDEPENDENT DIRECTOR OF THE COMPANY.		
8	TO APPOINT MS. ANURADHA KAPUR AS AN INDEPENDENT DIRECTOR OF THE COMPANY.		
9	TO APPROVE RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2017-18.		

Signed thisday of 2017

Signature of Shareholder

Signature of Proxy Holder(s)

Revenue Stamp

Note: 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.



METALYST FORGINGS LIMITED

(Formerly Known as Ahmednagar Forgings Ltd.)

Registered Office: Gat No. 614, Village Kuruli Khed, Pune, Maharashtra, India- 410501
CIN: L28910MH1977PLC019569

Email Id: afl.kur@amtek.com, Web: www.amtek.com
Tel.: +91-2135-252148, Fax: 91-2135-252105

ATTENDANCE SLIP

(to be handed over at the Registration Counter)

Folio No.	
No. of Shares :	

DP ID	
Client ID No.:	

I/We hereby record my/our presence at the 40th 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 Khed, Pune, Maharashtra, India- 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)

Note: Please complete the Attendance slip and hand it over at the Registration Counter at the venue.

BOOK-POST

If undelivered please return to :

METALYST FORGINGS LIMITED

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