



METALYST FØRGINGS LIMITED

CIN: L28910MH1977PLC019569

Registered office: Gat No 614, Village Kuruli, Khed, Pune MH 410501 IN

E-Mail: corporatemetalyst@gmail.com , info@metalyst.co.in

Tel: 91-8087090023 website: www.metalyst.co.in

REF NO.: MFL/BSE/NSE/2023-24

Date: 11.11.2023

To,

The Secretary BSE Limited Listing Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	The Secretary National Stock Exchange of India Limited, "Exchange Plaza", 5th Floor, Plot No. C/1, G-Block, Bandra - Kurla Complex, Bandra (E), Mumbai-400051
Scrip code: 513335	Symbol: METALFORGE

Subject: Submission of Annual Report of the Company for the Financial Year 2022-23.

Dear Sir/ Ma'am,

Pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the **Financial Year 2022-23** along with the Notice convening the **46th Annual General Meeting** scheduled to be held on Monday, 11th December, 2023 at 12:00 Noon at the Registered Office of the Company Gat No 614 Village Kurulikhed Pune 410501 MH.

The Annual Report for Financial Year 2022-23 shall also be made available on the Company's website www.metalyst.co.in.

You are requested to take note of the same and oblige please find enclosed herewith the Annual Report of the Company for the Financial Year 2022-23.

This is for your kind information and records.

Thanking you.
Yours Faithfully

For Metalyst Forgings Limited
(A Company under Corporate Insolvency Resolution Process)

Divya
Srivastava

Digitally signed by Divya
Srivastava
Date: 2023.11.11 14:06:12
+05'30'

Divya Srivastava

(Company Secretary & Compliance Officer)

Issued with Approval of Mr. DinkarTiruvannadapuramVenkatasubramanian

(Resolution Professional)

IP Registration no. IBBI/IPA-001/IP-P00003/2016-17/10011

Enclosed: A/a

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December, 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January, 2018 under provisions of the code)

METALYST

METALYST FORGINGS LIMITED

(FORMERLY KNOWN AS AHMEDNAGAR FORGINGS LIMITED)

(Company under Corporate Insolvency Resolution Process)

46th Annual Report

2022-2023

METALYST

METALYST FORGINGS LIMITED
(FORMERLY KNOWN AS AHMEDNAGAR FORGINGS LIMITED)
CIN: L28910MH1977PLC019569

46th Annual Report

2022 - 2023

Board of Directors

Mr. Yogesh Kapur	Chairman & Director
Mr. Shekhar Gupta	Whole Time Director
Mr. Arvind Dham	Director
Mr. Brajindar Mohan Singh	Director

Resolution Professional

Dinkar T. Venkatasubramanian
IP Registration no. IBBI/IPA-001/IP-P00003/2016-17/10011

Company Secretary & Compliance Officer

Ms. Divya Srivastava (appointed from 27.06.2022)

Chief Financial Officer

Mr. Arun Kumar Maitti (resigned w.e.f 31.05.2022)
Mr. Jayaram Shetty (appointed w.e.f 02.08.2022)

Cost Auditors

M/s K V Dongrae & Co
(For the FY 2022-23)
Cost Accountants, New Delhi

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Registered Office

Gat No. 614, Village kuruliKhed, Dist. Pune - 410
501 (Maharashtra)

Plant Location

- MIDC Area, Ahmednagar
- Chakan, Dist. Pune
- Kuruli, Dist. Pune
- Nalagarh, Distt. Solan, Himachal Pradesh
- MIDC Area, Aurangabad

Statutory Auditors

M/s. Jayesh Sangharjka & Co. LLP
Practicing Chartered Accountants, Mumbai
(appointed w.e.f. 12.09.2020)

Secretarial Auditor

M/s. KRR & COMPANY, Company Secretaries

Bankers

- State Bank of India
- Union Bank of India
- IDBI Bank Ltd
- Karur Vysya Bank
- ICICI Bank
- Indian bank
- Bank of Maharashtra
- Punjab National Bank
- Canara Bank
- Bank of Baroda
- Karnataka bank

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

This is to apprise the members that Hon'ble National Company Law Tribunal, Mumbai Bench has ordered the commencement of a corporate insolvency resolution process against Metalyst Forgings Limited on December 15th, 2017. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional (IRP) by the National Company Law Tribunal by order dated 15th December, 2017 and continued as Resolution Professional (RP) by the Committee of Creditors in its meeting held on 12th January, 2018 under provisions of the Insolvency and Bankruptcy Code, 2016. Pursuant to the Insolvency Commencement Order and in line with the provisions of the Code, the powers of the Board of Directors were suspended and the same were exercised by IRP/RP under provisions of the Insolvency and Bankruptcy Code, 2016. Further Resolution plan submitted by Deccan Value Investors L.P. has been approved by committee of creditors in its meeting dated on 25th August, 2018 and was thereafter submitted to the Hon'ble National Company Law Tribunal, Mumbai ("NCLT"), for its approval.

However the NCLT vide its order dated September 27, 2019, rejected the approval of the resolution plan and allowed the same to be withdrawn by the successful resolution applicant, pursuant to an application filed by the successful resolution applicant in this regard.

The aforesaid order of the NCLT was challenged by the RP and the CoC in the Hon'ble National Company Law Appellate Tribunal, praying, inter alia, that withdrawal of resolution plan approved by the CoC is not permitted in terms of the Code, and that such withdrawal was permitted by the NCLT on misconceived grounds and without jurisdiction.

However, the NCLAT, vide its order dated February 7, 2020, upheld the order passed by the NCLT and the consequent withdrawal of the resolution plan by the successful resolution applicant.

Pursuant thereto, the RP and the CoC have filed separate appeals in the Hon'ble Supreme Court, challenging the order passed by the NCLAT and have prayed, inter alia, for the same to be set aside and for the Supreme Court to direct the NCLT to approve the resolution plan under Section 31 of the Code..

Hence, this meeting is being convened by the RP only to the limited extent of discharging the powers of the Board of Directors of the Company which has been conferred upon him in terms of provisions of Section 17 of the Code.

Notice is hereby given that the 46th (Forty-Sixth) Annual General Meeting("AGM") of Metalyst Forgings Limited will be held on Monday, December 11th, 2023 at 12:00 noon at registered office of the Company Gat No 614 Village Kurulikhed, Pune, Maharashtra-410501

ORDINARY BUSINESS

- 1. To receive, consider and adopt the audited financial statements of the company for the financial year ended on March 31st, 2023, the reports of the board of directors and auditors thereon and in this regard, pass the following resolution(s) as an ordinary resolution(s):**

"RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

SPECIAL BUSINESS (ES)

- 2. Ratification of remuneration of Cost Auditors**

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, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to **M/s K V Dongrae & Co, Cost Accountants (Firm Registration No. 000622)**, appointed by the Board of Directors/Resolution Professional of the Company, to conduct the audit of cost records of the Company for the financial year 2023-24 amounting to 65,000 (Rupees Sixty Five Thousand) plus applicable tax(es) and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, recommended by the Audit Committee /Resolution Professional and approved by the Board of Directors/Resolution Professional of the Company be and is hereby ratified.

RESOLVED FURTHER THAT the Resolution Professional / Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution subject to the approval of the Committee of Creditors of the Company, if required.”

3. Approve Related Party Transactions

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the provisions of section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s Related Party Transactions Policy, approval of the members be and is hereby accorded for the Company to carry on and/or enter into a series of transaction(s)/contract(s)/arrangement(s)/agreement(s) or otherwise with a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the financial year 2023-2024 up to the maximum per annum amounts as appended below

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2023-24						
(in crore)						
	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						
Revent Precision Engineering Limited (Formerly known as Amtek Auto Limited)	-		0	-	-	-
Associates of Holding Company						
ACIL Ltd.	The Company is under Corporate Insolvency Resolution Process		50	-	-	-

Amtek Transporattion Systems Limited		5				
Total		55	-	-	-	

RESOLVED FURTHER THAT the Resolution Professional / Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to do all acts, deeds and things as may be necessary to settle any question, difficulty, or doubt that may arise with regard to giving effect to this Resolution.”

Any related party transaction to be entered in the financial year 2023-24 which is during the Corporate Insolvency Resolution Process will be subject to the approval of the Committee of Creditors in terms of Section 28 of the Insolvency & Bankruptcy Code, 2016 and subject to examination of any undervalued transaction under Section 45.

For Metalyst Forgings Limited
(A Company under Corporate Insolvency Resolution Process)

Sd/-
Divya Srivastava
(Company Secretary & Compliance Officer)

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December, 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January,2018 under provisions of the code).

Date: 11/11/2023

Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special businesses under Item No. 2 & 3 above, is annexed hereto.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper will also be made available at the venue of the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be allowed to vote again. The instructions for e-voting are annexed to the Notice. Since the resolutions set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on show of hands at the AGM in terms of Section 107 of the Companies Act, 2013.
3. In compliance with the aforesaid MCA Circulars, Notice of the AGM of the Company is being sent only through electronic mode to those Members whose email addresses are registered with the RTA or CDSL / NSDL ("Depositories"). Members should note that they can download Annual Report for 2022-23 available on the Company's website at <https://www.metalyst.co.in> through link provided in the Notice. Members may note that the Notice and Annual Report 2022-23 will be available on the Company's website at <https://www.metalyst.co.in> and on websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com respectively.
4. The attendance of the Members attending the Annual General Meeting will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to Section 113 of the Act, Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/power of attorney authorizing their representative(s).
Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution / authorization, etc., authorizing its representative to attend the AGM and vote on their behalf at the meeting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at the Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. In order to enable us to register your attendance at the venue of the Annual General Meeting, we hereby request members/ proxies/ authorized representative that they should bring the duly filled attendance slip enclosed herewith, to attend the meeting and to quote their Folios/Client ID & DP Nos. in all correspondence.
8. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. Admission to the Annual General Meeting venue will be allowed only after verification of the signature in the Attendance Slip. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.
10. The revised SS-1 and SS-2 is applicable to all the companies (except the exempted class of companies) w.e.f. 1st October, 2017 and accordingly all Board Meetings (including meetings of committees of Board) and General Meetings in respect of which Notices are issued on or after 1st October, 2017 need to comply with the revised SS-1 and SS-2.

11. The Notice of the Annual General Meeting is also uploaded on the website of the Company <https://www.metalyst.co.in>. The Annual General Meeting Notice is being sent to all the members; whose names appear in the Register of Members as on 07th November, 2023.
12. The Company has appointed **M/s KRR & COMPANY (Company Secretaries), Practicing Company Secretaries** (Membership Number: F6334) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

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.
13. The Notice of the Annual General Meeting is also uploaded on the website of the Company (www.metalyst.co.in). The Annual General Meeting Notice is being sent to all the members, whose names appear in the Register of Members as on 10th November, 2023 .
14. Kindly note that no claims will lie against the Company or the IEPF once the dividend amount is deposited in IEPF.
15. Since the Company is Corporate Insolvency Resolution Process ("CIRP) and powers of the Board/committees stands suspended therefore no directors are seeking re-appointment/appointment/confirmations, hence details under Regulation 26(5) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2, issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/confirmation is not applicable.
16. The Route Map to the Annual General Meeting Venue is annexed as a part of this Notice.

SEBI vide its circular, with a view to protect the interest of the shareholders, has mandated to all the members who hold securities of the company in physical form, to furnish to the company / its registrar and transfer agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the sebi's initiative, the members are requested to furnish the details of pan and bank account to the company or RTA. Members are requested to send copy of pan card of all the

Holders and original cancelled cheque leaf with names of shareholders or bank passbook showing names of members, duly attested by an authorised bank official.

The members holding shares in physical form and who have not registered their email ID are requested to register their email ID addresses with the Company's Registrars and Share Transfer Agents (RTA) i.e., **M/s Beetal Financial & Computer Services Private Limited**

17. To be notified by SEBI, securities of listed companies would be transferred in dematerialized form only, from a cut-off date. In view of the same members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the company's RTA for assistance in this regard

THE INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 08th December 2023 at 9.00 A.M and ends on 10th December 2023 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <04th December 2023> 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders'

resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL EASI / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to EASI / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.</p>

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.

17) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 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.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; www.metalyst.co.in.(designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to

Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during Annual General Meeting will, not later than two (2) working days from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.amtek.com/mfl.php and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

For Metalyst Forgings Limited

(A Company under Corporate Insolvency Resolution Process)

Divya Srivastava
(Company Secretary & Compliance Officer)

Date: 11/11/2023

Place: New Delhi

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed by the National Company Law Tribunal by order dated 15 December, 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12th January, 2018 under provisions of the code).

Annexure to Notice

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following statement set out all material facts relating to the special businesses mentioned in the accompanying notice:

SPECIAL BUSINESS

ITEM NO.2 RATIFICATION OF REMUNERATION OF COST AUDITORS

The Board/Resolution Professional, on the recommendation of the Audit Committee, has appointed **M/s K V Dongrae & Co, Cost Accountants (Firm Registration No. 000622)**, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2022-23 at the remuneration not exceeding Rs. 65,000 (Sixty Five Thousand Only) 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. 2 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.2 of the Notice.

The Board/Resolution Professional recommends passing of the resolution as set out at Item No.2 of the Notice as an Ordinary Resolution.

ITEM NO.3 APPROVE RELATED PARTY TRANSACTIONS

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 Rule15(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 2023-2024 (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	or any	Giving any Loan/ Guarantee or provide Securities	Availing or rendering of any service
NAME OF RELATED PARTY						

Holding Company						
Revent Precision Engineering Limited (Formerly known as Amtek Auto Limited)	-	-	-	-	-	-

Associates of Holding Company						
ACIL Ltd.	The Company is under Corporate Insolvency Resolution Process	50	-	-	-	-
Amtek Transporattion Systems Limited		5				
Total		55	-	-	-	-

Terms and conditions:

1. At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines.

Members are informed that pursuant to second proviso of Section 188(1) of the Companies Act 2013, no member of the Company shall vote on any resolution to approve any contract or arrangement which may be entered into by the Company if such member is a related party. Further, as per its General Circular No. 30/2014 dated 17.07.2014, the Ministry of Corporate Affairs has clarified that the term 'Related Party' in the second proviso to Section 188(1) refers only to such Related Party as may be a Related Party in the context of the contract or arrangement for which the resolution is being passed. Also, as per Companies (Amendment) Act, 2015, the word "Special Resolution" for entering into related party transaction has been replaced by "Resolution".

Accordingly, consent of the members is sought for passing an Ordinary Resolution asset out at Item No.3 of the Notice.

None of the Directors and key managerial personnel (other than as mentioned above) and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed ordinary resolution.

For Metalyst Forgings Limited

(A Company under Corporate Insolvency Resolution Process)

Sd/-
Divya Srivastava
(Company Secretary & Compliance Officer)

Date: 11/11/2023

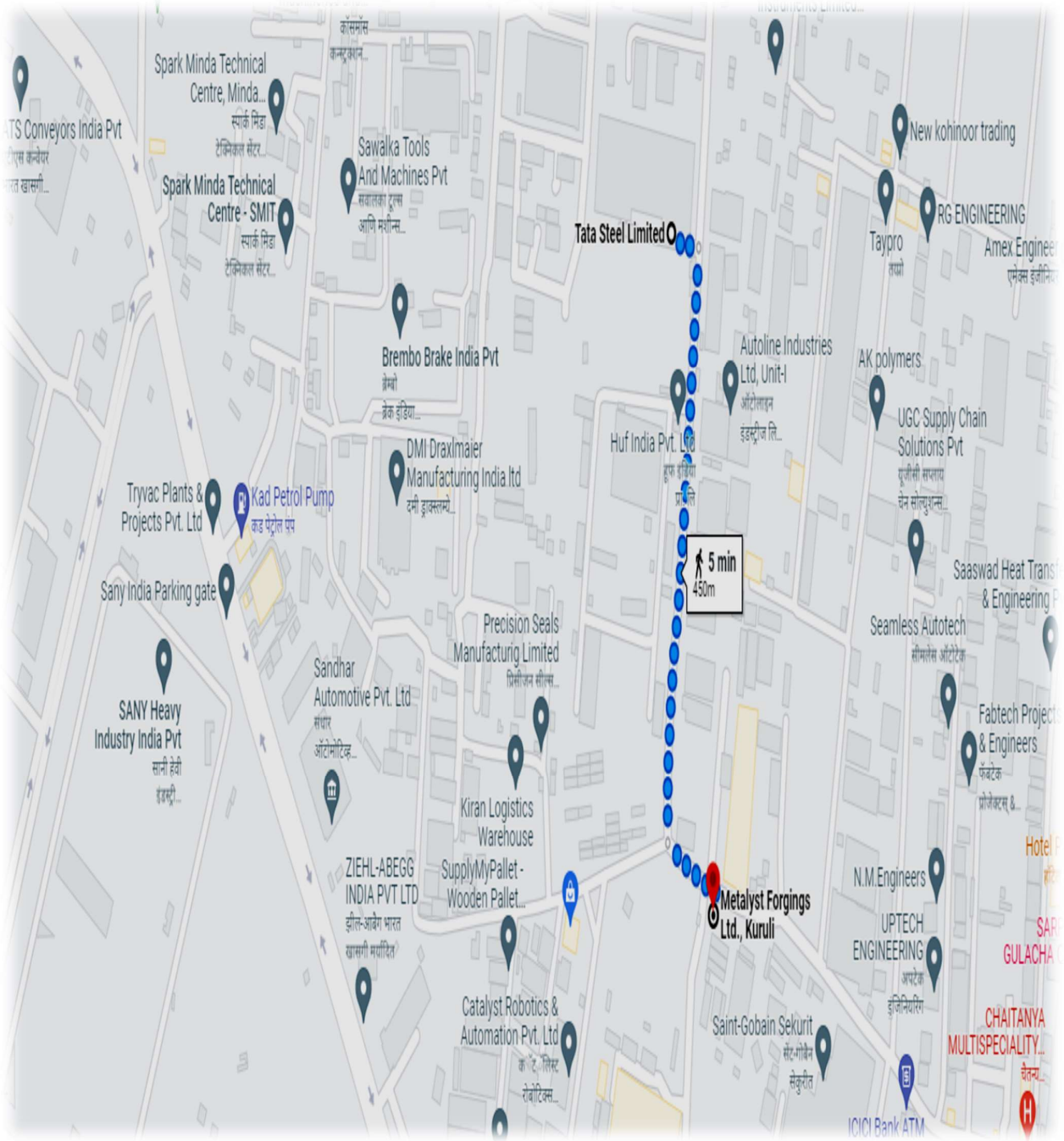
Place: New Delhi

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian appointed as Resolution Professional by the National Company Law Tribunal by order dated 15 December, 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January, 2018 under provisions of the code).

ROUTE MAP TO THE 46th AGM OF METALYST FORGINGS LIMITED

Registered office of the Company Gat No 614 Village Kurulikhed Pune MH 410501

<https://www.google.com/maps/search/Tata+Steel+Limited,+Gate+no.+303,+Nanekarwadi+,+opp.+Autoline+Ind.+Pune+-+Nashik+Highway+,+Chakan+,+Distt.-+Pune+401501,+Alandi+Fata,+Kurali,+Maharashtra+410501/@18.676913,73.7767558,12z/data=!3m1!4b1>



Dear Shareowners,

It gives me great to presenting the 46th Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the Financial Year ended 31st March, 2023 which includes the report to the shareholders.

Corporate Insolvency Resolution Process (CIRP)

A corporate insolvency resolution process ("CIRP") has been initiated against Metalyst Forgings Limited ('the Company' or 'MFL')vide an order of Mumbai bench of the National Company Law Tribunal (NCLT) dated December 15, 2017 under the provisions of the insolvency and bankruptcy code 2016 (Code). The Hon'ble NCLT, Mumbai Bench by order Dated 15th December, 2017 has appointed Mr. Dinkar T. Venkatasubramanian as an Interim Resolution Professional ('IRP') for carrying out the Corporate Insolvency Resolution Process (CIRP) of the Company. At the first meeting of Committee of Creditors of the Company held on 12th January, 2018 his appointment was confirmed as a Resolution Professional under provisions of the Insolvency and Bankruptcy Code, 2016 and further Resolution plan submitted By Deccan Value Investors L.P. has been approved by committee of creditors in its meeting dated on 25th august, 2018 and was thereafter submitted to the Hon'ble National Company Law Tribunal, Mumbai ("NCLT"), for its approval.

However the NCLT vide its order dated September 27, 2019, rejected the approval of the resolution plan and allowed the same to be withdrawn by the successful resolution applicant, pursuant to an application filed by the successful resolution applicant in this regard.

The aforesaid order of the NCLT was challenged by the RP and the CoC in the Hon'ble National Company Law Appellate Tribunal, praying, inter alia, that withdrawal of an approved resolution plan is not permitted in terms of the Code, and that such withdrawal was permitted by the NCLT on misconceived grounds and without jurisdiction.

However, the NCLAT, vide its order dated February 7, 2020, upheld the order passed by the NCLT and the consequent withdrawal of the resolution plan by the successful resolution applicant.

Pursuant thereto, the RP and the CoC have filed separate appeals in the Hon'ble Supreme Court, challenging the order passed by the NCLAT and have prayed, inter alia, for the same to be set aside and for the Supreme Court to direct the NCLT to approve the resolution plan under Section 31 of the Code..

Pursuant to section 17 of the Code, on commencement of the Corporate Insolvency Resolution Process (CIRP), the powers of the Board of Directors of MFL stands suspended and the same are being exercised by the Resolution Professional. The management of the affairs of MFL has been vested with Resolution Professional.

In view of the above mentioned provisions of Law since the Powers of Board of Directors stands Suspended and be exercised by the Resolution Professional, the Directors Report which is required to be presented by Board of Directors under Section 134(3) Companies Act, 2013 is not being presented. However a report of Management containing the Details and information as available to be disclosed in Directors Report to the shareholders is being presented to you by Resolution Professional.

FINANCIAL AND OPERATIONAL PERFORMANCE

The Standalone Financial Statements for the Financial Year ended March 31, 2023, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standard (hereinafter referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable. Necessary disclosures as regards to the key impact areas & other adjustments upon transition to Ind-AS reporting have been made under the Notes to Financial Statements.

Your Company's financial performance, for the year ended March 31, 2023 is as summarized below:

FINANCIAL RESULTS:

(Amount in Rs. Lac)

S N o .	Particulars	Year	
		31 st March 2023	31 st March 2022
1.	Revenue from operations	26158.58	23069.15
2.	Other Income	44.57	57.07
3.	Total Revenue	26203.15	23126.22
4.	Total Expense	50243.13	48372.91
5.	Profit/(Loss) before Exceptional Items & Tax	(24039.98)	(25246.69)
6.	Exceptional items	7347.81	-
7.	Profit / (Loss) before Tax	(31, 387.79)	(25246.69)
8.	Less: Current Tax	--	--
9.	Deferred Tax Liability	--	--
10.	(Excess)/Short Provision	--	--
11.	Profit after Tax	(31, 387.79)	(25246.69)
12.	Share of Profit/(Loss) in associate and joint venture (net)		
13.	Other Comprehensive Income (net of tax)	49.11	(78.48)
14.	Total Comprehensive Income	(31,338.68)	(25325.17)
15.	Paid up Equity Share Capital (Face Value of Rs. 10/- each)	4355	4355
16.	Earnings Per Share	(72.07)	(57.97)

REVIEW OF OPERATIONS

During the period under review, based on Standalone financial statements, the Company earned Total Revenue for the year ended 31.03.2023 of Rs.26,158.58 Lakhs. As the company has earned Rs.

23,069.15 income in the previous year ended 31.03.2022. Loss after tax for the year ended 31.03.2023 stood at Rs. 31,387.79 as compared to loss after tax of Rs. 25246.69 for the year 31.03.2022.

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.

DEMATERIALIZATION AND LISTING

The Equity Share Capital of the Company are admitted to the Depository System of National Securities Depository Services (India) Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March 2023, 4,33,83,345 Equity Shares representing 99.617 % of the equity share capital of the company are in dematerialized form. The Equity shares of the company are compulsorily traded in dematerialization form as mandated by the 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, Practicing Company Secretary, 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.

As per the directive of Securities and Exchange Board of India, M/s., KRR & Company, Company Secretaries, undertook the Reconciliation of Share Capital Audit on a quarterly basis and the reconciliation documents, for the year under review, have been duly uploaded on the website of the Stock Exchange.

CHANGE IN REGISTERED OFFICE

During the financial year under review, there is no change in the shifting of the registered office of the company.

CHANGE IN NATURE OF BUSINESS

As required to be reported pursuant to Section 134(3)(q) read with Rule 8(5) (ii) of Companies (Accounts) Rules, 2014, there is no change in the nature of business carried on by the Company during the financial year 2022-23.

The Company continued to operate in the business of forgings and in the manufacturing of wide range of highly engineered forging components viz. hot forged parts and high tensile fasteners for automotive and non-automotive segments. Its state-of-the-art manufacturing facilities are equipped with world-class presses, hammers and upsetters machines. MFL is one of the leading front axle beam, crankshaft and other small and medium components manufacturing organisation in India catering to wide end

market customer base, An ISO 9001, IATF:16949, OHSAS & EMS certified company.

DIVIDEND AND RESERVES

The Board of Directors/Resolution Professional has not recommended any dividend for Financial Year 2022-23 in view of the current market outlook; and in order to preserve cash.

During the year under review, the Board of Directors/Resolution Professional of the company, have decided not to transfer any amount to the General reserves.

SHARE CAPITAL OF THE COMPANY

The Authorized Share Capital of the Company is **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).

Further Paid up capital of the company is comprises of Rs. **43,55,00,000** (Rupees Forty Three crores fifty five lakhs only) divided into **4,35,50,000** (four crores thirty five lakhs fifty thousand only) Equity shares 10/- each and Rs. 1,34,22,800 (One crore thirty four lakhs twenty two thousand eight hundred only) 0.1% non-cumulative redeemable preference shares divided into 13,42,280 divided into Re. 10/- each.

During the year under review, there is no change in the Authorized Share Capital and Paid-Up Share Capital of your Company.

FINANCIAL STATEMENT OF THE COMPANY

The Financial Statement of the company for the FY 2022-23 are prepared in compliance with the applicable provisions of the Act, Accounting Standards and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (Listing Regulation)).

The Audited Financial Statements along with Auditor Report for the FY 2022-23 into consideration have been annexed to the Annual report and also made available on the website of the company which can be accessed at www.metalyst.co.in.

INDIAN ACCOUNTING STANDARDS

As per the requirements of notification dated 16th February, 2015 issued by the Ministry of Corporate Affairs (MCA), Standalone Financial Statements of the Company for the Financial Year 2022-23 have been prepared as per Ind AS.

BORROWINGS

During the year under review your company has not made short term and long term borrowings in accordance with the provision of the Companies Act, 2013. Details of the borrowings in accordance with the provisions of the said section have been disclosed in the Notes to the Financial Statements.

PUBLIC DEPOSIT

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments affecting the financial position of your company between the financial year ended March 31, 2023 and as at the date of signing of this report.

*A corporate insolvency resolution process ("CIRP") has been initiated against Metalyst Forgings Limited ('the Company') vide an order of Mumbai bench of the National Company Law Tribunal (NCLT) dated December 15th, 2017 under the provisions of the insolvency and bankruptcy code 2016 (Code). The Hon'ble NCLT, Mumbai Bench by order Dated 15th December, 2017 has appointed Mr. Dinkar T. Venkatasubramanian as an Interim Resolution Professional ('IRP') for carrying out the Corporate Insolvency Resolution Process (CIRP) of the Company & Resolution Plan Submitted by **Deccan Value Investors L.P** has been approved By Committee Of Creditors in its meeting dated On 25th August, 2018.*

DIRECTORS/KMP & RESOLUTION PROFESSIONAL

Due to ongoing CIRP the Board of Directors continue to remain suspended during the year under review.

Directors

There is no induction/change in Directorship of the Company during the financial year ended March, 2023

Key Managerial Personnel:

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The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows as on 31st March 2023:

DIN/PAN	NAME OF KMP MANAGERIAL PERSONNEL	DATE OF APPOINTMENT
01744465*	Shekhar Gupta	Whole time Director
ACBPM8301M**	Arun Kumar Maiti	CFO(KMP)
AAVPU6546Q***	Jayaram Shetty	CFO(KMP)
HTCPS9157Q****	Divya Srivastava	Company Secretary

*Mr. Shekhar Gupta, whole time Director of the Company has also resigned from the post of directorship of the Company, but compliance under Companies Act 2013 is pending, hence he is still showing as a director in the Companies Master Data on MCA.

During the period under review, Mr. **Arun Kumar Maiti had resigned from the office of Chief Financial Officer of the Company w.e.f. 31^s May, 2022. The Board/Resolution Professional places on record its appreciation for the services rendered by **Arun Kumar Maiti** during his tenure with the Company.

***Thereafter, Mr. Jayaram Shetty from the office of Chief Financial Officer of the Company w.e.f. 02nd

August, 2022.

*****During the period under review, Ms. Divya Srivastava had appointed to the post of Company Secretary of the Company.

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, Notification dated, May 31, 2018 all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stands suspended.

Further stated that Metalyst Forgings Limited is under Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code 2016 (Code) vide an order of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai dated 15.12.2017 and Mr. Dinkar T. Venkatasubramanian (IP Registration no. IBBI/IPA-001/IP-P00003/2016-17/10011), was appointed as the Insolvency Resolution Process ("IRP") with effect from 15th December 2017. Further, in terms of the provisions of the Code, the Committee of Creditors (CoC) in its meeting held on 12th January 2018 continued to Mr. Dinkar T. Venkatasubramanian as the Resolution Professional.

NUMBER OF BOARD MEETING AFTER THE COMMENCEMENT OF INSOLVENCY PROCESS

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, Notification dated, May 31, 2018 read with an order of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stands suspended.

Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional (IRP) by the National Company Law Tribunal by order dated 15th December, 2017 and subsequently confirmed as the Resolution Professional (hereinafter referred to as the "RP") by the Committee of Creditors (hereinafter referred to as the "CoC") via e-voting conducted in the meeting of the CoC, which concluded on on 12th January, 2018, to carry out the CIR Process for the Company.

However, as the power of the Board of Directors of your Company stands suspended and the Resolution Professional has been overseeing the day to day operations of the Company during the year under review.

NUMBER OF MEETING OF COMMITTEE OF CREDITORS (COC)

During the period under review three (03) meetings of the Committee of Creditors (CoC) were held, details of which are given below and forms part of this Annual Report:

S No.	Date	Total No. of Members	Members Attended Meeting	% Attendance
1	13 September 2022	16	10	70.57
2	25 July 2022	16	15	97.63
3	09 May 2022	16	10	80.71

DECLARATION BY INDEPENDENT DIRECTORS

In terms of SEBI (Listings Obligations and Disclosure Requirements) (Third Amendments) Regulations

2018 dated 31st May 2018 Mr. Dinkar T. Venkatasubramanian pursuant to NCLT vide order dated 15th December 2017 against the Company and all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stands suspended.

In light of the above, your Company has not received any declaration from the Independent Directors during the year under review.

❖ **Broad terms of reference of the committee inter-alia include:**

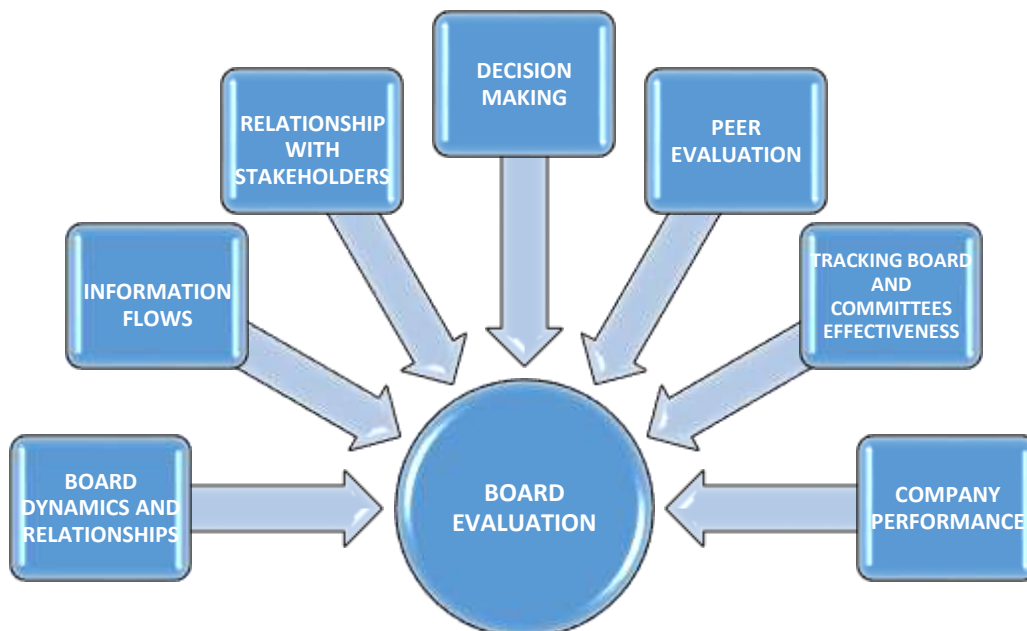
- a) To identify persons who are qualified to become Directors and who may be appointed as KMPs and in senior management position in accordance with the criteria laid down, recommend to the Board for their appointment and removal;
- b) To carry out evaluation of every Director's performance;
- c) To identify the criteria for determining qualifications, positive attributes and independence of a director;
- d) To finalise the remuneration for the Directors, key managerial personnel and senior management personnel;
- e) To assess the independence of Independent Directors; and
- f) Such other key issues/matters as may be referred by the Board or as may be necessary in view of the provision of the Companies Act, 2013 and Rules thereunder and the SEBI (LODR), whenever applicable.

In this context, the committee will also review the framework and processes for motivating and rewarding performance at all levels of the organisation, will review the resulting compensation awards, and will make appropriate proposals for Board approval.

BOARD EVALUATION

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, Notification dated, May 31, 2018, Mr Dinkar T. Venkatasubramanian pursuant to NCLT vide order dated 15th December 2017 against the Company and all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stands suspended.

The manner in which the evaluation has been carried out by Resolution Professional has been explained in the Corporate Governance Report.



The Board Evaluation after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional and powers of the Board of Directors stand suspended.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

During CIRP period, as and when required the Company used to conduct programmes for familiarization of Independent Directors with the Company and details of such programmes were updated on its website i.e. www.metalyst.co.in. Further, roles, rights, responsibilities of Independent Directors in the Company, nature of the industry in which the Company operates, business model of the Company and other related matters are available on the Company's website. During the period under review, it was not required to conduct programmes for familiarization of Independent Directors in view of the CIRP.

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 (<https://www.metalyst.co.in>).

COMMITTEES OF THE BOARD

The Company's Board had the following five Committees:

Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	Sexual Harassment Committee	Risk Management Committee
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The Board had a defined set of guidelines, duties and responsibilities and established framework commensurate with the applicable provisions of the Companies Act and Listing Regulations for conducting the meetings of the said Committees. A detailed note on the Board of Directors and its committees, their scope e.t.c is provided under the Corporate Governance Report

The role and responsibilities of the Committees specified in regulations 18, 19, 20 and 21 of **SEBI**

(Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018 after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by RP/IRP/IMC in accordance with Sections 17 and 23 of the Insolvency Code from the aforesaid date and powers of the Board of Directors stand suspended.

Accordingly, no meetings of the Committees were held during the Financial Year 2022-2023. Further details are given in the Corporate Governance Report.

DISCLOSURE OF AUDIT COMMITTEE & NON ACCEPTANCE OF ITS RECOMMENDATION

The composition of Audit Committee of the Company as on 31.03.2023 is as under:

Name of the Member	Category	Status
Mr. Yogesh Kapur	Independent Director	Chairman
Mr. Brajindar Mohan Singh	Independent Director	Member
Ms. Anuradha Kapur (resigned w.e.f.18.10.2019)	Independent Director	Member

After the Commencement of Corporate Insolvency Resolution Process (CIRP) as per regulation 17 of IBC "the Code" The management of the affairs of the company shall vested in the interim resolution professional and the power of the board of directors/ committees shall stand suspended and be exercised by the Interim Resolution Professional.

Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12th January 2018 under provisions of the code).

REMUNERATION POLICY

Pursuant to Section 134(3)(e) & Section 178(3) of the Companies Act 2013, the Nomination and Remuneration Committee of the Board has framed policies that were duly approved by the erstwhile Board on the recommendations of the Nomination and Remuneration Committee prior to commencement of CIRP for selection of Directors 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.metalyst.com).

TRANSFER OF UNPAID AND UNCLAIMED AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In accordance with the provisions of the Act and IEPF Rules, as amended from time to time, the Company is required to transfer the following to IEPF:

- Dividend amount that remains unpaid/unclaimed for a period of seven (07) years; and
- Shares on which the dividend has not been paid/claimed for seven (07) consecutive years or more.

Your Company, in its various communications to the shareholders from time to time, requests them to claim the unpaid/unclaimed amount of dividend and shares due for transfer to IEPF established by the Central Government. Accordingly, during the year, the Company has no such unpaid or unclaimed dividend for a period of seven (7) years from the date they become due for to IEPF.

However the unclaimed dividend for the FY 2013-14 is due to transfer to Investors' Education and Protection Fund (IEPF) established by the Government of India.

Further, in compliance with IEPF Rules including statutory modification(s) thereof, the Company publishes notices in newspapers and sends specific letters to all shareholders dated 28th August 2023 whose shares are due to be transferred to IEPF for the FY 2013-14, to enable them to claim their rightful dues.

With the continuous efforts of the Company, 16 investor claims request letter have been sent to RTA for releasing claims.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company has in place Internal Financial Control system, commensurate with size & complexity of its operations to ensure proper recording of financial and operational information & compliance of various internal controls & other regulatory & statutory compliances. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

The Chief Financial Officer of the Company to monitor & evaluate the efficacy of Internal Financial Control system in the company, its compliance with operating system, accounting procedures & policies at all the locations of the company. The Audit Committee of the Board of Directors and Statutory Auditors are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company has no subsidiary, Joint Venture and Associates Company as on 31st March, 2023.

RESOLUTION PROFESSIONAL / DIRECTORS' RESPONSIBILITY STATEMENT*

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

- i. In the preparation of annual financial statements for the year ended 31st March 2023, 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/IRP 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, 2023 and of the profits/losses for the year ended on that date.
- iii. they have taken 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.

****The role and responsibilities of the Board of Directors after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors/Committees stand suspended.***

AUDITOR AND THEIR REPORT

STATUTORY AUDITORS

At the 44th Annual General Meeting held on August 01st, 2022 **M/s. Jayesh Sangharjka & Co. LLP. Practicing Chartered Accountants (Firm Registration Number: 104184W/W100075)** were appointed as Statutory Auditor of the Company for a term of five years to hold office from the conclusion of 44th Annual General Meeting till the conclusion of the 49th Annual General Meeting of the Company.

The requirement of the ratification of the appointment of Statutory Auditors at every Annual General Meeting has been done way by the Companies Amendment Act, 2017 notified by the Ministry of Corporate Affairs vide notification no. GSR 432(E) dated 07th May, 2018, and hence the notice of ensuing Annual General Meeting does not carry any resolution pertaining to ratification of appointment of Statutory Auditors.

AUDITORS' REPORT

The Statutory Auditor have issued auditors' report contain the qualifications/observation which is self-explanatory in nature and forms part of this Annual Report. Further the Statement of Impact of Audit Qualification pursuant to SEBI regulations forms part of this Annual Report.

SECRETARIAL AUDIT

Pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time the Resolution Professional of the Company has appointed **M/s KRR & Company, Company Secretaries** as Secretarial Auditor of the Company, to conduct Secretarial Audit for the financial year 2022-23.

A copy of the Secretarial Audit Report received from **M/s KRR & Company, Company Secretaries** in the prescribed Form No. MR-3 is annexed to this Report marked as "**Annexure - I**" and forms an integral part of this Report.

The observations and comments given by the Secretarial Auditor in their Report are self-explanatory and hence do not call for any further comments under Section 134 of the Act.

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 Resolution Professional of the company, has appointed Firm M/s K.V. Dongare and Co. (FRN: 000622) as Cost Auditor of the Company to fill the Casual Vacancy caused by resignation of M/s Pawar and Associates (FRN:102461) to conduct Cost Audit for the Financial Year 2022-23 in accordance of Section 148 read with rules made there under, of the Companies Act 2013.

For conducting the audit of the cost records of the Company for the financial year 2022-23 subject to its ratification of the remuneration to be paid to Cost Auditor, by the shareholders at the ensuing

Annual General Meeting.

REPORTING OF FRAUD BY AUDITORS

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in Director's Report.

CORPORATE GOVERNANCE REPORT

As stipulated under Schedule V of SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015, the report on Management Discussion and Analysis, the report on corporate

Governance and requisite Certificate from the Secretarial Auditor M/s KRR & Company, Company Secretaries, of the Company confirming Compliance with the conditions of Corporate Governance are provided in a separate section which forms part of the Annual Report.

The Corporate Governance Report for the Financial Year 2022-23 is attached as an Annexure-VI.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As the Company is not having net worth of rupees five hundred Crores or more, or turnover of rupees one thousand Crores or more or a net profit of rupees five Crores or more during any financial year, the Company is not required to comply with the provisions of Section 135 of the Companies Act, 2013 with the regard to the formation of the CSR Committee and undertaking of Social Expenditure as required under the said Section.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITIES PROVIDED BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review your Company has not made any investment, has not granted any loans, guarantee and/ or has not provided any security in accordance with the provisions stated in Section 186 of the Act. Details of Loans, Guarantees and Investments covered under the provisions of the said section have been disclosed in Notes of the notes to the Financial Statements.

PARTICULARES OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts or arrangements entered into by the Company with Related Parties are at arm's length and are in ordinary course of business.

In accordance with Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014. All the Related Party Transactions entered into during the financial year were on an Arm's Length basis and in the Ordinary Course of Business. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel (KMP) which may have a potential conflict with the interest of the Company at large 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.

The Policy on Related Party Transactions as approved by the Board of Directors is uploaded on the

website at www.metalyst.co.in.

There has been no change to the policy on Related Party Transactions during the financial year ended March 31st, 2023.

CORPORATE SOCIAL RESPONSIBILITY

As per the section 135 of Companies act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more Directors and have to spends in every financial year, at least two percent of the average net profits of the company made during the three immediately preceding financial years.

*In order to comply the provisions, earlier, company constituted a committee of the Board of Directors of the company. However, the Company is not meeting the criteria required for constituting Corporate Social Responsibility Committee and due to continuous losses faced by the Company, the company has decided to dissolve the CSR Committee. Therefore, in Financial Year 2022-2023, the CSR Committee stands dissolved.

PARTICULARS OF EMPLOYEES AND REMUNERATION

Details of remuneration of Directors, KMPs and employees as per Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of Report **Annexure-V(A)**.

However, as per the provisions of Section 136 of the Companies Act, 2013, the Annual Report is being sent to the Members and others entitled thereto, excluding the information on employees' remuneration particulars as required under Rule 5 (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RELATED PARTY TRANSACTIONS

All arrangements/ transactions entered into by the Company with its related parties during the year were in the ordinary course of business and on an arm's length basis. During the year, the Company has not entered into any arrangement/transaction with related parties which could be considered material in accordance with the Company's Policy on Related Party Transactions, read with the Listing Regulations and the disclosure of related party transactions 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 to this Report.

The Related Party Transaction Policy is available on the Company's website under the web link www.metalyst.co.in.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has designed and implemented a process driven framework for Internal Financial Controls [IFC] within the meaning of the explanation to Section 134(5) (e) of the Act. 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.

In terms of SEBI (Listings Obligations and Disclosure Requirements) (Third Amendments) Regulations 2018 dated 31st May 2018 the resolution professional Mr Dinkar T. Venkatasubramanian appointed pursuant to NCLT vide order dated 15th December 2017 against the Company and all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stands suspended.

RISK MANAGEMENT

Your Company has an elaborated Risk Management procedure and adopted systematic approach to mitigate risk associated with accomplishment of objectives, operations, revenues and regulations. Your Company believes that this would ensure mitigating steps proactively and help to achieve stated objectives. The entity's objectives can be viewed in the context of four categories Strategic, Operations, Reporting and Compliance. The Risk Management process of the Company focuses on three elements, viz.



In compliance with the provisions of Regulation 21 of SEBI Listing Regulations, the Board of Directors has constituted 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. The details of Committee are set out in the Corporate Governance Report forming part of the Board's Report.

In terms of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendments) Regulations 2018 dated 31st May 2018, that after the Commencement of Corporate Insolvency Resolution Process (CIRP) all the powers of the Board or Committees shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING / OUTGO

Details regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are stated below:

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, details regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo for the year under review are as follows:

A. Conservation of Energy

- a. Steps taken or impact on conservation of energy – The Operations of the Company do not consume energy intensively. However, Company continues to implement prudent

- practices for saving electricity and other energy resources in day-to-day activities.
- b. Steps taken by the Company for utilizing alternate sources of energy – Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.

B. Technology Absorption

- a. The efforts made towards technology absorption – The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.
- b. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable

C. The Particulars of Foreign Exchange and Outgo for the year under review are:

Particulars	(Rs. in Lakhs)	
	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Foreign exchange earning	Nil	Nil
Foreign exchange Outgo	Nil	Nil

The details as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are attached as **Annexure IV** to this Report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report on the operations and financial position of the Company, as stipulated under Regulation 34(2)(e) of the Listing Regulations is presented in a separate section forming part of this Report.

A detailed review of operations, performance and future outlook of your Company is given in this report annexed herewith as Annexure VII, under the head “The Management Discussion and Analysis Report for the year under review, as specified under Regulation 34 read with Schedule V of Listing Regulations is presented in a separate section, forming part of this Annual Report.

WILFUL DEFAULTERS

According to the information received by CIBIL, some of the bank has declared the Company, its Promoter Director and erstwhile Executive Director as Wilful Defaulters. Details of the bank, amount of default and last date when they have been declared as wilful defaulter are provided in Audit Report which forms this report.

OTHER DISCLOSURES/ REPORTING

No disclosure or reporting is required in respect of the following items as there was no transaction on these items during the year under review:

- Issue of Equity Shares with differential rights as to Dividend, voting or otherwise
- Issue of Shares (including sweat equity shares) to Employees of the Company under any scheme
- None of the Directors including Whole Time Directors of the Company received any remuneration or commission from any of the Company’s subsidiaries
- No fraud has been reported by the Auditors to the Resolution Professional

DISCLOSURE REQUIREMENTS

Details of the Familiarization Programme of the independent directors are available on the website of the Company www.metalyst.co.in. Policy on dealing related party transaction is available on the website of the Company www.metalyst.co.in.

VIGIL MECHANISM

Pursuant to Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 read with Section 177(9) of the Act and as per Regulation 22 of the Listing Regulations (as amended from time to time), the Company has framed Vigil Mechanism/ Whistle Blower Policy ("Policy") to enable Directors and employees to report genuine concerns or grievances, significant deviations from key management policies and reports on any non-compliance and wrong practices, e.g., unethical behavior, fraud, violation of law, inappropriate behavior/conduct, etc. The functioning of the Vigil Mechanism is reviewed by the Audit Committee/Resolution Professional from time to time.

None of the Directors or employees have been denied access to the Audit Committee of the Board/Resolution Professional. The objective of this mechanism is to maintain a redressal system that can process all complaints concerning questionable accounting practices, internal controls, or fraudulent reporting of financial information. The Policy framed by the Company is in compliance with the requirements of the Act and the Listing Regulations and is available on the website of the Company www.metalyst.co.in.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS & COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under report, no significant and material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

The Hon'ble National Company Law Tribunal, Mumbai (NCLT, Mumbai) vide order dated 15th December, 2017 approved initiation of Corporate Insolvency Resolution Process of the Company pursuant to an application under section 7 of the Insolvency and Bankruptcy Code, 2016 filed by State Bank of India.

Pursuant to the initiation of the above proceedings, and In terms of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendments) Regulations 2018 dated 31st May 2018, that after the Commencement of Corporate Insolvency Resolution Process (CIRP) all the powers of the Board or Committees shall be have been suspended and fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and same now vest with Mr. Dinkar T. Venkatasubramanian, the Resolution Professional.

Further, the Company had received an adjudication order dated June 28th 2019 from Securities and Exchange Board of India (SEBI) in terms of the provisions of Section 15HB of the SEBI Act regarding violation of the provision of Regulation 31(1) read with Regulation 31(3) of SEBI (SAST) Regulations, and penalty has been imposed by the SEBI.

INDUSTRIAL RELATIONS

During the year under review, employee relations at all sites remained cordial. Despite the exceptional challenges faced, the motivated work force aided your Company in maintaining its operations.

INVESTOR RELATIONS

Your Company always endeavors 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/Resolution Professional of the Company periodically reviews the status of the redressal of investors' grievances.

COMPLIANCE WITH SECRETARIAL STANDARD

The Company remained under CIRP and no meeting of the Board of Directors was held during the year under report. Therefore the Secretarial Standards i.e. SS-1 and SS-2 issued by the Institute of Company Secretaries of India ("ICSI") and notified by Ministry of Corporate Affairs (MCA) relating to meeting of the Board of Directors and General Meetings, respectively have been followed by the company to the extent possible.

ENVIRONMENT

Your Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

GENERAL DISCLOSURE

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (sweat equity shares) to employees of the Company under ESOS.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company operations in future.

2. Number of Meetings of the Board of Directors

1. Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and take suitable measures for prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment.

During the financial year under review, there were no complaints reported under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

As required under the Sexual Harassment of women at Workplace (Prohibition, Prevention and Redressal) Act, 2013, the Company has policy on prevention of Sexual harassment of women at workplace and matters connected therewith.

CAUTIONARY STATEMENT

Statements in the Director's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations and/or forecasts may be forward-looking within the meaning of applicable securities, laws and regulations.

Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

ACKNOWLEDGEMENTS

The Resolution Professional / 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.

The Resolution Professional / 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/Resolution Professional of the Company look forward to their continued support in future. The Board of Directors/Resolution Professional would also like to thank all stakeholders for the continued confidence and trust placed by them with the Company.

**By Order of the Resolution Professional
For Metalyst Forgings Limited
(A Company under Corporate Insolvency Resolution Process)**

**Mr. Dinkar T.Venkatasubramanian
(Resolution Professional)**

**Divya Srivastava
(Company Secretary)**

Date: 11/11/2023

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T.Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January 2018 under provisions of the code)

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2022- 23

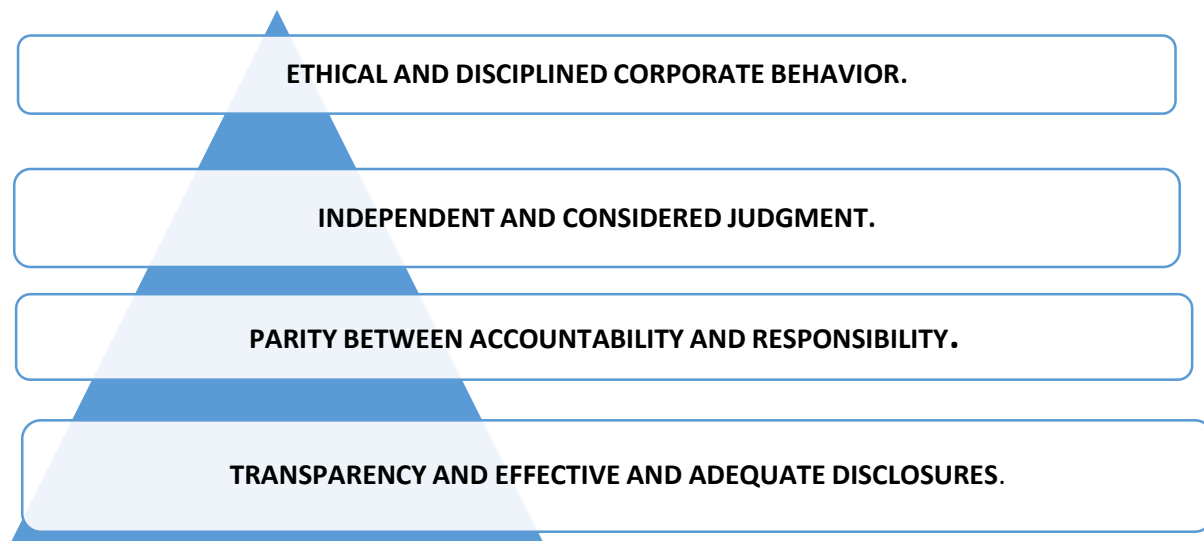
In accordance with Regulation 34(3) read with Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations') the details of compliance by the Company with the norms on Corporate Governance are as under

I. METALYST'S PHILOSOPHY ON CORPORATE GOVERNANCE

Metalyst Forgings Limited strongly believes that good Corporate Governance practice ensures ethical and efficient conduct of the affairs of the Company in a transparent manner and also helps in maximising value for all the stakeholders like members, customers, employees, contractors, vendors and the society at large. Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are managed in a manner which ensures accountability, transparency and fairness in all its transactions in the widest sense. It stems from the dynamic culture and positive mindset of the organization and focuses on commitment to values and adherence to ethical business practices. Thus, timely, adequate and accurate disclosure of information on performance and ownership forms the cornerstones of Corporate Governance.

We believe that every Corporate Strategy needs to be dynamic, vibrant and responsive to the changing economic scenario and flexible enough to absorb environmental and fiscal fluctuations. It must be capable of harnessing inherent strengths of available resources and materials and have the capacity to learn from success or failure and more importantly, ensure growth with human face. This has always been the guiding philosophy in the Company and will continue to be so in future, as we continue to perceive Corporate Governance as an upward moving target that we collectively strive towards achieving.

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:



OVERVIEW OF COMPANY'S MANAGEMENT

II. BOARD OF DIRECTORS

The Company remained under Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (Insolvency Code) in terms of order dated 15th December, 2017 passed by Hon'ble NCLT, Mumbai Bench and has appointed Mr. Dinkar T. Venkatasubramanian as an Interim Resolution Professional ('IRP') for carrying out the Corporate Insolvency Resolution Process (CIRP) of the Company. Consequently, the powers of the Board were vested in and were being exercised by Interim Resolution Professional (IRP)/Resolution Professional (RP).

At the first meeting of Committee of Creditors of the Company held on 12th January, 2018 his appointment was confirmed as a Resolution Professional.

• **COMPOSITION OF BOARD**

Before the Commencement of Corporate Insolvency Resolution Process (CIRP) the Board of Directors has an optimum combination of executive, non-executive and independent directors to maintain its independence and separate its functions of governance and management. In terms of Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), where the regular non-executive Chairman of the Board is a promoter of the listed entity or is related to Promoter, at least half of the Board should comprise of Independent Directors as on March 31, 2023. The suspended Board consisted of 10(ten) directors including one woman director, of which four were Non Independent Directors and five were independent directors.

▪ **MEETINGS AND ATTENDANCE**

The Company remained under CIRP during the year under review. Further, as per sub-regulation (2A) in Regulation 15 in LODR, the provisions of Regulation 17, 18, 19, 20 and 21, including with regard to meetings of Board are not applicable during the period of CIRP. Consequently, no meeting of the Board has been held during the financial year 2022-2023:

Details regarding attendance of each Director at Board Meetings, Last Annual General Meeting (AGM) and Number of Directorships and Committees positions held by them as on 31st March, 2023 are given below:

Sr. No.	Name of Director & Designation	DIN	No. of Board Meetings held during 2022-2023		Attendance at last 45 th AGM	Sitting Fees Paid Rs.
			*Held during their tenure	Attended		
Resolution Professional						
1	Mr. Dinkar T.Venkatasubramanian		-	-	Yes	
Non-executive director-independent Director						
2	Mr. Yogesh Kapur(Chairman)	00014385	-	-	No	
3	Mr. Brajindar Mohan Singh	02143830	-	-	No	
Non-executive Director- Non - Independent Directors						
6	Mr. Arvind Dham	00047217	-	-	No	

***Note**

1. Company is under IBC no meeting of Board of Directors held During FY 2022-23.

2. However after the commencement of Corporate Insolvency Resolution Process (CIRP) the powers of the Board of Directors along with the committees of the Company stands suspended and were/are being exercised by the RP/IRP in accordance with Sections 17 and 23 of the Insolvency Code from the aforesaid date. The role and responsibilities of the Committees specified in regulations 18,19, 20 and 21 of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018 after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional and powers of the Board of Directors stand suspended.

Accordingly, no meetings of the Committees were held during the Financial Year 2022-23.

3.. Company is under CIRP the last Annual General Meeting Conduct by Authorized Representative of Resolution Professional.

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

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, 2022 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**

✓ **Selection and appointment of Independent Directors**

Considering the requirement of skill set on the Board, profiles of eminent people having independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment as Independent Directors on the Board. The Committee, inter-alia, considers the qualification, positive attributes, area of expertise and number of Directorships and Memberships/ Chairmanships held in various committees of other companies by such persons and recommends their appointments to the Board for its decision.

✓ **Declaration by Independent Directors**

All the independent directors have submitted a declaration that they meet the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an independent judgment and without any external influence.

However after the commencement of Corporate Insolvency Resolution Process (CIRP), the Company has not received any declaration. Further the powers of Board of Directors/Committees stands suspended and its being exercised by the Resolution Profession pursuant to the provision of the Insolvency and Bankruptcy Code 2016.

✓ **Familiarization Programme for Independent Directors:**

The Company has not provide Familiarization Programme for Independent Directors after the commencement of CIRP process as the power of board stands suspended.

✓ **Separate Meeting of Independent Directors**

During the period under review no meetings of Independent Directors was held as the Company is under Corporate Insolvency Resolution Process (CIRP) and its powers shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.

✓ **Information placed before the board**

✓

The IRP/RP/ Board has complete access to all company related information. All the requisite information, in terms of Regulation 17 (7) read with Schedule II Part A of the Listing Regulations are placed before the IRP/RP/Board for his consideration, besides such other information/details which are considered necessary to facilitate meaningful and focused deliberations on issues concerning the Company and to take decisions in an informed and efficient manner.

✓ **Code of Conduct**

The conduct of the Board Members and Senior Management Personnel is regulated by the Code of Conduct for Board Members and Senior Management Personnel, as approved and adopted by the Board of Directors of the Company .All the Non Independent Board Members and Senior Management

Personnel have affirmed their compliance with the Code of Conduct for the financial year ended 31st March, 2023.

✓ **Evaluation of Board, its Committees and Individual Directors**

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of executive/ nonexecutive/independent directors through peer-evaluation excluding the director being evaluated. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships information flow, decision-making of the directors, relationship to stakeholders, company performance, company strategy, and the effectiveness of the Board, as a whole and its various committees.

The performance of the Board is evaluated after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning etc. The performance of the Committees is evaluated after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc. The performance of the individual directors is Evaluated on the basis of criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman is also evaluated on the key aspects of his role.

In addition to the criteria of evaluation for all Directors, which is common for evaluation of both Independent and Non executive directors, an Independent director is also evaluated on parameters including, exercise of objective independent judgment in the best interest of Company; ability to contribute to and monitor corporate governance practice; and adherence to the code of conduct for independent directors.

✓ **CRITERIA OF SELECTION OF INDEPENDENT DIRECTORS**

Before the Commencing of CIRP against the Company 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.

● **BOARD AND COMMITTEE MEETINGS AND PROCEDURES**

To provide detailed and necessary assistance in the Company's matters, the Board has constituted Six committees. The Board has a defined set of guidelines and an established framework for conducting the meetings of the said Committees. These guidelines seek to systematize the decision making process at the meetings in an informed and efficient manner. 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, 2023 are illustrated below:-

- ❖ **AUDIT COMMITTEE**
- ❖ **HUMAN RESOURCES, NOMINATION AND REMUNERATION COMMITTEE**
- ❖ **STAKEHOLDERS RELATIONSHIP COMMITTEE**
- ❖ **CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**
- ❖ **RISK MANAGEMENT COMMITTEE**
- ❖ **SEXUAL HARASSMENT COMMITTEE**

Further after the Commencement of Corporate Insolvency Resolution Process (CIRP) committees got suspended as the Company's business affairs and operations are vested with RP pursuant to Section 17 of IBC. The role and responsibilities of the Committees specified in regulations 18,19, 20 and 21 of **SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018** shall be fulfilled by Resolution Professional .

1. AUDIT COMMITTEE

A. COMPOSITION OF AUDIT COMMITTEE

Before the Commencement of Corporate Insolvency Resolution Process (CIRP) the Board of the Company has duly constituted an Audit Committee, the Audit Committee comprises of three non-executive Directors. The constitution of the Audit Committee is in conformance with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations, which comprises of three Directors with two Independent Directors forming majority.

All the members of the Committee have adequate knowledge of financial and accounting matters. The Company Secretary acts as the Secretary to the Audit Committee. The role and responsibilities of Audit Committee as specified under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors and their Committees stand suspended.

During the period under review, the Audit Committee comprises of following members:

Name of Member	Designation
Mr. Yogesh Kapur	Chairman

B. MEETING OF AUDIT COMMITTEE

During the period under review the meetings of Audit Committee was as follows:

Name Of Members	Category	Position in the Committee	No. of Meeting Attended	
			Held	Attended
Mr. Yogesh Kapur	Independent Director	Chairman	Company is Under IBC and Role & Responsibilities of Audit Committees fulfilled by Resolution Professional & powers of the Board of Directors & their Committees stand Suspended.	

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

Before the Commencement of Corporate Insolvency Resolution Process against the company, the company 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 Section 178 of the Act and Regulation 19 of the Listing Regulations, which comprises of three Non-Executive Directors with two Independent Directors forming majority. as amended from time to time. The Nomination and Remuneration Policy is available on the Company Website at <http://www.metalyst.co.in>.

As per SEBI(Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, dated 31st May,2018 the role and responsibilities of the Committees, after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional and powers of the Board of Directors stand suspended.

A. COMPOSITION AND MEETING OF THE NOINATION AND REMUNERATION COMMITTEE

During the period under review the composition and details of meetings of Nomination and Remuneration Committee as follows:

Name of Members	Category	Position in the Committee	No Of Meeting Attended	
			Held	Attended
Mr. Brajindar Mohan Singh	Independent Director	Chairman	Company is Under IBC .Role & Responsibilities of Audit Committees fulfilled by Resolution Professional & powers of the Board of Directors & their Committees stand Suspended.	
Mr. Yogesh Kapur	Independent Director	Member		

B. TERMS OF REFERENCE

- Identify persons who are qualified to become directors or senior management employees and recommend to the Board their appointment/ removal.
- Evaluate every Director's performance.
- Formulate criteria for determining qualifications, positive attributes and independence of a Director.
- Recommend to the Board a policy relating to remuneration for the Directors, KMPs & other employees.
- To approve the extension or continuation of terms of appointment of Independent Directors on the basis of their performance evaluation.

- To devise a policy on Board diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- Chairperson of the Committee or any member authorized by him to attend all General Meetings of the Company.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

REMUNERATION OF DIRECTORS

A. REMUNERATION POLICY:

- Before the Commencement of Corporate Insolvency Resolution Process against the company 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. 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.
- No sitting fees has paid to Independent Directors as the company is in Corporate Insolvency Resolution Process (CIRP) and no Board/Committees meeting was held during the period under review.
- 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.
- 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, 2023:-

➤ Non-Executive Independent Directors:

S. No.	Name of Non-Executive Director	Sitting Fee	Commission	Total
1	Mr. Brajindar Mohan Singh	NIL	NIL	NIL
2	Mr. Yogesh Kapur	NIL	NIL	NIL

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

S. No.	Executive Director	Salary* (Rs.in Lacs)	Commission	Total
1	Mr. Shekhar Gupta	NIL	NIL	NIL

As per SEBI(Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, dated 31st May,2018 the role and responsibilities of the Committees, after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional and powers of the Board of Directors stand suspended.

3. STAKEHOLDER'S RELATIONSHIP COMMITTEE

Before the Commencement of Corporate Insolvency Resolution Process (CIRP) against the company, in terms of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations, Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014, as amended from time to time., 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 per SEBI(Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, dated 31st May,2018 all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with Section 17 and Section 23 of IBC and powers of the Board of Directors/Committee stands suspended.

A. COMPOSITION OF STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Composition of Stakeholders' Relationship Committee and its attendance was as follows:

Name Of Members	Category	Position in the Committee	No Of Meeting Attended	
			Held	Attended
Mr. Yogesh Kapur	Independent Director	Chairman	During FY 2022-23 no Meeting of Stakeholders' Relationship Committee Held as Company is Under CIRP.	
Mr. Brajinder Mohan Singh	Independent Director	Member		

B. MEETING OF STAKEHOLDERS' RELATIONSHIP COMMITTEE

During the period under review no meeting of the Stakeholders Relationship Committee was held during the year under review.

The Committee /Resolution Professional has designated the Company Secretary as the Compliance Officer:

Name : Ms. Divya Srivastava

Designation : Company Secretary

Address of the Compliance Officer: Metalyst Forgings Limited

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 2022-23 are as follows:

Investor Complaints received at the beginning i.e 01.04.2022	Received during the period ended 31.03.2022	Disposed off during period Ended 31.03.2023	Unresolved as at 31.03.2023
SEBI	NIL	NIL	NIL
BSE/NSE	NIL	NIL	NIL
Shareholders/Investors	NIL	NIL	NIL

4. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

In order to comply the provisions, earlier, company has constituted a committee of the board of directors of the company.

After the Commencement of Corporate Insolvency Resolution Process (CIRP) role & responsibility of Corporate Social Responsibility Committee shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.

However, the Company is not meeting the criteria required for constituting Corporate Social Responsibility Committee and due to continuous losses faced by the Company, the Board of Directors of the Company has dissolved the Committee in the Financial Year 2022-2023

A. COMPOSITION

During the period under review the composition is as follows:-

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

B. MEETINGS

During FY 2022-23 no Meeting of Corporate Social Responsibility Committee held as Company is Under Corporate Insolvency Resolution Process (CIRP).

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. RISK MANAGEMENT COMMITTEE

A. Composition

The Composition of Risk Management is as follows:

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

Your Company had prior to the commencement of the CIR Process, implemented a Risk Management Policy, the effective implementation of which has been detailed in the enclosed Management Discussion and Analysis Report, which forms part of this Report.

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.

However after the Commencement of Corporate Insolvency Resolution Process (CIRP) Role & Responsibility of Risk Management Committee shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspend.

6. 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 constituted Sexual Harassment Committee.

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.

After the Commencement of Corporate Insolvency Resolution Process (CIRP) Role & Responsibility of Sexual Harassment Committee shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016

III. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

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

IV. GENERAL BODY MEETINGS

A. Annual General Meeting

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

Year	Location	Date	Time	Special Resolutions Passed
2022-22	Gat No 614 Village Kurulikhed, Pune, Maharashtra-410501	30.11.2022	12:00 Noon	No Special Resolution Passed
2020-21	through Video Conferencing (VC)/ Other Audio Visual means OVAM	01.08.2022	11.07 A.M	No Special Resolution Passed
2019-20	through Video Conferencing (VC)/ Other Audio Visual means OVAM	26.02.2022	11.07 A.M	No Special Resolution Passed

B. POSTAL BALLOT HELD DURING THE FINANCIAL YEAR 2022-23

No postal ballot was conducted during the financial year 2022-23. 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

No Extraordinary General Meeting of the Members was held during the financial year under review.

V. 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. Details of Related Party Transactions in **form AOC-2** attached to the Director's Report may be referred to for further details.

Transactions with related parties entered into by the Company in the normal course of business are placed before the Audit Committee/Resolution Professional.

Your company, prior to the commencement of CIR Process, had in implementation a policy for determining the material Related Party Transactions and the details of such policies are available on the Company's website, www.metalyst.co.in /Investors Corner / Policy On Dealing With Related Party Transactions

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.metalyst.co.in.

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

The Company has complied with requirements of the Listing Regulations to the extent possible. The instances of non-compliance by the Company and 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 year described in Secretarial Audit Report as attached as **Annexure-I**.

● DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of financial statements for the period ended on 31st March, 2023; 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.

After the Commencement of Corporate Insolvency Resolution Process (CIRP) Role & Responsibility of Sexual Harassment Committee shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016

● 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.

● PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, PREFERENTIAL ISSUES

During the year under review, no proceeds have been received through public issue, right issue and preferential 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 except which are exempted pursuant to the SEBI (LODR) (Third Amendment) Regulations 2018 dated

31st May 2018, for those Companies undergoing Corporate Insolvency Resolution Process (CIRP). 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/Resolution Professional.

● **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.**

As required by Schedule V of Listing Regulations, the certificate from KRR & Companies, Company Secretaries, Practicing Company Secretary on corporate governance is annexed to the Corporate Governance report.

● **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

In accordance with the provisions stated in Section 177 of the Act and Rules framed thereunder read with Regulation 22 of the Listing Regulations, your Company has a vigil mechanism policy named Vigil Mechanism Policy (VMP) to deal with instances of fraud and mismanagement, if any. The details of the Vigil Mechanism Policy is explained in the Corporate Governance Report and also posted on the website of your Company at www.metalyst.co.in→ Investor’s Corner→ Details of Establishment of Vigil Mechanism/ Whistle Blower Policy

● **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	NA	1) Composition 2) Meetings 3) Review of Compliance reports 4) Plans for orderly succession for appointments 5) Code of Conduct 6) Employees/ 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	NA	<ol style="list-style-type: none"> 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	NA	<ol style="list-style-type: none"> 1) Composition 2) Role of the Committee
4	Stakeholders' Relationship Committee	20	NA	<ol style="list-style-type: none"> 1) Composition 2) Role of the Committee
5	Risk Management Committee	21	NA	<ol style="list-style-type: none"> 1) Composition 2) Role of the Committee
6	Vigil Mechanism	22	Yes	<ol style="list-style-type: none"> 1) Formulation of Vigil Mechanism for Directors and employees 2) Director access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	<ol style="list-style-type: none"> 1) Policy on Materiality of Materiality of Related Party Transactions 2) Approval including omnibus approval of Audit Committee/Resolution Professional 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	NA	<ol style="list-style-type: none"> 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	NA	<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	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
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● **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**

VI. MEANS OF COMMUNICATION

Quarterly Results	The quarterly results of the Company as announced are intimated to both the Stock Exchange
Newspapers where normally results are published	English Financial Express (editions) Vernacular Loksatta (Marathi edition)
Name of Websites where results are displayed	www.metalyst.co.in www.nseindia.com www.bseindia.com
Whether website also displays Official news releases, if any.	Yes

Whether presentations made to the Institutional Investors or to the Analyst(s).	None
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➤ **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.

VII. GENERAL MEMBERS INFORMATION

● **COMPANY REGISTRATION DETAILS**

The Company is registered in the state of Maharashtra. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L28910MH1977PLC019569

● **ANNUAL GENERAL MEETING**

Date	Day	Time & Venue
07 th December-2023	Thursday	12:00 Noon & Registered Office at Pune

● **FINANCIAL RESULTS FOR F.Y.- 2022-23 were published on:**

Particular	Date
Financial year	1 st April 2022 To 31 st March, 2023
First Quarter Results	05 th May, 2023
Second Quarter Results	05 th May, 2023
Third Quarter Results	28 th ,October 2023
Fourth Quarter Results	28 th ,October 2023

● **DATE OF BOOK CLOSURE**

NA

● **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 2022-2023 has been paid to the Stock Exchanges with- in the stipulated time.

- **STOCK CODES**

Particulars	Codes
BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001 Phone: +91 22 2272 1234/33 Fax: +91 22 2272 3121 Website: www.bseindia.com	513335
NSE Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai-400 015 Phone: +91 22 2659 8100 Fax: +91 22 2659 8120 Website: www.nseindia.com	METALFORGE
ISIN No. for Dematerialised Shares	INE425A01011

- **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 2022	5.75	5.50	6.36	5.12
May, 2022	4.85	4.50	5.95	4.23
June, 2022	4.60	4.35	5.04	4.20
July, 2022	4.70	4.40	4.22	4.53
August, 2022	4.55	4.30	4.59	4.02
September, 2022	4.35	4.20	4.70	4.14
October, 2022	4.30	4.45	4.13	4.39
November, 2022	4.15	3.85	3.88	4.05
December, 2022	4.05	3.90	3.72	3.96
January, 2023	4.20	4.00	3.70	4.07
February, 2023	3.85	3.55	3.51	3.80
March, 2023	2.55	2.40	2.48	2.48

- **REGISTRAR AND SHARE TRANSFER AGENTS**

The details of the Registrar & Transfer Agent appointed by the Company are as under:

Name & Address: Beetal Financial & Computer Services Private Limited

3rd Floor, Beetal House, 99, behind Local Shopping Centre,

Madang Village, Madangir, New Delhi, Delhi 110062

E-mail: beetal@beetalfinancial.com, beetalrta@gmail.com

● **DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31st, 2023**

No. of Shares held (Rs.10/- paid up)	Number of Shareholders	% of Total Shareholders	No of shares	Amount in Rs.
Up to 5000	14129	75.73	2029979	20299790
5001 10000	2091	11.20	1629010	16290100
10001 20000	1089	5.83	1656440	16564400
20001 30000	437	2.34	1118073	11180730
30001 40000	182	0.97	655645	6556450
40001 50000	198	1.06	932324	9323240
50001 100000	315	1.68	2323874	23238740
100001 Above	214	1.14	33204655	332046550
TOTAL	18655	100.00	43550000	435500000

● **THE SHAREHOLDING PATTERN AS ON MARCH, 31st 2023**

Category Code	Category of Shareholding of Promoter and Promoter Group	Total number of shareholders	Total Number of Shares	Percentage
(A)		2	26704492	61.32
(1)	Indian			
	(a) Individual's/Hindu Undivided Family	0	0	0
	(b) Central Government/State Government(s)	0	0	0
	(c) Bodies Corporate	2	26704492	61.32
	(d) Financial Institutions / Banks	0	0	0
	(e) Any Other (specify)	0	0	0
	Sub - Total (A) (1)	2	26704492	61.32
(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	26704492	61.32
(B)	Public Shareholding			
(1)	Institutions			
	(a) Mutual Funds/UTI	1	3000	0.0069
	(b) Financial Institutions / Banks	4	3820	0.0088
	(c) Central Government / State Government(s)	0	0	0
	(d) Venture Capital Funds	0	0	0
	(e) Insurance Companies	0	0	0
	(f) Foreign Venture Capital Investors	0	0	0
	(g) Foreign Portfolio Investors	0	0	0
	(h) Any Other (Specify)			
	Foreign Financial Institutions/banks	1	600	0.0014
	Sub Total (B) (1)	6	7420	0.02
(2)	Non-Institutions			
	(a) Individuals-			
	i. Individual Shareholders holding nominal Share Capital upto Rs. 2 lakh	17721	1,10,68,337	25.42
	ii. Individual Shareholders holding nominal Share Capital in excess of Rs. 2 lakh	72	3816735	8.764
	(a) Any Other (specify)			
	i. Body Corporate	121	4,30,305	0.99
	ii. Clearing Members	11	19,035	0.043
	iii. Non Resident Indians (NRI)	164	3,26,189	0.75
	iv. Other-Individual HUF	558	724464	1.66
	v. Other- IEPF authority	1	4,56,023	1.05
	(B) = (B)(1) + (B)(2)	18653	1684508	38.68
(C)	TOTAL (A) + (B)	19447	43550000	100
	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0

	GRAND TOTAL (A)+(B)+(C)	19447	43550000	100
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MODE OF HOLDING	NUMBER OF SHARES	PERCENTAGE (%)
NSDL	3,59,74,564	82.605
CDSL	74,08,781	17.012
Physical	1,66,655	0.383

- **DEMATERIALIZATION OF SHARES**

The Dematerialization facility exists with both the NSDL and CDSL for the convenience of shareholders. As on 31st March,2023. Below are the details of shares held in NSDL, CDSL and in physical form as at 31st March 2023.

- **ELECTRONIC VOTING**

Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable requirements, voting at the 46th Annual General Meeting will be made through electronic voting. The electronic voting period will be from Friday, December 01st 2023 (9.00 a.m.) to , December 3rd ,2023 (5.00 p.m.).

No special resolution is proposed to be conducted through postal ballot or electronic voting. Scrutinizer for electronic voting: Mr. Rajeev Raj Kumar, Practicing Company Secretary (Membership No. FCS 6334 and C.P.No.25590) has been appointed as the Scrutinizer to scrutinize the electronic voting process in a fair and transparent manner and to give his report to the Chairman.

- **SHARE TRANSFER/ TRANSMISSION/ CONSOLIDATION/ SPLIT SYSTEM**

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. The exercises of share transfer/transmission/consolidation/split are handled by the Company's RTA and after completing the procedural formalities of Share Transfer/ Transmission/ Consolidation/ Split, the share certificates are returned to the transferees within a maximum period of 15 days from the date of lodgment of the same, in case the application is otherwise found in order. There are no pending share transfers as on March 31, 2023.

Designated E-mail Addresses for Investor Relations are mentioned at the website of the Company" www.metalyst.co.in"

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

During the year under review, your Company did not deal in any commodities. Hence, it is not required to disclose the risk associated with commodity price and hedging activities.

During the year under review, the Company was also not engaged in any foreign exchange transactions. Thus, there is no foreign exchange risk involved. A declaration signed by the Whole Time Director is published in this Report..

- **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

● **DESIGNATED E-MAIL ADDRESS FOR INVESTOR RELATIONS**

As per Regulation 46 of the SEBI LODR (Listing Obligations and Disclosure Requirements) Regulations, 2015 the designated e-mail address for investor relations is corporatemetalyt@gmail.com.

Request to Investors

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to avoid risks while dealing in the securities of the Company:

- Shareholders are requested to convert their physical holding to Demat/electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities
- Shareholders holding shares in physical form should communicate the change of address, if any, directly to the RTA of your Company.
- It has become mandatory for transferees to furnish a copy of Permanent Account Number (PAN) for registration of transfer of shares held in physical mode
- Shareholders holding shares in physical form who have not availed nomination facility and would like to do so, are requested to avail the same by submitting the nomination details in Nomination Form SH-13 as prescribed under Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. The form will be made available on request. Those holding shares in electronic form are advised to contact their DPs
- As required by SEBI, it is advised that the shareholders furnish details of their bank account number and name and address of their bank for incorporating the same in the dividend warrants. This would avoid wrong credits being obtained by unauthorized persons.

● **INVESTOR'S CORRESPONDENCE MAY BE ADDRESSED TO**

Ms. Divya Srivastava	Beetal Financial & Computer Services Private Limited
Company Secretary	Registrar and Transfer Agent
Metalyst Forgings Limited GAT NO 614 Village Kurulikhed Pune MH 410501	3 rd Floor, Beetal House,99, Behind Local Shopping Centre

VIII CODE OF CONDUCT

Before the Commencement of Corporate Insolvency and Resolution Process (CIRP) 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'.

IX CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

Company has received the Certificate from the Secretarial auditor of the Company i.e. KRR & Company, Company Secretaries regarding no disqualification of Directors which is forms part of this annual report.

X COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from the Company's Auditors M/s KRR & Company, Company Secretaries., 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 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 annual certificate given by the Chief Financial Officer is published in this Report.

**By Order of the Resolution Professional
For Metalyst Forgings Limited
(A Company under Corporate Insolvency Resolution Process)**

Mr. Dinkar T.Venkatasubramanian
(Resolution Professional)

Divya Srivastava
(Company Secretary)

Date: 11/11/2023

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 12 January 2018 under provisions of the code)

Management Discussion & Analysis

ABOUT METALYST FORGINGS LIMITED

Metalyst Forgings Limited (erstwhile Ahmednagar Forgings Limited) incorporated in 1977, is engaged in manufacturing of wide range of highly engineered forging components viz. hot forged parts and high tensile fasteners for automotive and non-automotive segments. Its state-of-the-art manufacturing facilities are equipped with world-class presses, hammers and upsetters machines. MFL is one of the leading front axle beam, crankshaft and other small and medium components manufacturing organisation in India catering to wide end market customer base, An ISO 9001, IATF:16949, OHSAS & EMS certified company.



The Company has manufacturing facilities with vertical presses, hammers and upsetters. The Company's plants are located in Maharashtra Industrial Development Corporation (MIDC) Area, Ahmednagar; Chakan, Pune; Kuruli, Pune; Nalagarh, Himachal Pradesh, and MIDC Area, Aurangabad.

Further **National Company Law Tribunal, Mumbai Bench** has ordered the commencement of a corporate insolvency resolution process against Metalyst Forgings Limited on 15TH December 2017. Its affairs, business and assets are being managed by the Resolution Professional, **Mr. Dinkar T. Venkatasubramanian**, appointed as Interim Resolution Professional (IRP) by the National Company Law Tribunal by order dated 15th December, 2017 and continued as Resolution Professional (RP) by the Committee of Creditors in its meeting held on 12th January, 2018 under provisions of the Insolvency and Bankruptcy Code, 2016 & Resolution Plan Submitted By **Deccan Value Investors L.P.** has been Approved By Committee Of Creditors In Its Meeting Dated On **25th August, 2018.**

METAL FORGING MARKET INSIGHTS

The global metal forging market size was valued at \$83.4 billion in 2022, and is projected to reach \$168 billion by 2032, growing at a CAGR of 7.2% from 2023 to 2032. Metal forging is a process of forming and shaping metal by compressive force. It is commenced at room temperature or at an elevated temperature, known as cold forging or hot forging respectively. Forged metal has a properly aligned grain structure, making the resultant metal component stronger, less brittle, and more durable. Such properties of the forged metal make it suitable for demanding and critical applications in industries such as automotive, aerospace, railways, marine, industrial machinery, and others.

"The metal forging market was severely hampered owing to the outbreak of COVID-19. The industrial machinery, automotive, and aerospace sectors had declined. The automotive sector has recovered to a greater extent; however, the aerospace sector is yet to reach its pre-COVID-19 level."

Source: <https://www.alliedmarketresearch.com/metal-forging-market-A74841>

Global Economic Review

The forging of metal has been a standard practice for metal forming and shaping for centuries. It is a suitable method for producing components that are to be used in challenging applications having high pressure, force, and temperature. The market for metal forgings is driven by a rise in the automotive industry, and a rise in energy sectors such as oil & gas refineries, and thermal power plants. Industries in the energy sector utilize various industrial components such as flanges, fittings, valves, studs and nuts, pressure vessels, pipes, and many others which are commonly made using the forging process. Gulf countries and countries in Latin America are few of the major oil & gas producers, and demand for forged metal components in these regions is anticipated to rise with various planned and ongoing oil & gas projects. For instance, in March 2022, Aramco along with North Huajin Chemical Industries Group Corporation and Panjin Xincheng Industrial Group planned to develop a petroleum refinery with 300,000 bpd capacity. Similarly, KinetiCor Resources Corp. is developing and constructing a gas-fired power plant in Edson, Alberta, Canada. The estimated total cost of the project is expected to be \$1.5 billion, which is projected to be completed by 2025. These projects are expected to demand forged metal flanges, fittings, valves, studs and nuts, pressure vessels, and others. Furthermore, the automotive industry is witnessing a rise owing to the rising disposable income of people, and rising urbanization. For instance, in January 2023, the total sales volume of vehicles was 1,065,937 units, which increased to 1,384,676 units in March 2023, an increase of nearly 30%. Moreover, India and China have emerged as major automotive markets in the last decade. According to International Energy Agency, India has approximately 25 vehicles per thousand people as of 2020, and the number is expected to cross 150 vehicles by the year 2040. The automotive industry makes extensive use of forged metal components, such as engine components, transmission components, suspension components, and body sheet. Thus, growth in automotive industry is anticipated to drive metal forging market growth, and is also expected to improve the metal forging market outlook.

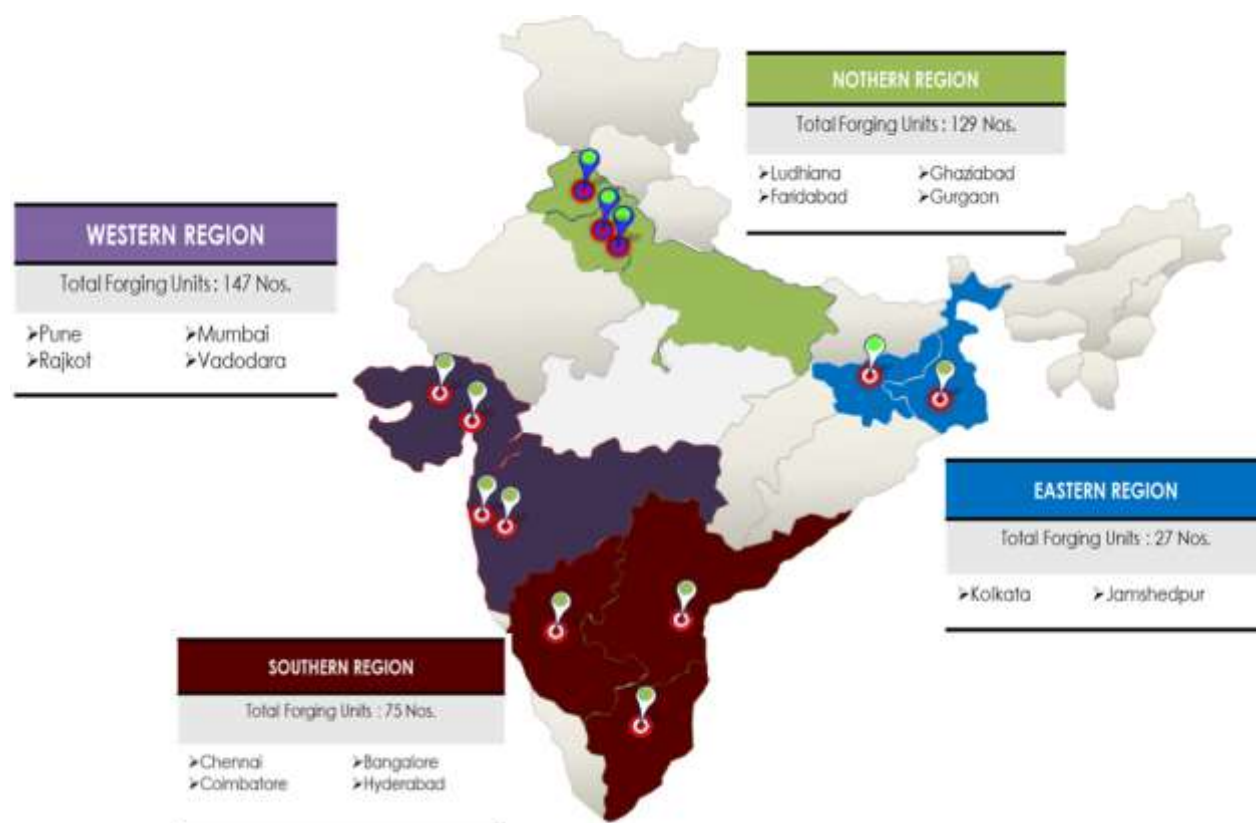
However, limitations of the metal forging process are anticipated to restrain the metal forging market growth in the coming years. For example, producing a complicated shaped component, and a component with good surface finish are difficult to achieve with forging process. In addition, metal forging is slow as compared to other methods.

Contrarily, during the beginning of 2023, the number of COVID-19 cases surged again, especially in China, which had an unfavorable impact on the metal forging market for a short duration. Thus, businesses involved in metal forging market must focus on protecting their workforce, operations, and supply chains to respond to any looming threat of COVID-19. For instance, as of April 2023, COVID-19 cases are rising in India. In addition to COVID-19, another global event; worldwide inflation, driven by the Ukraine-Russia war and quantitative easing done in some parts of the world during COVID-19 has also negatively affected the construction and mining sector.

Indian Economic Review

The Indian forging industry is concentrated around its end user customer locations. Therefore, the major forging clusters are found to be in the states of Maharashtra, Punjab, Gujarat, Tamil Nadu, Haryana, Delhi, Karnataka, Jharkhand, West Bengal and Andhra Pradesh. States such as Maharashtra, Punjab, Tamil Nadu, Haryana, Jharkhand and Delhi.

The forging industry of India provides direct employment to about 95,000 people. The small and very small units are mainly dependant on manual labour, however medium and large units are more mechanized. Quality standards in the industry have improved significantly and the sector is now well known globally for its high quality.



Current share of auto sector is about 58% of total forging production while the rest is with the non-auto sector. Changes in Indian automobile industry directly impact Indian forging industry, because the forging components form the backbone of the Indian automobile industry. Since the automobile industry is the main customer for forgings the industry's continuous efforts in upgrading technologies and diversifying product range has enabled it to expand its base of customers to foreign markets.

The Indian forgings industry has made rapid strides and currently, not only meets almost all the domestic demand, but has also emerged as a large exporter of forgings.

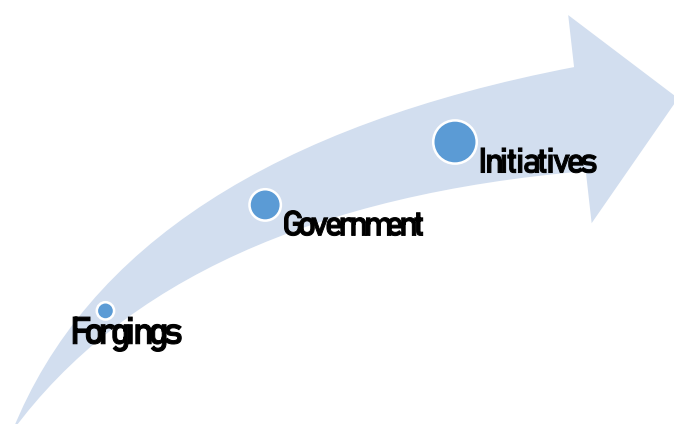
Source: <https://www.indianforging.org/indian-forging-industry>

Outlook of the Company

Your Company believes that demand conditions in the metal forging sector are exhibiting early signs of improvement. As Metalyst Forgings Limited continues to build on its core business of manufacturing of wide range of highly engineered forging components viz. hot forged parts and high tensile fasteners for automotive and non-automotive segments, executing its operations and taking advantage of a potential revival in economic growth and its resultant positive effects on the growth of the company.

The Company has followed all legal and Regulatory Compliances requirement and has implemented all statutory requirements.

Government Initiatives



Companies engaged in the auto forging space are also trying to reduce the dependence on the automobile sector by diversifying product range through technology upgradation to expand their customer base in non-automotive sectors which includes aerospace, energy, oil and gas, heavy engine parts, construction equipment and power sector, amongst others.

Consequently, demand for overall forging industry is expected to be driven not only by the increased demand from the automobile sector but also from the non-automotive sectors. With increased dependence of the developed countries on the developing nations for the supply of forgings, the export market is expected to drive the overall growth of the Indian Forging Industry.

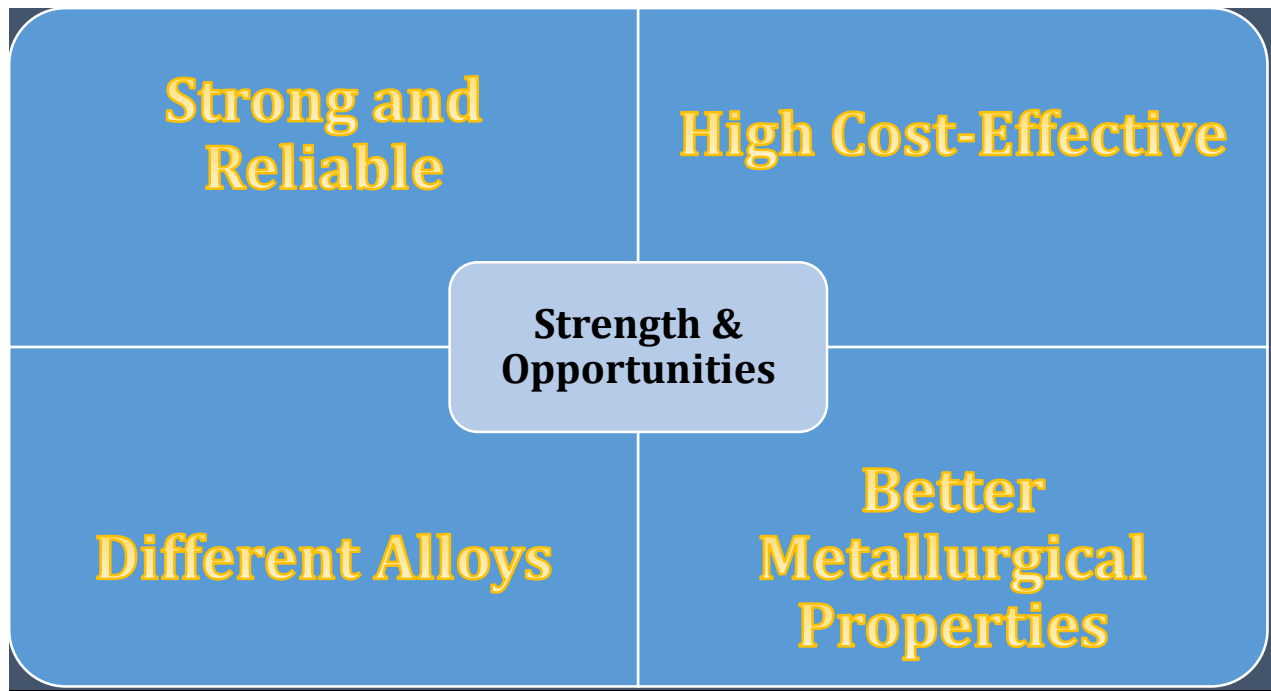
Overall the forging industry is expected to grow exponentially in the long term, it is definitely a positive step by the government in the right direction. This will create a positive impact in the banking sector by offering the lower rate of interest to consumers which will lead to increased investments automobile sector.

Business Environment

Global Supply Chains in our industry have been affected by shocks of covid and Ukraine war. From our primary interaction across all global customers, most of them are keen on shifting some or majority of their manufacturing or sourcing operations from China to India. This is a tail-wind for Metalyst Forgings Limited to capitalize on the sourcing interest from Indian companies who have a long history and established brand in the market. Our Country enjoys a strong position in the global heavy vehicles market as it is the largest manufacturer of Tractors, the second-largest manufacturer of buses and third-largest manufacturer of heavy trucks around the world. Our company has a scope to extend its market share into these sectors to diversify in other sector as well, particularly in the defence sector as the government intends to reduce the defence export and procure defence requirements indigenously. The focus of Indian Automotive industry is shifting towards Electronic Vehicles shortly called as EVs. Our country is a prominent auto exporter and has strong export growth expectations in the near future and in addition to that there are several initiatives implemented by the Government of India and major automobile players in the domestic market are expected to make our country a leader in the two-wheeler and four-wheeler market across the globe. In spite of these upcoming opportunities, the forging industry faces a number of challenges which include, disrupted supply chain, poor allocation of resources, delayed technology up gradation, lack of benchmark infrastructure available in the Country amongst others.

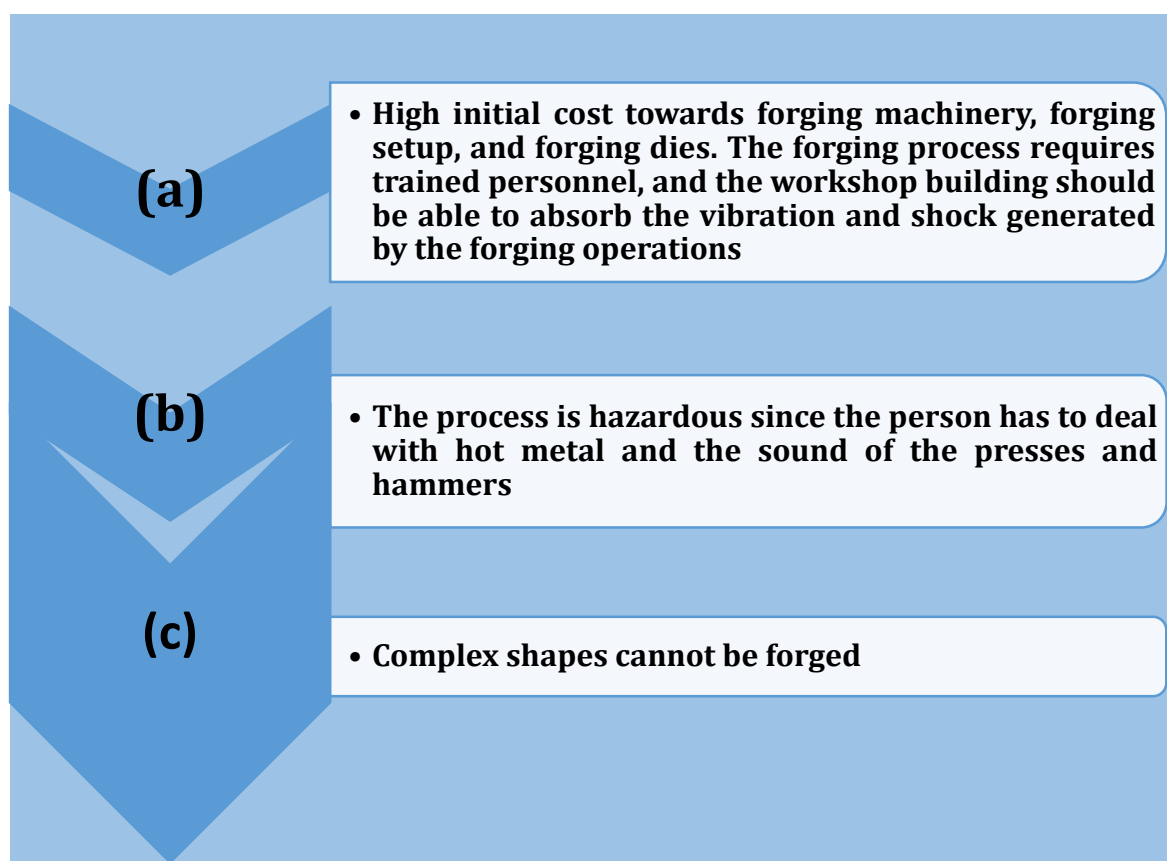
Strength & Opportunities

Your Company continues to capitalize on the market opportunities by leveraging its key strengths & Opportunities. These include:



- **Strong and Reliable:** No other metalworking processes can ensure the superior strength of forged metal parts. The high strength is a result of the tight grain structure of the forged metal. The ductility, reliability, and strength of forged products go beyond the casted, fabricated and welded products. This is often a reason for forged products to find its application in industries in which human safety is crucial. Moreover, forged products can maintain its performance on a wider temperature range due to the grain structure.
- **Highly Cost-Effective:** Forging has a significant cost advantage, particularly in precision metal manufacturing in high volume production runs. The materials used in forging are less expensive when compared with other materials used in metalworking processes. Furthermore, it requires fewer secondary operations in most cases. Given to the high precision metal manufacturing, the finish material can be obtained with exact dimension and good surface finish. Hence, it requires very low machining giving a way to cost-effectiveness.
- **Different Alloys:** The biggest advantage of machine forging is that most of the metals can be forged into the desired shape. The forging process can be applied to any type of metal. Each metal comes with a distinct set of characteristics that can be best used for specific parts depending on the requirement. Some of the common forged metals are aluminum, alloy, stainless steel, brass, carbon, titanium, copper, brass, etc. In industries that require high temperature, alloys that contain cobalt, molybdenum or nickel can be used. By using strong forged metals, industries can reduce usage of expensive alloys to achieve high strength components.
- **Better Metallurgical Properties:** Sometimes selective heating and non-uniform cooling that take place in the machines may lead to failure of a particular part. The final product obtained in the forging process does not have any internal voids and have superior grain flow. The forging process reduces the occurrence of shrinkage and porosity which is commonly seen in casted products. Therefore, the chances of unexpected failure under stress or temperature differences are negotiated in machine forging.

Limitations



Risk Management

Risk Management is becoming an increasingly important area for all organizations and especially for a company like ours that is on the growth path. We understand the need to eliminate, minimize and contain risks and uncertainty so that the momentum to grow does not stop. We have identified some important dimensions of Risk Management as follows:

- **Business Risk** – evaluating business lifecycles for each product and impact of market movements on the business.
- **Operational Risk** – identifying all risks that impact the order to cash cycle.
- **Compliance Risk** – all operating compliances and statutory obligations are reviewed by our Department in their management review meetings. All financial and governance related compliances are reviewed by the Secretarial and Finance Departments.

INTERNAL CONTROL SYSTEM

The company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly; applicable status, the code of conduct and corporate policies are duly complied with. The Company has an internal audit department

which conducts audit in various functional areas as per audit programme approved by the Audit Committee of Directors. The internal audit department reports its findings and observations to the audit committee, which meets at regular intervals to review the audit issues and to follow up implementation of corrective actions. The committee also seeks the views of statutory auditors on the adequacy of the internal control system.

FINANCIAL OVERVIEW

➤ **Shareholder's Fund and Net Worth**

There was no change in share capital of the Company during the FY 2022-23. The paid up equity share capital of your Company as on 31st March, 2023 was Rs.43,55,00,000, /- (Rupees Forty Three Crore Fifty Five Lakhs only) divided into 43,55,0000 Equity shares of the face value of Rs. 10/- (Rupees 10 only) each.

➤ **Discussion on Financial Performance**

The Revenue from Operations is 26,203.15 Lakhs for the financial year 2022-23.

- Profit/Loss before Tax: The Profit/Loss before Tax for 2022-23 is (31387.79) Lakhs as compared to Loss before Tax of Rs. (25,246.69) Lakhs in 2021-22.
- Profits/Loss after Tax: The Profit/Loss before Tax for 2022-23 is (31387.79) Lakhs as compared to Loss before Tax of Rs. (25,246.69) Lakhs in 2021-22.

MFL's business operations and affairs after being managed by Insolvency Resolution Process ("IRP") Mr. Dinkar T. Venkatasubramanian (IP Registration no. IBBI/IPA- 001/IP-P0003/2016-17/10011), with effect from 15th December 2017 vide an order of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai dated 15.12.2017 .Further, in terms of the provisions of the Code, the Committee of Creditors (CoC) in its meeting held on 12th January 2018 continued to Mr. Dinkar T. Venkatasubramanian as the Resolution Professional.

STATUTORY COMPLIANCES

Pursuant to Listing Regulations, the company regularly obtains declaration in respect of compliance of Code of Conduct adopted by the company. A certificate from CFO is also adopted on yearly basis certifying the compliances as stipulated in Listing Regulations. The whole Time Director before Commencement of Corporate Insolvency Resolution Process (CIRP) makes a declaration to the Board of Directors every quarter regarding Compliance with provisions of various statues as applicable. The Company Secretary ensures compliance with guidelines on insider trading for prevention of the same. The company secretary ensures compliances with the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and compliance with guidelines on insider trading for prevention of the same.

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stands suspended.

HUMAN RESOURCE

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 Limited 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.

Employees are the key to achieve the Company's objectives and strategies. The Metalyst Forgings Limited provides to the employees a fair equitable work environment and support from their peers with a view to develop their capabilities leaving them with the freedom to act and to take responsibilities for the tasks assigned. The Company strongly believes that its team of capable and committed manpower, which is its core strength, is the key factor behind its achievements, success and future growth. We are continuously working to create and nurture an organization that is highly motivated, result oriented and adaptable to the changing business environment. The industrial relations remained cordial during the year.

SIGNIFICANT CHANGES

Metalyst Forgings Limited is under Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code 2016 (Code) vide an order of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai dated 15.12.2017 and Mr. Dinkar T. Venkatasubramanian (IP Registration no. IBBI/IPA- 001/IP-P00003/2016-17/10011), was appointed as the Insolvency Resolution Process ("IRP") with effect from 15th December 2017. Further, in terms of the provisions of the Code, the Committee of Creditors (CoC) in its meeting held on 12th January 2018 continued to Mr. Dinkar T. Venkatasubramanian as the Resolution Professional under provisions of the Insolvency and Bankruptcy Code, 2016 and further Resolution plan submitted By Deccan Value Investors L.P. has been approved by committee of creditors in its meeting dated on 25th august, 2018 and was thereafter submitted to the Hon'ble National Company Law Tribunal, Mumbai ("NCLT"), for its approval.

However the NCLT vide its order dated September 27, 2019, rejected the approval of the resolution plan and allowed the same to be withdrawn by the successful resolution applicant, pursuant to an application filed by the successful resolution applicant in this regard.

The aforesaid order of the NCLT was challenged by the RP and the CoC in the Hon'ble National Company Law Appellate Tribunal, praying, inter alia, that withdrawal of an approved resolution plan is not permitted in terms of the Code, and that such withdrawal was permitted by the NCLT on misconceived grounds and without jurisdiction.

However, the NCLAT, vide its order dated February 7, 2020, upheld the order passed by the NCLT and the consequent withdrawal of the resolution plan by the successful resolution applicant.

Pursuant thereto, the RP and the CoC have filed separate appeals in the Hon'ble Supreme Court, challenging the order passed by the NCLAT and have prayed, inter alia, for the same to be set aside and for the Supreme Court to direct the NCLT to approve the resolution plan under Section 31 of the Code.

After the Commencement of Corporate Insolvency Resolution Process (CIRP) The role and responsibilities of the Committees specified in regulations 17, 18,19,20 and 21 of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018 dated 31st May 2018 shall be fulfilled by Resolution Professional and powers of the Board of Directors/committees stand suspended and all the other regulations are complied with under the direction of Resolution Professional of the Company.

Cautionary Statement

The statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations, may be forward looking statements within the meaning of applicable laws and regulations and the actual results, performance might differ materially from those expressed or implied herein. The Company is not under any obligation to publicly amend, modify or revise any such forward looking statements on the basis of any subsequent developments, information or events.



ANNEXURE 1

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members,
Metalyst Forgings Limited

Gat No 614 Village Kuruli Khed,
Pune Maharashtra 410501

We 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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the 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 authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 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:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013, as amended from time to time (the Act) and the rules made thereunder;
- (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 thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, External Commercial Borrowings and Overseas Direct Investment, wherever applicable;
- (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, 2015;
- c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2018; **(not applicable to the Company during the audit period)** (Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2009 **("SEBI ICDR" to the extent applicable for settlement application)**);
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(not applicable to the Company during the audit period)**;
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021; **(not applicable to the Company during the audit period)**;
- f) Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 (Settlement Regulations); **(not applicable to the Company during the audit period)**;
- g) 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 to the Company during the audit period);
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation 2021 **(not applicable to the Company during the audit period)**; and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(not applicable to the Company during the audit period)**.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, no other law was applicable specifically to the Company.

We have also examined compliance with the applicable clauses and regulations of the following:

- (i) Secretarial Standards issued by 'The Institute of Company Secretaries of India'; and
- (ii) The Listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.
- (iii) General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and 02/2021 dated January 13, 2021, 02/2022 dated May 05, 2022,

10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs and Circular Nos. SEBI/HO /CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the SEBI to hold Extra-Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

- (iv) Notification No. G.S.R 186 (E) dated March 19, 2020 read with G.S.R 806 (E) dated December 30, 2020 issued by the Ministry of Corporate Affairs to conduct the Meetings of the Board or its Committees through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).
- (v) Provisions of regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading Regulations), 2015 with respect to maintenance of Structural Digital Database (SDD). However, the Company implemented software-based tracking of transactions related to insider trading from November 09, 2022 onwards and before November 09, 2022, the said regulation(s) were complied, through use of protected excel sheet.
- (vi) Pursuant to regulation 24A SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with respect to annual secretarial compliance report company has delayed the submission of report.
- (vii) Pursuant to regulation 31 SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the company has delayed the submission of shareholding pattern for the month of June 2022 quarter.
- (viii) Pursuant to regulation 34 SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the company delayed the filing of the Annual general meeting of the financial year 2021-2022 was held on 30th November, 2022

We 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:

- (i) The Factories Act, 1948;
- (ii) The Petroleum Act, 1934 and the rules made there under;
- (iii) The Environment Protection Act, 1986 and the rules made there under;
- (iv) The Water (Prevention and Control of Pollution) Act, 1974 and the rules made there under; and
- (v) The Air (Prevention and Control of Pollution) Act, 1981 and the rules made there under

The Company, as explained by the management, is into the business of manufacturing of wide range of highly engineered forging components viz. hot forged parts and high tensile fasteners for automotive and non-automotive segments.

For the compliances of Environmental Laws, Labour Laws & other General Laws, my examination and reporting is based on the documents, records and files as produced and shown to me and the



information and explanations as provided to me, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in my opinion there are systems and processes exist in the Company to monitor and ensure compliance with applicable Environmental Laws, Labour Laws & other General Laws. However, strengthening w.r.t timelines is advised.

During the year under review, it is observed that:

The compliance by the Company of applicable Financial Laws, like Direct and Indirect Tax Laws, have not been reviewed in this audit since the same have been subject to review by the statutory auditor and other designated professionals.

We 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.

We further report that the Board of Directors of the Company are suspended to act as the Board of the Company.

We further report that:

Metalyt Forgings Limited is under Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code 2016 (Code) vide an order of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai dated 15.12.2017 and Mr. Dinkar T. Venkatasubramanian (IP Registration no. IBBI/IPA-001/IP-P00003/2016-17/10011), was appointed as the Insolvency Resolution Process ("IRP") with effect from 15th December 2017. Further, in terms of the provisions of the Code, the Committee of Creditors (CoC) in its meeting held on 12th January 2018 continued to Mr. Dinkar T. Venkatasubramanian as the Resolution Professional under provisions of the Insolvency and Bankruptcy Code, 2016 and further Resolution plan submitted by Deccan Value Investors L.P. has been approved by committee of creditors in its meeting dated on 25th august, 2018 and was thereafter submitted to the Hon'ble National Company Law Tribunal, Mumbai ("NCLT"), for its approval.

However the NCLT vide its order dated September 27, 2019, rejected the approval of the resolution plan and allowed the same to be withdrawn by the successful resolution applicant, pursuant to an application filed by the successful resolution applicant in this regard.

The aforesaid order of the NCLT was challenged by the RP and the CoC in the Hon'ble National Company Law Appellate Tribunal, praying, inter alia, that withdrawal of an approved resolution plan is not permitted in terms of the Code, and that such withdrawal was permitted by the NCLT on misconceived grounds and without jurisdiction.

However, the NCLAT, vide its order dated February 7, 2020, upheld the order passed by the NCLT and the consequent withdrawal of the resolution plan by the successful resolution applicant.

Pursuant thereto, the RP and the CoC have filed separate appeals in the Hon'ble Supreme Court, challenging the order passed by the NCLAT and have prayed, inter alia, for the same to be set aside and



for the Supreme Court to direct the NCLT to approve the resolution plan under Section 31 of the Code.

In terms of Section 17 of the Code, on commencement of the Corporate Insolvency Resolution Process (CIRP), the powers of the Board of Directors of MFL stands suspended and the same are being exercised by Mr. Dinkar T. Venkatasubramanian. The management of the affairs of MFL has been vested with Mr. Dinkar T. Venkatasubramanian. Further in terms of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendments) Regulations 2018 dated 31st May 2018, that after the Commencement of Corporate Insolvency Resolution Process (CIRP) the roles and responsibilities shall be fulfilled by Resolution Professional in accordance with sections 17 and update 23 of Insolvency and Bankruptcy Code 2016 and as per Regulation 15(2A) and 2(B) of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendments) Regulations 2018, the provisions specified in Regulations 17, 18, 19, 20 and 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 shall not be applicable.

We further report that,

- the due date for conducting Annual General Meeting for the Financial Year was 30th September 2022. However, the Company was unable to convene the meeting till the due date and the AGM was conducted at the registered office of the company through physical mode on 30th November 2022. Pursuant to that all the allied Compliances of Annual General Meeting also got delayed.
- there is a delay in filing of various e-form(s) and return(s) with the Registrar of Companies, Pune during the reporting period under review. Further E-form INC-22A i.e. ACTIVE form is not yet filed.
- the DIN of Shekhar Gupta, Directors of the Company is deactivated due to non-filing of DIR-3 KYC and DIR-12 for Resignation of Ms. Anuradha Kapur & Mr. Shekhar Gupta from the post of the Directorship of the Company after the Commencement of CIRP process against the Company. Further, Ms. Anuradha Kapur has filed DIR-11 of her resignation.
- the return of Deposit through E-form DPT-3 for the period under review and previous financial year has not been filed by the Company till the date of this report.
- the half-yearly return regarding their outstanding payments to the MSME through form MSME-1 for the period under the review has not been filed by the Company till the date of this report.
- there is a delay in intimating and filing of intimations and financial results to Stock Exchange pursuant to regulation 33(3) of SEBI (LODR) Regulations, 2015.
- The pre and post facto intimation of COC meeting were not submitted to the exchange.
- as confirmed by the management of the Company and its officers there was no complaints filed by the employees before the Internal Committee under Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013



We further report that during the audit period, there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except:

- The E-form DIR-12 for the appointment of Mr. Yogesh Kapur is not filled till date. The company is not able to file the E-Form due to Non-Filing of ACTIVE form.
- I further report that, the Company has delayed in transferring the unpaid/unclaimed dividend to IEPF within the stipulated time limited, declared at the Annual General Meeting held for the Financial year 2013-2014 thereby delayed in compliance of the provisions of Section 124(5) of the Companies Act, 2013. Similarly, the Company has not yet transferred the shares in respect of which dividend is unclaimed or unpaid for than 7 years and which were due for transfer to IEPF till the date of this report. Thus, the Company has delayed in compliance of the provisions of Section 124 of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Further the Company publishes notices in newspapers and sends specific letters to all shareholders dated 28th August 2023 whose shares are due to be transferred to IEPF for the FY 2013-14, to enable them to claim their rightful dues.

**For KRR & COMPANY,
Company Secretaries**

Rajeev Raj Kumar
(Managing Partner)
M. No.: 6334
COP.: 25590

Place: Noida
Date: 07/11/2023
UDIN: F006334E001714471

Note: This report is to be read along with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



"ANNEXURE A"

**To,
The Members,
Metalyst Forgings Limited
Gat No 614 Village Kuruli
Khed, Pune MH 410501**

Our Secretarial Audit Report for the financial year ended **March 31, 2023** of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. We have relied on the documents and evidence provided physically and through electronic mode.
5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
7. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
8. Matter(s) pending before any Statutory Authority or which are subject to final adjudication / order are not captured in this report till the time the same is disposed-off.

**For KRR & COMPANY,
Company Secretaries**

**Rajeev Raj Kumar
(Managing Partner)
M. No.: 6334
OP.: 25590**

Place: Noida
Date: 07/11/2023
UDIN: F006334E001714471



Practising Company Secretary's Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (As amended)

**To,
The Members of
METALYST FORGINGS LIMITED
(CIN: L28910MH1977PLC019569)
GAT NO 614 VILLAGE KURULIKHED
PUNE MH 410501 IN**

1. Metalyst Forgings Limited is under Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code 2016 (Code) vide an order of the Hon'ble National Company Law Tribunal ("NCLT"), Chandigarh dated 15.12.2017 and Mr. Dinkar T. Venkatasubramanian (IP Registration no. IBBI/IPA-001/IP-P00003/2016-17/10011), was appointed as the Insolvency Resolution Process ("IRP") with effect from 22nd December 2017. Further, in terms of the provisions of the Code, the Committee of Creditors (COC) in its meeting held on 12th January 2018 continued to Mr. Dinkar T. Venkatasubramanian as the Resolution Professional. The powers of the Board stands suspended as per Section 17 of the Code and such powers are being exercised by Resolution Professional Metalyst Forgings Limited is under Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code 2016 (Code) vide an order of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai dated 15.12.2017 and Mr. Dinkar T. Venkatasubramanian (IP Registration no. IBBI/IPA- 001/IP-P00003/2016-17/10011), was appointed as the Insolvency Resolution Process ("IRP") with effect from 15th December 2017. Further, in terms of the provisions of the Code, the Committee of Creditors (CoC) in its meeting held on 12th January 2018 continued to Mr. Dinkar T. Venkatasubramanian as the Resolution Professional under provisions of the Insolvency and Bankruptcy Code, 2016 and further Resolution plan submitted By Deccan Value Investors L.P. has been approved by committee of creditors in its meeting dated on 25th august, 2018 and was thereafter submitted to the Hon'ble National Company Law Tribunal, Mumbai ("NCLT"), for its approval.

However the NCLT vide its order dated September 27, 2019, rejected the approval of the resolution plan and allowed the same to be withdrawn by the successful resolution applicant, pursuant to an application filed by the successful resolution applicant in this regard.

The aforesaid order of the NCLT was challenged by the RP and the CoC in the Hon'ble National Company Law Appellate Tribunal, praying, inter alia, that withdrawal of an approved resolution plan is not permitted in terms of the Code, and that such withdrawal was permitted by the NCLT on misconceived grounds and without jurisdiction.

However, the NCLAT, vide its order dated February 7, 2020, upheld the order passed by the NCLT and the consequent withdrawal of the resolution plan by the successful resolution applicant.



Pursuant thereto, the RP and the CoC have filed separate appeals in the Hon'ble Supreme Court, challenging the order passed by the NCLAT and have prayed, inter alia, for the same to be set aside and for the Supreme Court to direct the NCLT to approve the resolution plan under Section 31 of the Code..

After the Commencement of Corporate Insolvency Resolution Process (CIRP) The role and responsibilities of the Committees specified in regulations 17, 18,19,20 and 21 of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018 dated 31st May 2018 shall be fulfilled by Resolution Professional and powers of the Board of Directors/committees stand suspended and and all the other regulations are complied with under the direction of Resolution Professional of the Company.

The Corporate Governance Report prepared by **Metalyst Forgings Limited ("the Company")**, contains details as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with **respect to Corporate Governance for the year ended March 31, 2023**. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the shareholders of the Company.

Management's /Resolution Professional

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management is also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

PCS's Responsibility

Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management/Resolution Professional has conducted the affairs of the Company.

The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.



Further, we have examined all relevant records of Metalyst Forgings Limited (the Company) for the purpose of certifying of all the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31 March 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the applicable conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For KRR & COMPANY,
Company Secretaries**

Rajeev Raj Kumar
(Managing Partner)
M. No: 6334
COP No.25590
UDIN:
F006334E001714678

Date: 07/11/2023
Place: Noida



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
METALYST FORGINGS LIMITED
(CIN: L28910MH1977PLC019569)
GAT NO 614 VILLAGE KURULIKHED
PUNE MH 410501 IN

Metalyst Forgings Limited is under Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code 2016 (Code) vide an order of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai dated 15.12.2017 and Mr. Dinkar T. Venkatasubramanian (IP Registration no. IBBI/IPA- 001/IP-P00003/2016-17/10011), was appointed as the Insolvency Resolution Process ("IRP") with effect from 15th December 2017. Further, in terms of the provisions of the Code, the Committee of Creditors (CoC) in its meeting held on 12th January 2018 continued to Mr. Dinkar T. Venkatasubramanian as the Resolution Professional under provisions of the Insolvency and Bankruptcy Code, 2016 and further Resolution plan submitted By Deccan Value Investors L.P. has been approved by committee of creditors in its meeting dated on 25th august, 2018 and was thereafter submitted to the Hon'ble National Company Law Tribunal, Mumbai ("NCLT"), for its approval.

However the NCLT vide its order dated September 27, 2019, rejected the approval of the resolution plan and allowed the same to be withdrawn by the successful resolution applicant, pursuant to an application filed by the successful resolution applicant in this regard.

The aforesaid order of the NCLT was challenged by the RP and the CoC in the Hon'ble National Company Law Appellate Tribunal, praying, inter alia, that withdrawal of an approved resolution plan is not permitted in terms of the Code, and that such withdrawal was permitted by the NCLT on misconceived grounds and without jurisdiction.

However, the NCLAT, vide its order dated February 7, 2020, upheld the order passed by the NCLT and the consequent withdrawal of the resolution plan by the successful resolution applicant.

Pursuant thereto, the RP and the CoC have filed separate appeals in the Hon'ble Supreme Court, challenging the order passed by the NCLAT and have prayed, inter alia, for the same to be set aside and for the Supreme Court to direct the NCLT to approve the resolution plan under Section 31 of the Code..

After the Commencement of Corporate Insolvency Resolution Process (CIRP) The role and responsibilities of the Committees specified in regulations 17, 18,19,20 and 21 of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018 dated 31st May 2018 shall be fulfilled by Resolution Professional and powers of the Board of Directors/committees stand suspended and and all the other regulations are complied with under the direction of Resolution Professional of the Company.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Metalyst Forgings Limited (CIN: L28910MH1977PLC019569) having registered office at Gat No 614 Village Kurulikhed Pune MH 410501 IN (hereinafter referred to as "MFL" or 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with **Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**



Opinion

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and

explanations furnished to me by the Company & its officers, I/we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority **except Mr. Shekhar Gupta (DIN: 01744465) who has been debarred/disqualified by Registrar of Companies u/s 164(2).**

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Arvind Dham	00047217	31/03/2003
2.	Mr. Yogesh Kapur	00014385	25/08/2017
3.	Mr. Brajindar Mohan Singh	02143830	25/08/2017
4.	Mr. Shekhar Gupta	01744465	14/02/2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For KRR & COMPANY,
Company Secretaries**

Rajeev Raj Kumar
(Managing Partner)
M. No: 6334
COP No.25590

Place: Noida
Date: 07/11/2023
UDIN: F006334E001714568



METALYST FØRGINGS LIMITED

CIN: L28910MH1977PLC019569

Registered office: Gat No 614 ,Village Kuruli, Khed,Pune MH 410501 IN

E-Mail: corporatemetalyst@gmail.com , info@metalyst.co.in

Tel: 91-8087090023 website: www.metalyst.co.in

CFO CERTIFICATE

(Pursuant to Regulation 17 read with Part B of Schedule II of SEBI LODR Regulations, 2015)

To:

The Board / Resolution Professional,

Metalyst Forgings Limited

Gat No 614 ,Village Kuruli, Khed,

Pune MH 410501 IN

I, **Jayaram Shetty, Chief Financial Officer** of the Company, responsible for the finance functions of the Company certify that:

- a) I, have reviewed the financial statements and cash flow statement for the year ended 31st March, 2023 and to the best of my 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 my knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2023 are fraudulent, illegal or violation of the Company's code of conduct.
- c) I, accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit Committee/Resolution Professional and steps have been taken to rectify these deficiencies.
- d) I, have indicated to the Auditors and the Audit Committee/Resolution Professional.
 - 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) I am 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 : Pune

Date : 28.10.2023

Jayaram Shetty

(Chief Financial Officer)

Independent Auditor's Report

To,
Members,
METALYST FORGINGS LIMITED

Report on the Audit of the Financial statements

Qualified Opinion

We have audited the accompanying Financial Statements of **METALYST FORGINGS LIMITED** ('the Company'), which comprise the Balance sheet as at 31st March 2023, the statement of Profit and Loss including other comprehensive income, the statement of cash flows and the statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements")

We do not express an opinion on the accompanying financial statements. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Qualified Opinion

- (a) As per "IND AS 36 Impairment of Assets", the Company should assess at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the entity shall estimate the recoverable amount of the asset. The company should assess recoverability of following assets:

Particulars	Classified under	Amount (In Lakhs)
Balance with revenue authorities	Other non-current Assets	856.72
TDS receivable [^]	Other non-current Assets	105.13
Advance to suppliers*	Other Current assets	942.04
Balance with revenue authorities	Other Current assets	11.49

**Out of total balance of Rs 942.04 lakhs, 398.61 lakhs is overdue for more than a year. In absence of relevant ageing reports, exact overdue period cannot be calculated.*

[^]Out of total balance of Rs 105.13 lakhs, 49.92 lakhs are adjusted against old demands. No appeal has been made with respect to such adjustments. In absence of any appeal, company should impair such assets.

Such assets are not realised for substantial period. Due to non-availability of ageing reports for following assets, it was not possible to determine since when the said balances were due to be realised. There is an indication that such asset might be

impaired. Management has not determined fair value/ recoverable value of such assets. Accordingly, we are unable to ascertain the possible effects of the same on the statements.

- (b) As per "IND AS 109 Financial Instruments" the Company should recognize a loss allowance for expected credit losses on all financial assets of the company. Since the Company is still under the CIRP process and RP and COC are in the process of finalization of successful resolution, the Company and the management has not determined value of these assets in use. Accordingly, we are unable to ascertain the possible effect of the same on the Statements.
- (c) As required under "IND AS 36- Impairment of Assets", the company has not done impairment testing on Property, plant and equipment having net block value of Rs 1,25,514.20 lakhs and Capital Work in Progress having closing value of Rs 14,060.03 Lakhs. We are informed by the management that since the company is under CIRP process, it is not possible for them to determine value in use and hence impairment testing has not been carried out. Accordingly, we are unable to ascertain the possible effects of the same on the financial statements.
- (d) The company has not maintained Fixed Asset register. Accordingly, we cannot comment on accuracy of the carrying value of Property, Plant and Equipment, current & Accumulated depreciation and its possible impact on the financial statements.
- (e) Refer Note No. ____ to the financial statements where it is mentioned that there is total VAT refund receivable of Rs 707.73 lakhs for FY 2014-15, FY 2015-16 and FY 2016-17 in the books of accounts. As per the Assessment orders received in January 2023 for these years, the refund amount is assessed at Rs 300.47 Lakhs. The company has not filed any appeal against the said orders. As represented by management the company is in the process of filing an appeal for reassessment. However, the company has not reduced the balance in books of accounts. Thus, the loss for the period is overstated to the extent of Rs 407.26 lakhs.
- (f) Certain current accounts having aggregate balance of Rs. 351.23 Lakhs are not confirmed due to non-availability of confirmation as well as relevant bank statements from respective Banks. In absence of these details, we are unable to ascertain the possible impact on financial statements. (Only to be taken for amount on which banks statements is not available)
- (g) Balance of Trade receivables, loans and advances and Trade payables are subject to confirmations and consequent adjustments, if required. In absence of balance confirmations, financial impact on financial results is not ascertainable. As per the Insolvency and Bankruptcy code, the RP has to receive, collate and reconcile all the claims submitted by the creditors of the company. The RP has verified and admitted the claims submitted by the creditors as per the code. Pending –finalisation of

resolution plan, the impact of such claims if any, have also not been considered in the preparation of the financial statements.

- (h) We have not been provided with any inventory records containing information related to inwards, outwards, consumption and closing stock in quantity as well as valuation of cost. We have been provided with physical verification reports of M/s SR MALU & Co. wherein there are qualifications regarding provisions required in valuation of inventory. In absence of these complete data, we cannot verify accuracy of cost of inventory. Furthermore, we cannot ascertain whether the cost of inventory is stated at lower of cost or NRV and possible impact on the financial statements.
- (i) As per IND AS 19, company has to take independent actuarial valuation under IND AS to calculate gratuity and leave encashment provision. Since the same is not taken by the company, total comprehensive income is overstated to an extent of 48.24 lakhs.

Emphasis of Matter

We draw attention to the following:

1. Refer note no. ___ where it is mentioned that considering the ongoing corporate insolvency resolution process, the certainty as to realization of unused tax losses and MAT credit cannot be ascertained at this stage. Consequently, adjustment to deferred tax (net) and available MAT credit have not been given effect to.
2. Refer note no. ___ Considering the ongoing corporate insolvency resolution process, interest on the financial debt from the date of commencement of CIRP i.e. from December 15, 2017 till March 31, 2023 have not been provided in the books of accounts and charged to profit and loss account.

Material Uncertainty Related to Going Concern

The company has accumulated losses of Rs. 256884.63 Lakhs and its net worth is fully eroded. It has incurred net loss during the year ended March 31, 2023, amounting to Rs. 31,341.81 Lakhs. It is unable to repay its debts and meet other financial obligations/commitments. The application of Financial Creditors under section 9 of the Insolvency and Bankruptcy Code (IBC) had been admitted by Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench. The company has been in the CIRP process under the code since December 15, 2017, and till date no resolution has been arrived at.

All these indicate material uncertainty about the Company's ability to continue as a Going Concern. However, the financial statements are prepared on a going concern basis.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matters described in the Basis for qualified opinion we have determined that there are no other key audit matters to communicate in our report

Information other than the financial statements and Auditor's Report thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Director's Report, including annexure thereto, Report on Corporate Governance and Management Discussion and Analysis Report, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management's and Those Charged with Governance's Responsibility for the Financial Statements

The Resolution Professional of the company is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015.

The company has gone into Corporate Insolvency Resolution Process ("CIRP") vide order of the National Company Law Tribunal, Mumbai Bench ("NCLT") dated December 15, 2017, under the provision of the Insolvency & Bankruptcy Code 2016 ("Code"). Pursuant to the Order, the powers of the Board of Directors stand suspended and such powers are exercisable by Mr. Dinkar T. Venkatasubramaniam, who has been appointed as Resolution Professional ("RP") by NCLT vide order dated December 15, 2017, and was consequently confirmed as Resolution Professional (RP) by the Committee of Creditors (COC) in its meeting held on January 12, 2018. The members of the COC (vide the meeting held 18 May 2018) authorized RP to file an application to NCLT for extension of CIRP period by 90 days (i.e., from 180 days to 270 days) as per the Code.

Accordingly, Mr. Dinkar T. Venkatasubramaniam took control of the management and operations of the company. As the powers of the Board of Directors had been suspended, the financial statements have not been adopted by Board of Directors however, the same have been signed by Mr. Dinkar T. Venkatasubramaniam (Resolution Professional), Mr. Yogesh Kapur (Director), Mr. Arun Maiti (CFO) and Ms. Pratibha Chaudhary (CS) of Company confirming accuracy and completeness of the results. These Financial Statements have been signed by the RP.

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

In preparing the financial statements, Resolution Professional is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility for the audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for explaining our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our audit work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2020 (“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 matter described in Basis of Qualified opinion paragraphs, 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) Except for the matter described in Basis of Qualified Opinion paragraphs, in our opinion, 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. It was not possible to verify if daily backups were being taken in the absence of any evidence to that effect;
- (c) Except for the matter described in Basis of Qualified Opinion paragraphs, 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) Except for the matter described in Basis of Qualified Opinion paragraphs, the aforesaid Financial Statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the relevant rules there under;
- (e) In our opinion the matters described in the Basis of Qualified Opinion paragraphs above may have adverse effect in the functioning of the Company.
- (f) Since the company is under CIRP under the provisions of the Insolvency and Bankruptcy Code, the powers of board are suspended and RP is managing the operations of the company. Thus, written representations of the directors are not received and taken on record by the company and
- (g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above; and
- (h) 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 disclaimer opinion on the adequacy and the operating effectiveness of the company's internal financial controls over financial reporting. An internal audit has also not been undertaken by company.
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, we report, that the managerial remuneration for the year ended 31st March, 2023 has not been paid to its directors.
- (j) 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 Financial Statements [Refer Note no. 3.26.4 of financial statements].
 - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. The company has Rs 17.84 lakhs pending to be transferred to Investor Education and Protection Fund which is unclaimed for period 2012-13 and 2013-14.

iv. Further,

- a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries;
- c) Based on the audit procedures that have been considered reasonable and, in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any dividend during the year.

vi. With respect to the matter to be included in the Auditor’s Report under Section 197(16) of the Act

In our opinion and according to the information and explanations given to us, no remuneration is paid by the Company to directors during the current year. In absence of such remuneration paid, reporting under this clause is not applicable.

vii. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 104184W/W100075

Rishikesh Nasikkar
Designated Partner
Membership No. 166493

Date: Oct 28th 2023
Place: Mumbai
UDIN:- 23166493BGYASR7490

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under "Report on other legal and regulatory requirements" section of our report to the members of Metalyst Forgings Ltd.)

i. In respect of Property Plant and equipment:

a) (A)The Company has not maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment. Refer clause "d" in "Basis for qualified Opinion" paragraph where it is mentioned that fixed asset register is not maintained by the company.

(B)The company does not have any intangible assets. Hence para 3(i)(a) (B) of the order is not applicable to the company.

b) During the year, the management has not physically verified Property, Plant and equipment. Further, the company does not have any program for verification of assets. We are informed by the management that since the company is in CIRP, assets are not verified this year. In absence of physical verification of assets, we cannot comment on existence of any material discrepancies on verification. Please refer clause "C" of Basis of Qualified Opinion paragraph where it is mentioned that company has not undertaken impairment testing for determining value in use and whether the same is less than carrying value.

c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

d) According to the information and explanations given by the management, the company has not revalued Property, Plant and Equipment (including right of use assets) or Intangible assets or both during the year. Hence paragraph 3 (i) (d) of the order is not applicable to the company.

e) According to the information and explanations given by the management, no proceedings have been initiated or are pending against the company for holding any benami property under the benami transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. In respect of Inventories: -

a) We have been informed by the management that the inventories were physically verified by an external agency appointed by the company at the end of each quarter and no major discrepancies were noticed in the quantity of inventory. However, refer para "h" in "Basis of qualified opinion" where we have commented on valuation of inventory. Due to it, we cannot comment on whether any discrepancy

was identified and whether the same has been properly dealt with in the books of accounts.

- b) According to the information and explanations given by the management, during any point of time during the year, the company has not been sanctioned working capital limits in excess of Rs 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets.
- iii. The company has not made investments in, provided any guarantee or security or granted any loans or advances in nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties during the year. Therefore, the provisions of clause 3(iii) of the Order are not applicable to the company.
- iv. During the year, the company has not granted loans, made investments, given guarantee or securities for loan taken by others where provision of section 185 and 186 are applicable. Therefore, the provisions of clause 3(iv) of the Order are not applicable to the company.
- v. In our opinion and according to the information and explanations given to us, the company has not accepted any deposit from the public covered under Section 73 to 76 of the Companies Act, 2013. In our opinion and according to the information and explanations given to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other court or any other tribunal with respect to the company. Therefore, the provisions of clause 3(v) of the Order are not applicable to the Company.
- vi. According to the information and explanations given to us, the company is required to maintain cost records specified by central government under sub-section (1) of Section 148 of the companies act 2013. However, we have not been provided with these records. In absence of such records, we are unable to comment about availability of the same.
- vii. As regards statutory dues,
 - a. Except the matter stated in para (e) of basis for qualified opinion, according to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods & Service Tax, Custom Duty, and other material statutory dues, as applicable, with the appropriate authorities in India. As at the Balance sheet date, there have no dues which are outstanding for the period of more than 6 months from the date they become payable
 - b. According to the information and explanation given to us and based on the verification of records, there are no applicable statutory dues other than as specified in table below which have not been deposited on account of any disputes.

Nature of Dues	Amount (In Lakhs)	Period to which amount relates	Forum where dispute is pending
VAT	38.85	2020	Tribunal, Mumbai
	63.36	2013	
Excise Duty	6.5	2002	Supreme Court, Delhi
	74.58	2008	High Court, Mumbai
	10.72	2008	CESTAT, Mumbai
	41.68	2013-2015	Commissioner, Central Excise (Appeal) Nashik
Income Tax (Appeal against demand raised under section 271(1) (c))	2.36	2006-07	ITAT, Mumbai
	18.31	2008-09	ITAT, Mumbai
	119.46	2010-11	ITAT, Mumbai
Income Tax (Appeal against demand raised under section 153A)	3.13	2005-06	ITAT, Mumbai
	4.34	2006-07	ITAT, Mumbai
	1.86	2007-08	ITAT, Mumbai
	33.60	2008-09	ITAT, Mumbai
	0.15	2009-10	ITAT, Mumbai
	0.23	2010-11	ITAT, Mumbai
	0.73	2011-12	ITAT, Mumbai

viii. According to the information and explanations given to us and based on the audit procedures performed by us, there are no transactions which are not recorded in books of accounts and have been surrendered or disclosed as income during the year in tax assessments under the Income Tax act, 1961 (43 of 1961).

ix. In respect of loans:

- a. Since the company had defaulted in repayment of loans, the financial creditors of the company had filed a case under the provisions of the Insolvency and Bankruptcy Code 2016 and the Company has been under the CIRP period since December 15, 2017. As per the provisions of the Code, all the repayments of loans are stopped, and no repayments have been made during the year.

- b. According to the information received by us from CIBIL and on the basis of our audit procedures, we report that the company has been declared willful defaulter by some banks. Details of the bank, amount of default and last date when they have been declared as wilful defaulter are provided in table below:

Name of Bank	Last date Reported	Amount (In Lakhs)
ALLAHABAD BANK (MERGED WITH INDIAN BANK)	31/03/2020	6866.82
CORPORATION BANK (MERGED WITH UNION BANK)	31/03/2020	13443.56
UNION BANK OF INDIA	31/07/2023	62127.38
BANK OF MAHARASHTRA	31/03/2023	13654.39
IDBI BANK LIMITED	31/08/2023	44697.31

- c. According to information and explanations given to us and on the basis of our audit procedures, no term loans were obtained by the company during the year.
- d. According to information and explanations given to us and on the basis of our audit procedures, no funds were raised by the company on a short-term basis during the year.
- e. According to information and explanations given to us and on the basis of our audit procedures, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f. According to information and explanations given to us and on the basis of our audit procedures, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. In respect of money raised:
- As per information and explanations given to us, the company has not raised any money by way of public offer (including debts instruments) during the year. Hence para 3(x)(a) of the order is not applicable to the company.
 - As per the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence para 3(x)(b) of the order is not applicable to the company.
- xi. In respect of frauds:
- As per information and explanations given to us and procedures performed by us, no fraud by the company and no fraud on the company has not been noticed or reported during the year.
 - As per information and explanations given to us by the management, no report has been filed by us in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014
 - As per information and explanations given to us by the management, no whistleblower complaints were received during the year.

- xii. Since the company is not a Nidhi company, para 3 (xii) of the order is not applicable to the company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. In respect of Internal audit:
 - a. In our opinion and according to information and based on our examination, though the company is required to have an internal audit system under section 138 of the act, it does not have the same established for the year. Furthermore, the company has not made any provision for penalty leviable under companies act for non-compliance of such clause.
 - b. The company did not have an internal audit system for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transaction with directors or persons connected with them.
- xvi.
 - a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence para 3(xvi)(a) of the order is not applicable to the company.
 - b. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence para 3(xvi)(b) of the order is not applicable to the company.
 - c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence para 3(xvi)(c) of the order is not applicable to the company.
 - d. According to the information and explanations given to us and on overall examination of the Financial Statements of the company, para 3(xvi)(d) is not applicable to the company.
- xvii. The company has incurred cash losses of Rs 33.47 lakhs during the year and Rs 116.47 lakhs during the immediately preceding previous year.
- xviii. There is no resignation of the statutory auditors during the year. Hence para 3 (xviii) of the order is not applicable to the company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, we are of the opinion that material uncertainty exists as on the date of audit report that the company may not be able to meet its liabilities

existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

- xx. Section 135 of the act is not applicable to the company. Hence para 3 (xx) of the order is not applicable to the company.
- xxi. The company does not have any subsidiary, associate or joint venture and consolidation is not required to be done. Therefore, para 3 (xxi) of the order is not applicable to the company.

For Jayesh Sanghrajka & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 104184W/W100075

Rishikesh Nasikkar

Designated Partner

Membership No. 166493

Date: Oct 28th 2023

Place: Mumbai

UDIN:- 23166493BGYASR7490

Annexure – B to Independent Auditors’ Report

(Referred to in paragraph 2 (h) under “Report on other legal and regulatory requirements ‘section of our report to the members of Metalyst Forgings Ltd.)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We were engaged to audit the internal financial controls over financial reporting of METALYST FORGINGS LIMITED as of 31st March 2023 in conjunction with our audit of the 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 (‘ICAI’).

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.

Because of the matter described in the Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system with reference to the financial statements of the Company.

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 Authorizations of management and directors of the company; and (3) provide reasonable Assurance regarding prevention or timely detection of unauthorized 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.

Basis for Disclaimer of Opinion

The company has no documented Risk assessment and control matrix which enlists processes, sub-processes, risk faced by them, and controls implemented to mitigate such risks. During the CIRP period, the power of board has been suspended and the RP is managing all the affairs of the Company. However, the revised control matrix for all the processes has not been shared with us for our verification. The company has thus not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the guidance note issued by the Institute of Chartered Accountants of India. We were unable to obtain sufficient appropriate audit evidence on which to base our opinion on the effectiveness of the company's internal financial controls with reference to financial statements.

Disclaimer of opinion

As described in the basis of disclaimer paragraph above, because of the significance of the matters, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion on whether the company had adequate internal financial controls with reference to financial statements and whether such internal financial controls were operating effectively for the year ended March 31, 2023 based on the internal control with reference to financial statements criteria established by the company considering the essential

components of internal controls stated in the guidance note on audit of Internal Financial controls over financial reporting issued by the ICAI.

We have considered the disclaimer reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the company for the year ended March 31,2023, and the disclaimer has affected our opinion on the financial statements of the company, and we have issued a **“Qualified Opinion”** on the financial statements for the year ended on that date.

For Jayesh Sanghrajka & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 104184W/W100075

Rshikesh Nasikkar

Designated Partner

Membership No. 166493

Date:

Place: Mumbai

UDIN:-



METALYST FORGINGS LIMITED
CIN: L28910MH1977PLC019569
Balance Sheet as at 31st March, 2023

		(Rupees in Lakhs)	
Particulars	Note No	As at 31.03.2023	As at 31.03.2022
(A) ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	3.1	1,25,519.40	1,49,880.62
(b) Capital work-in-progress	3.1	14,057.98	13,947.34
(c) <u>Financial Assets</u>			
Investments	3.2	9.60	9.60
Loans	3.3	-	59.97
(d) Deferred Tax Assets (net)	3.4	18,699.55	18,699.55
(e) Other Non-current Assets	3.5	8,403.46	8,403.48
Sub Total-Non-Current Assets		1,66,689.99	1,91,000.56
2 Current Assets			
(a) Inventories	3.6	9,051.69	9,275.45
(b) <u>Financial Assets</u>			
Trade Receivables	3.7	3,901.29	10,855.02
Cash and Cash Equivalents	3.8.1	354.20	477.14
Bank balances other than Cash and Cash Equivalents	3.8.2	753.12	921.86
Other Current Financial Assets	3.9	65.97	-
(c) Current Tax Assets (Net)	3.10	60.78	30.07
(d) Other Current Assets	3.11	1,222.52	688.60
Sub Total-Current Assets		15,409.57	22,248.14
TOTAL-ASSETS		1,82,099.56	2,13,248.70
(B) EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share Capital	3.12	4,355.00	4,355.00
(b) Other Equity	3.13	(2,56,881.49)	(2,25,542.82)
Sub Total-Equity		(2,52,526.49)	(2,21,187.82)
2 Liabilities			
Non-Current Liabilities			
(a) <u>Financial Liabilities</u>			
Borrowings	3.14	35,648.70	35,518.91
(b) Provisions	3.15	355.54	382.58
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other Non-Current Liabilities	3.16	65.59	65.59
Sub Total-Non-Current Liabilities		36,069.83	35,967.08
Current Liabilities			
(a) <u>Financial Liabilities</u>			
Borrowings	3.17	1,28,927.20	1,28,927.20
Trade Payables	3.18		
(i) Total outstanding dues of Micro enterprises & small enterprises		472.49	486.20
(ii) Total outstanding dues other than Micro enterprises & small enterprises		11,416.60	11,440.42
Other Financial Liabilities	3.19	2,56,663.27	2,56,645.67
(b) Other Current Liabilities	3.20	902.80	821.66
(c) Provisions	3.21	173.85	148.29
Sub Total-Current Liabilities		3,98,556.21	3,98,469.44
TOTAL EQUITY AND LIABILITIES		1,82,099.56	2,13,248.70

Significant Accounting Policies & Notes on Financial Statements

1 to 3.32

As per our report of even date attached
For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm Regn. No. 104184W/W100075

For Metalyst Forgings Limited

Rishikesh Nasikkar
Designated Partner
Membership No. 166493

Dinkar T.
Venkatasubramaniam
Resolution Professional

Jayaram Shetty
Chief Financial Officer

Divya Srivastava
Company Secretary

Place : Mumbai
Dated : 28/10/2023

Place : Pune
Dated : 28/10/2023

Place : Pune
Dated : 28/10/2023



METALYST FORGINGS LIMITED
CIN: L28910MH1977PLC019569
Statement of Profit and Loss for the Year ended 31st March, 2023

(Rupees in Lakhs)

Particulars	Note No.	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
I. Revenue			
Revenue from operations	3.22	26,158.58	23,069.15
Other Income	3.23	44.57	57.07
II. Total Revenue		26,203.15	23,126.22
III. Expenses:			
Cost of Materials Consumed	3.24	16,811.64	14,775.07
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	3.25	218.26	276.83
Employee benefit expenses	3.26	2,515.91	2,425.79
Finance costs	3.26	129.79	115.18
Depreciation and amortization expenses	3.26	24,383.18	25,015.03
Other Expenses	3.26	6,184.35	5,765.01
Total Expenses		50,243.13	48,372.91
IV. Profit/(Loss) before exceptional items and tax (II-III)		(24,039.98)	-25,246.69
V. Exceptional Items [(Income)/Expense]	3.27	7,347.81	-
VI. Profit/(Loss) before tax (IV + V)		(31,387.79)	-25,246.69
VII. Tax expense:			
Current tax		-	-
Deferred tax		-	-
Total Tax Expenses		-	-
VIII. Profit/(Loss) for the period from continuing operations (VI-VII)		(31,387.79)	-25,246.69
IX. Profit/(loss) from Discontinued operations (after tax)		-	-
X. Profit/(loss) for the period (VIII+IX)		(31,387.79)	-25,246.69
XI. Other Comprehensive Income	3.28		
A) (i) Items that will not be reclassified to profit or loss		49.11	(78.48)
ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B) (i) Items that will be reclassified to profit or loss		-	-
ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total of Other comprehensive Income		49.11	(78.48)
XII. Total Comprehensive Income/(Loss) for the period (X+XI) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(31,338.68)	(25,325.17)
XIII. Earnings per equity share (for continuing operation):			
(1) Basic	3.29	(72.07)	(57.97)
(2) Diluted	3.29	(72.07)	(57.97)
XIV. Earning per equity share (for continuing & discontinued operation) :			
(1) Basic	3.29	(72.07)	(57.97)
(2) Diluted	3.29	(72.07)	(57.97)

Significant Accounting Policies & Notes on Financial Statements

1 to 3.32

As per our report of even date attached
For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm Regn. No. 104184W/W100075

For Metalyst Forgings Limited

Rishikesh Nasikkar
Designated Partner
Membership No. 166493

Dinkar T.
Venkatasubramaniam
Resolution Professional

Jayaram Shetty
Chief Financial Officer

Divya Srivastava
Company Secretary

Place : Mumbai
Dated : 28/10/2023

Place : Pune
Dated : 28/10/2023

Place : Pune
Dated : 28/10/2023

METALYST FORGING LIMITED		
CIN: L28910MH1977PLC019569		
Cash Flow Statement for the year ended 31st March, 2023		
(Rupees in Lakhs)		
Particulars	For the Year ended 31.03.2023	For the Year Ended 31.03.2022
A CASH FLOW FROM OPERATING ACTIVITIES:		
Profit as per Profit & Loss Account (PBT)	(31,387.79)	(25,246.69)
Depreciation & Amortisation	24,383.30	25,015.03
Provision for Doubtful Debts	7,347.81	-
Reversal of Provision for dismantling of PPE	-	-
Provision for Diminution of Investments	-	-
Financial Costs	129.79	115.18
Loss on sale of Property Plant & Equipments	-	(0.36)
Interest Received	(43.07)	(49.85)
	430.04	(166.69)
Change in Current / Non Current Liabilities:		
(Increase)/Decrease in Inventories	223.76	229.44
(Increase)/Decrease in Trade Receivables	(394.08)	(5.16)
(Increase)/Decrease in Other Non- Current Assets	59.99	(13.28)
(Increase)/Decrease in Other Current Assets	(630.60)	340.54
(Increase)/Decrease in Trade Payable	(37.53)	(82.98)
Increase/(Decrease) in Current Liabilities	173.41	(618.51)
Increase/(Decrease) in Non Current Liabilities & Provisions	(27.04)	110.41
Cash generation from operations activities	(202.06)	(206.23)
Direct Tax Paid	-	-
Cash flow before extraordinary items	(202.06)	(206.23)
Cash flow from extraordinary items	-	-
Net cash from operating activities	(202.06)	(206.23)
B CASH FLOW FROM INVESTING ACTIVITIES		
Addition to Fixed Assets	(22.08)	(23.32)
Adjustment in Capital work in progress/Subsidy	(110.64)	(125.86)
Interest Received & Other income	43.07	49.85
Proceed from sale of fixed assets	-	8.23
(Increase)/Decrease in fixed deposits	168.74	286.37
(Purchase) / Sales of investments (Net)	-	-
Net Cash from Investing activities	79.09	195.27
C CASH FLOW FROM FINANCING ACTIVITIES		
Disbursement / Repayment of Short Term borrowings	-	(0.97)
Net Cash from Financing activities	-	(0.97)
Net cash flows during the year (A+B+C)	(122.94)	(11.93)
Cash & cash equivalents (opening balance)	477.14	489.07
Cash & cash equivalents (closing balance)	354.20	477.14
Cash & Cash Equivalents comprises of :		
Particulars	For the Year ended 31.03.2023	For the Year Ended 31.03.2022
Cash On Hand	2.95	1.94
Balance with Schedule Banks:		
Current Accounts	351.25	475.20
TOTAL	354.20	477.14
NOTES TO CASH FLOW STATEMENT		
<p>1 Cash & Cash Equivalents include cash & bank balances only.</p> <p>2 Previous period figures have been regrouped/ recast wherever considered necessary.</p>		
<p>As per our report of even date attached For Jayesh Sanghrajka & Co. LLP Chartered Accountants ICAI Firm Regn. No. 104184W/W100075</p>		
<p>For Metalyst Forgings Limited</p>		
<p>Rishikesh Nasikkar Designated Partner Membership No. 166493</p>		
<p>Dinkar T. Venkatasubramaniam Resolution Professional</p>		
<p>Jayaram Shetty Chief Financial Officer</p>		
<p>Divya Srivastava Company Secretary</p>		
<p>Place : Mumbai Dated : 28/10/2023</p>		
<p>Place : Pune Dated : 28/10/2023</p>		
<p>Place : Pune Dated : 28/10/2023</p>		



METALYST FORGINGS LIMITED
(Company under Corporate Insolvency Resolution Process)

METALYST FORGINGS LIMITED
CIN: L28910MH1977PLC019569
Statement of Changes in Equity for the year ended 31st March, 2023

A. Equity Share Capital

(Rupees in Lakhs)

Balance as at 01.04.2021	Changes during the Period	Balance as at 31.03.2022
4355.00	0.00	4355.00
Balance as at 01.04.2022	Changes during the Period	Balance as at 31.03.2023
4355.00	0.00	4355.00

B. Other Equity

(Rupees in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income (OCI)			Money received against share warrants	Total	
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Equity Component of Compound Financial Instruments (Preference Shares)	Remeasurement of Net Defined Employee Benefits Obligation	Investments through OCI			Debt Instruments through OCI
As at 01.04.2022	993.67	24,629.30	69,974.64	(3,24,750.93)	3,529.06	81.44	-	-	-	(2,25,542.82)
Total Comprehensive Income for the year	-	-	-	(31,387.79)	-	(49.11)	-	-	-	(31,436.90)
Transfer to retained earning	-	-	-	-	-	-	-	-	-	-
Premium on Equity Shares Issued during the year	-	-	-	-	-	-	-	-	-	-
Share Warrants Converted into equity during the year	-	-	-	-	-	-	-	-	-	-
As at 31.03.2023	993.67	24,629.30	69,974.64	(3,56,138.72)	3,529.06	32.33	-	-	-	(2,56,979.72)

Particulars	Reserves and Surplus				Other Comprehensive Income (OCI)			Money received against share warrants	Total	
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Equity Component of Compound Financial Instruments (Preference Shares)	Remeasurement of Net Defined Employee Benefits Obligation	Investments through OCI			Debt Instruments through OCI
As at 01.04.2021	993.67	24,629.30	69,974.64	(2,99,504.24)	3,529.06	159.92	-	-	-	(2,00,217.65)
Total Comprehensive Income for the year	-	-	-	(25,246.69)	-	(78.48)	-	-	-	(25,325.17)
Transfer to retained earning	-	-	-	-	-	-	-	-	-	-
Premium on Equity Shares Issued during the year	-	-	-	-	-	-	-	-	-	-
Share Warrants Issued during the year	-	-	-	-	-	-	-	-	-	-
As at 31.03.2022	993.67	24,629.30	69,974.64	(3,24,750.93)	3,529.06	81.44	-	-	-	(2,25,542.82)

As per our report of even date attached
For Jayesh Sanghrajka & Co. LLP
 Chartered Accountants
 ICAI Firm Regn. No. 104184W/W100075

For Metalyst Forgings Limited

Rishikesh Nasikkar
 Designated Partner
 Membership No. 166493

Dinkar T. Venkatasubramaniam
 Resolution Professional

Jayaram Shetty
 Chief Financial Officer

Divya Srivastava
 Company Secretary



Dated : 28/10/2023

METALYST FORGINGS LIMITED
(Company under Corporate Insolvency Resolution Process)

Place : Pune
Dated : 28/10/2023

Place : Pune
Dated : 28/10/2023

<u>Note No: 3.1</u>		PROPERTY, PLANT AND EQUIPMENT							<i>(Rupees in Lakhs)</i>
Particulars	Land-Freehold	Building	Plant and Equipment	Furnitures & Fixtures	Vehicles	Office Equipment	Data Processing Units	Total	
Carrying Value									
As at 01.04.2021 (A)	5,043.29	20,251.23	3,17,233.62	1,197.99	79.44	4,264.57	166.56	3,48,236.70	
Additions	-	-	21.12	0.35	-	0.37	1.57	23.41	
Disposals	-	-	16.80	-	-	0.08	-	16.88	
Adjustments	-	-	-	-	-	-	-	-	
As at 31.03.2022 (B)	5,043.29	20,251.23	3,17,237.94	1,198.34	79.44	4,264.86	168.13	3,48,243.23	
Additions	-	-	13.56	-	1.35	0.76	6.40	22.07	
Disposals	-	-	-	-	-	-	-	-	
As at 31.03.2023 (C)	5,043.29	20,251.23	3,17,251.50	1,198.34	80.79	4,265.62	174.53	3,48,265.30	
Depreciation									
As at 01.04.2021 (D)	-	3,630.08	1,64,821.39	733.64	53.05	3,956.85	161.12	1,73,356.13	
Additions	-	621.61	24,307.47	22.54	3.62	58.87	0.92	25,015.03	
Deductions	-	-	8.55	-	-	-	-	8.55	
Adjustments	-	-	-	-	-	-	-	-	
As at 31.03.2022 (E)	-	4,251.69	1,89,120.31	756.18	56.67	4,015.72	162.04	1,98,362.61	
Additions	-	620.89	23,681.75	19.66	3.62	56.95	0.30	24,383.17	
Deductions	-	-	-	-	-	-	-	-	
Adjustments	-	-	-	-	-	-	-	-	
As at 31.03.2023 (F)	-	4,872.58	2,12,802.06	775.84	60.29	4,072.67	162.34	2,22,745.78	
Net Carrying Value									
As at 31.03.2023 (C-F)	5,043.29	15,378.65	1,04,449.44	422.50	20.50	192.95	12.19	1,25,519.40	
As at 31.03.2022 (B-E)	5,043.29	15,999.54	1,28,117.63	442.16	22.77	249.14	6.09	1,49,880.62	
CWIP									
Net Carrying Value									
As at 31.03.2023								14,057.98	
As at 31.03.2022								13,947.34	

3.1.2 Capital WIP and Intangible Assets under development - Ageing

A-Work in Progress -Aging schedule as at March 31, 2023

Particulars					(Rupees in Lakhs)	
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
Projects in progress	110.64	125.86		-	236.50	
Projects temporarily suspended				13,821.48	13,821.48	
Total	110.64	125.86		13,821.48	14,057.98	

B Capital-work-in progress-completion schedule

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Project 1	110.64	125.86	-	-
Total	110.64	125.86		

A-Work in Progress -Aging schedule as at March 31, 2022

Particulars					(Rupees in Lakhs)	
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
Projects in progress	125.86	-	-	-	125.86	
Projects temporarily suspended				13,821.48	13,821.48	
Total	125.86			13,821.48	13,947.34	

B Capital-work-in progress-completion schedule

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Project 1	125.86	-	-	-
Total	125.86			

Note No: 3.2

INVESTMENTS

Particulars	(Rupees in Lakhs)	
	As at 31.03.2023	As at 31.03.2022
(i) Investment in Equity Instrument		
Quoted-Long Term Trade at cost		
3500 (3,500 in FY 2021-22) Equity shares of Rs. 2/- each of Sanghvi Movers Ltd	0.60	0.60
6,15,00,000 (6,15,00,000 in FY 2021-22) Equity shares of Rs. 2/- each of Castex Technologies Ltd	34,347.75	34,347.75
Unquoted - Long Term Trade at Cost		
50,000 (50,000 in FY 2021-22) Equity shares of Rs.10/- each of Photon Biotech Ltd	12.00	12.00
1,00,000 (1,00,000 in FY 2021-22) Equity shares of Rs.10/- each of Grapco Mining & Co.Ltd	13.00	13.00
1,03,100 (1,03,100 in FY 2021-22) Equity shares of Rs.10/- each of Global Infrastructure Technologies Ltd	54.86	54.86
5,000 (5000 in FY 2021-22) Equity shares of Rs.10/- each of Good Value Marketing Ltd.	2.00	2.00
10,000 (10,000 in FY 2021-22) Equity shares of Rs. 10/- each of SICOM Ltd	8.00	8.00
5,000 (5000 in FY 2021-22) Equity shares of Rs. 10/- each of Alliance Hydro Power Ltd.	0.50	0.50
1000 (1000 in FY 2021-22) Equity shares of Rs. 10/- each of COSMOS bank	1.00	1.00
45,000 (45,000 in FY 2021-22) Equity Shares of Rs.10/- each of Blaze Spare Parts (P) Ltd.	45.00	45.00
45,000 (45,000 in FY 2021-22) Equity Shares of Rs.10/- each of Gagandeep Steel & Alloys (P) Itd.	45.00	45.00
45,000 (45,000 in FY 2021-22) Equity Shares of Rs.10/- each of Aaron Steel & Alloys (P) Ltd.	45.00	45.00
45,000 (45,000 in FY 2021-22) Equity Shares of Rs.10/- each of Neelmani Engine Components (P) Ltd.	45.00	45.00
53,571 (53,571 in FY 2021-22) Equity Shares of Rs.10/- each of Ast a Motorcycles & Scooter India Ltd.	45.00	45.00
42,000 (42,000 in FY 2021-22) Equity Shares of Rs.10/- each Domain Steel & Alloys (P) Ltd.	42.00	42.00
Gross Total	34,706.71	34,706.71
Less: Provision for diminution of Quoted investments	(34,697.11)	(34,697.11)
Total	9.60	9.60

Particulars	(Rupees in Lakhs)	
	As at 31.03.2023	As at 31.03.2022
Aggregate Value of Quoted Investment	0.60	0.60
Aggregate Value of Unquoted Investment	9.00	9.00
* Market Value Of Quoted Investment	12.24	9.17

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 LOANS		
Particulars	As at 31.03.2023	As at 31.03.2022
Security Deposits	-	59.97
Total	-	59.97

*Above deposits are unsecured but considered good.

Note No: 3.4 DEFERRED TAX ASSETS (NET)		
<i>(Rupees in Lakhs)</i>		
Particulars	As at 31.03.2023	As at 31.03.2022
Deferred Tax Assets		
On account of depreciation of Property, Plant and Equipment	18,699.55	18,699.55
	18,699.55	18,699.55
Deferred Tax Liabilities		
	-	-
	-	-
Total Deferred Tax Assets/(Liabilities)	18,699.55	18,699.55

Deferred Tax Assets and Deferred Tax Liabilities have been offset wherever the company has legally enforceable right to set off 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. However considering the ongoing Corporate Insolvency Resolution Process, the uncertainty as to the realisation of unused tax assets exist.

Note No: 3.5 OTHER NON-CURRENT ASSETS		
Particulars	As at 31.03.2023	As at 31.03.2022
Deposits	183.32	183.33
Balance with Revenue Authorities	856.72	856.72
TDS Receivable	105.12	105.13
MAT Credit Entitlement	7,258.30	7,258.30
Total	8,403.46	8,403.48

Note No: 3.6 INVENTORIES		
<i>(Rupees in Lakhs)</i>		
Particulars	As at 31.03.2023	As at 31.03.2022
Raw Materials	820.98	767.28
Work in Progress	1,386.60	1,600.23
Stores, Spares & Dies	6,829.15	6,888.35
Scrap	14.96	19.59
Total	9,051.69	9,275.45

*Refer Point No. 2.14 of Significant Accounting Policies for Mode of valuation of inventories.

Note No: 3.7 TRADE RECEIVABLES		
<i>(Rupees in Lakhs)</i>		
Particulars	As at 31.03.2023	As at 31.03.2022
Unsecured, considered good		
Outstanding for more than six months	760.62	8,321.39
Outstanding for less than six months	3,140.67	2,533.63
Credit Impaired	17,164.84	9,188.40
Less: Provision for Doubtful Debts	(17,164.84)	(9,188.40)
Total	3,901.29	10,855.02

3.7.1 Trade Receivables ageing schedule for disputed and undisputed receivables
Trade Receivables Aging Schedule
As at 31 March 2023

Particulars	Outstanding for following periods from due date of payments*					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade-receivables - considered good	3,140.79	28.92	567.35	53.06	17,276.02	21,066.14
Undisputed trade-receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade-receivables - credit impaired	-	-	-	-	-	-
Disputed trade-receivables - considered good	-	-	-	-	-	-
Disputed trade-receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade-receivables - credit impaired	-	-	-	-	-	-
Less: Provision for Doubtful Debts	-	-	-	-	(17,164.85)	(17,164.85)
Total	3,140.79	28.92	567.35	53.06	111.17	3,901.29

* similar information where no due date of payment is specified in that case disclosure is made from the date of the transaction.

As at 31 March 2022

Particulars	Outstanding for following periods from due date of payments*					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade-receivables - considered good	2,533.63	216.93	62.94	393.46	16,836.47	20,043.43
Undisputed trade-receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade-receivables - credit impaired	-	-	-	-	-	-
Disputed trade-receivables - considered good	-	-	-	-	-	-
Disputed trade-receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade-receivables - credit impaired	-	-	-	-	-	-
Less: Provision for Doubtful Debts	-	-	-	-	(9,188.40)	(9,188.40)
Total	2,533.63	216.93	62.94	393.46	7,648.07	10,855.03

Note No: 3.8.1 CASH AND CASH EQUIVALENTS*

(Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Cash On Hand	2.95	1.94
Balance with Schedule Banks:		
Current Accounts	351.25	475.20
Total	354.20	477.14

Note No: 3.8.2 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Fixed Deposits (Maturing within 12 Months)	433.51	608.09
Fixed Deposits (held as margin money against Bank Guarantees)	293.57	293.57
Earmarked Balances		
Balance in unpaid dividend Account	17.84	17.84
Gratuity	8.20	2.36
Total	753.12	921.86

*Bank balances other than Cash and Cash Equivalents, as on 31st March 2023 and 31st March 2022 includes restricted bank balances of Rs.319.61 lakhs, Rs. 313.77 lakhs respectively. The restriction is primarily on account of margin money given for guarantee issued by bank and other earmarked balances.

Note No: 3.9 OTHER CURRENT FINANCIAL ASSETS

(Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Staff Advance		
Security Deposits	65.97	-
Total	65.97	-



Note No: 3.10 **CURRENT TAX ASSETS (NET)** (Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Tax on Dividend on Equity Shares		
TDS Receivable	60.78	30.07
MAT Credit Entitlement	-	-
Total	60.78	30.07

Note No: 3.11 **OTHER CURRENT ASSETS** (Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
(i) Advances other than Capital Advances		
-Advances to Related Parties	60.46	60.46
-Others		
Advance to Suppliers	989.49	552.83
Advance to Others	19.96	0.17
Staff Advance	18.32	0.90
Prepaid Expenses	122.80	63.02
Balance with Revenue Authorities	11.49	11.22
Total	1,222.52	688.60

Note No: 3.12 **SHARE CAPITAL**

AUTHORISED SHARE CAPITAL (Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
5,00,00,000 (5,00,00,000 in FY 21) Equity Shares, Rs. 10/- Par Value	5,000.00	5,000.00
20,00,000 (20,00,000 in FY 21) Preference Shares, Rs. 10/- Par Value	200.00	200.00
Total	5,200.00	5,200.00

ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL

Particulars	As at 31.03.2023	As at 31.03.2022
4,35,50,000 (4,35,50,000 in FY 2021-22) Equity Shares, fully paid-up of Rs. 10/- Par Value	4,355.00	4,355.00
Total	4,355.00	4,355.00

Note No: 3.12.1 **The reconciliation of the number of shares outstanding and the amount of share capital as at 31.03.2023 and 31.03.2022 is set out below:**

EQUITY SHARES

(Rupees in Lakhs)

Particulars	As At 31.03.2023		As At 31.03.2022	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning	4,35,50,000	4,355.00	4,35,50,000	4,355.00
Add:	-	-	-	-
Less:	-	-	-	-
Number of Shares at the end	4,35,50,000	4,355	4,35,50,000	4,355

Note No: 3.12.2

PREFERENCE SHARES*

(Rupees in Lakhs)

Particulars	As At 31.03.2023		As At 31.03.2022	
	Number of Shares	Amount	Number of Shares	Amount
13,42,280 Preference share having face value Rs.10 per share.	13,42,280.00	1,34,22,800.00	13,42,280.00	1,34,22,800.00

Note No: 3.12.3

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 shares 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.



Details of Shares held by promoters
As at 31 March 2023

Sr.no.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of shares at the end of year	% age of Total Shares	% change during the year
1	Amtek Auto Limited	2,49,04,492	-	2,49,04,492	57	-
Total		2,49,04,492	-	2,49,04,492	57	-

As at 31 March 2022

Sr.no.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of shares at the end of year	% age of Total Shares	% change during the year
1	Amtek Auto Limited	2,49,04,492	-	2,49,04,492	57	-
Total		2,49,04,492	-	2,49,04,492	57	-

Note : 3.12.4 Details of Shareholders Holding more than 5% Share Capital *(Rupees in Lakhs)*

Particulars	As At 31.03.2023		As At 31.03.2022	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity Shares				
Amtek Auto Ltd.	2,49,04,492.00	57.18	2,49,04,492.00	57.18
Preference Shares				
Amtek Auto Ltd.	13,42,280.00	100.00	13,42,280.00	100.00

For a period of five years immediately preceding the date of Balance Sheet

- a) There are no shares allotted for consideration other than cash
- b) There are no shares allotted as fully paid up in the form of Bonus Shares
- c) There are no shares bought back

There are no equity shares reserved for issue under options and contracts/commitments for the sale of shares.
There are no calls unpaid on any equity shares.

Note No: 3.13 OTHER EQUITY

Particulars	<i>(Rupees in Lakhs)</i>	
	As at 31.03.2023	As at 31.03.2022
(A) Capital Reserve		
Opening Balance as on 01.04.2022	993.67	993.67
Addition/(deduction) during the period (net)	-	-
Closing Balance as on 31.03.2023	993.67	993.67
(B) Securities Premium Reserve		
Opening Balance as on 01.04.2022	24,629.30	24,629.30
Addition/(deduction) during the period (net)	-	-
Closing Balance as on 31.03.2023	24,629.30	24,629.30
(C) General Reserve		
Opening Balance as on 01.04.2022	69,974.64	69,974.64
Addition/(deduction) during the period (net)	-	-
Closing Balance as on 31.03.2023	69,974.64	69,974.64
(D) Retained Earnings		
Opening Balance as on 01.04.2022	(3,24,750.93)	(2,99,504.24)
(i) Restated balance at the beginning of the reporting period	-	-
(ii) Profit/ (Loss) for the period	(31,387.79)	(25,246.69)
Closing Balance as on 31.03.2023	(3,56,138.72)	(3,24,750.93)
(E) Other Comprehensive Income (OCI)		
(i) Remeasurement of Net Defined Employee Benefits Obligation	130.56	81.44
(ii) Equity Component of Compound Financial Instruments (Preference Shares)	3,529.06	3,529.06
Closing Balance as on 31.03.2023	3,659.62	3,610.50
Closing Balance as on 31.03.2023	Grand Total (A+B+C+D+E+F)	
	(2,56,881.49)	(2,25,542.82)



NON-CURRENT FINANCIAL LIABILITIES

Note No: 3.14

BORROWINGS

(Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
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 2021-22) Preference Shares, Fully paid up	1,153.16	1,023.37
Loan from Related Parties		
Amtek Auto Ltd	34,495.54	34,495.54
Total	35,648.70	35,518.91

Current maturities of Long term borrowings -shall be disclosed separately

Long-term debt is specified in Ind AS Schedule III as a borrowing having a period of more than twelve months at the time of origination. The portion of non-current borrowings, which is due for payments within twelve months of the reporting date is required to be classified under "current borrowings" while the balance amount should be classified under non-current borrowings.	Company is under Corporate Insolvency Resolution Process and the Long Term Borrowings as per admitted claim by the RP
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Note No: 3.15

PROVISIONS

(Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
(i) Provision for Employee Benefits		
Gratuity	254.48	269.36
Leave Encashment	101.06	113.22
(ii) Provision - Others		
Dismantling of assets	-	-
Total	355.54	382.58

*The management has reviewed the provision for dismantling of assets and has decided to write back completely

Note No: 3.16

OTHER NON-CURRENT LAIBILITIES

(Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Sales Tax Deferment Obligations	65.59	65.59
Total	65.59	65.59

Note No: 3.17

BORROWINGS

(Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
(i) Bank Borrowings for Working Capital		
- From Banks*	1,28,927.20	1,28,927.20
(ii) Corporate Loan		
UNSECURED LOANS		
Total	1,28,927.20	1,28,927.20

Particulars of Security

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

(b) The accounts of the company in respective Banks has been declared as Non Performing Assets & the company has gone into Corporate Insolvency Resolution Process ("CIRP") vide order of the National Company Law Tribunal, Mumbai Bench ("NCLT") dated 15th December, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 ("Code"), Interest on Bank borrowing for Working Capital not provided from the date of CIRP (15/12/2017)

Where a company is a declared wilful defaulter by any bank or financial Institution or other lender, following details shall be given:

Name of Bank	Last date Reported	Amount (In Lakhs)
ALLAHABAD BANK (MERGED WITH INDIAN BANK)	31-03-2020	6,866.82
CORPORATION BANK (MERGED WITH UNION BANK)	31-03-2020	13,443.56
UNION BANK OF INDIA	31-07-2023	62,127.38
BANK OF MAHARASHTRA	31-03-2023	13,654.39
IDBI BANK LIMITED	31-08-2023	44,697.31

Particulars	(Rupees in Lakhs)	
	As at 31.03.2023	As at 31.03.2022
(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	472.49	486.20
(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	11,416.60	11,440.42
Total	11,889.09	11,926.62

*Trade Payable includes Bills Payable

*Since the company has gone into Corporate Insolvency Resolution Process ("CIRP") vide order of the National Company Law Tribunal, Mumbai Bench ("NCLT") dated 15th December, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 ("Code"), Interest under MSME Act is not provided.

3.18.1 Trade Payables- Ageing schedule of trade payables due

Trade Payable Aging Schedule

As at 31 March 2023

Particulars	Outstanding for following periods from due date of payments *				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total undisputed outstanding dues of micro enterprises and small enterprises	126.96	5.44	0.39	339.69	472.48
Total undisputed outstanding dues of creditors other than micro enterprises and small enterprises	1,057.81	5.55	32.29	10,321.06	11,416.71
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total	1,184.77	10.99	32.68	10,660.75	11,889.19

* similar information where no due date of payment is specified in that case disclosure is made from the date of the transaction.

As at 31 March 2022

Particulars	Outstanding for following periods from due date of payments *			More than 3 years	Total
	Less than 1 year	1-2 years	2-3 years		
Total outstanding dues of micro enterprises and small enterprises	142.52	(1.99)	1.89	343.81	486.23
Total outstanding dues of creditors other than micro enterprises and small enterprises	534.39	42.51	210.77	10,652.75	11,440.42
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total	676.91	40.52	212.66	10,996.56	11,926.65

Note No: 3.19		OTHER FINANCIAL LIABILITIES		<i>(Rupees in Lakhs)</i>	
Particulars	As at 31.03.2023	As at 31.03.2022			
Term Debt/ECB From Banks & Financial Institutions*	2,10,953.44	2,10,953.44			
Interest Accrued and due on borrowings**	43,739.16	43,739.16			
Unpaid Dividends	17.84	17.84			
Expenses Payable	696.08	674.20			
Creditors for Capital Goods	1,239.11	1,239.11			
Other Liabilities	17.64	21.92			
Total	2,56,663.27	2,56,645.67			

*The accounts of the company in respect of Banks has been declared as Non Performing Assets & the company has gone into Corporate Insolvency Resolution Process ("CIRP") vide order of the National Company Law Tribunal, Mumbai Bench ("NCLT") dated 15th December, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 ("Code").

**Interest on Term Debts from bank and financial Institutions were not provided from 15/12/2017 (commencement of CIRP period)

Note No: 3.20		OTHER CURRENT LIABILITIES		<i>(Rupees in Lakhs)</i>	
Particulars	As at 31.03.2023	As at 31.03.2022			
Current maturities of Sales Tax Deferment obligations	617.41	617.41			
Statutory Dues	141.81	120.72			
Advance from customers					
-Related parties	2.70	1.95			
-Others	140.88	81.58			
Total	902.80	821.66			

Note No: 3.21		PROVISIONS		<i>(Rupees in Lakhs)</i>	
Particulars	As at 31.03.2023	As at 31.03.2022			
Provision for Employee Benefits					
-Gratuity	99.44	80.61			
-Leave Encashment	33.04	30.78			
-Bonus & Ex-gratia	41.37	36.90			
Total	173.85	148.29			

Note No: 3.22 REVENUE FROM OPERATIONS

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Sales of Products	23,144.09	20,384.67
Other Sales and Services	29.02	32.35
Other Operating Revenues	2,985.47	2,652.13
Total	26,158.58	23,069.15

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

Note No: 3.22.1 OTHER OPERATING REVENUES

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Export Incentive	0.01	0.97
Other Sales/Scrap Sales	2,985.46	2,651.16
Total	2,985.47	2,652.13

Note No: 3.23 OTHER INCOME

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Interest	43.07	49.85
Others	1.50	7.22
Total	44.57	57.07

3.24 COST OF MATERIALS CONSUMED

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Opening Stock of Raw Material	767.28	299.44
Add : Purchase of Raw Material	16,865.34	15,242.91
	17,632.62	15,542.35
Less : Closing Stock of Raw Material	820.98	767.28
Total	16,811.64	14,775.07

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

Note No: 3.24.1 IMPORTED AND INDIGENOUS RAW MATERIAL

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
	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)	16,811.64 100%	14,775.07 100%
Total Consumption of Raw material	16,811.64	14,775.07

Note No: 3.25 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE (Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Opening Stock as on 01-04-2022		
- Work in Progress	1,600.23	1,878.41
- Scrap	19.59	18.24
Total Opening stock	1,619.82	1,896.65
Less : Closing Stock as on 31-03-2023		
- Work in Progress	1,386.60	1,600.23
- Scrap	14.96	19.59
Total Closing stock	1,401.56	1,619.82
Net (Increase)/ Decrease in Inventories	218.26	276.83

Note No: 3.26 EXPENSES

Employee Benefits Expenses

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Salaries & Wages	2,132.00	2,045.90
Contribution to provident and other funds	132.11	141.39
Staff Welfare Expenses	202.92	194.05
Gratuity	24.88	24.47
Leave Encashment	24.00	19.98
Total	2,515.91	2,425.79

Finance Costs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Interest on Redeemable Preference Shares	129.79	115.18
Total	129.79	115.18

Depreciation and Amortisation Expenses

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Depreciation	24,383.18	25,015.03
Amortisation	-	-
Total	24,383.18	25,015.03

Refer note no 3.1

Other Expenses

Particulars	<i>(Rupees in Lakhs)</i>	
	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
<u>A) Manufacturing Expenses</u>		
Consumption of Stores & Spare Parts	1,262.38	1,503.91
Power & Fuel	2,515.00	2,031.07
Testing Fees & Inspection Charges	18.09	14.64
Job Work	988.58	838.86
Freight Inwards	58.64	45.97
Repairs to Plant & Machinery	42.59	60.54
Total Manufacturing Expenses (A)	4,885.28	4,494.99
<u>B) Administrative & Selling Expenses</u>		
Advertisement & Publicity	2.85	0.87
Auditor's Remuneration	10.90	10.90
Provision for Bad Debts	-	-1.48
Bank Charges	27.46	29.58
Books & Periodicals	0.01	0.04
Insurance Charges	25.87	31.65
Profession Tax	0.03	0.03
Legal & Professional	445.36	481.34
Loss on sale of Fixed Assets	-	-0.36
Office and Factory Expenses	35.40	42.03
Printing & Stationery	11.47	7.65
Rate, Fee & Taxes	6.12	30.38
Rent	9.36	2.95
Recruitment & Training	0.12	-
Service Charge/Watch and ward	151.86	147.26
Repairs & Maintenance	69.59	52.48
Running & Maintenance of Vehicle	14.20	5.85
Subscription & Membership Fees	3.75	1.92
Telephone, Communication and Postage	3.58	4.44
Travelling & Conveyance	45.92	31.55
<u>Selling & Distribution Expenses</u>		
Packing, Forwarding, discounts, Warranty Claims ,freight outwards & Other selling expenses	435.22	390.94
Total Administrative & Selling Expenses (B)	1,299.07	1,270.02
Total (A + B)	6,184.35	5,765.01

Note No: 3.26.1 OTHER EXPENSES

Particulars	<i>(Rupees in Lakhs)</i>	
	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Auditors Remuneration		
For Audit	10.00	10.00
For taxation matters	0.90	-
Total	10.90	10.90

Note No: 3.26.2 IMPORTED AND INDIGENOUS SPARE PARTS AND COMPONENTS

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Spare parts and components		
Consumption of imported spare parts and components (Percentage of Consumption of Spare Parts and Components)	- 0%	- 0%
Consumption of similar domestic spare parts and components (Percentage of Consumption of Spare Parts and Components)	1,262.38 100.00%	1,503.91 100.00%
Total Consumption of Spare parts and components	1,262.38	1,503.91

Note No: 3.26.3 CONTINGENT LIABILITIES AND COMMITMENTS

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Export Obligation under EPCG Licence	3,204.69	3,204.69
Disputed Sales tax/VAT (Including Interest and penalty)	102.21	102.21
Disputed Excise Duty/Service Tax (Including Interest and penalty)	133.49	133.49
Disputed Income Tax & Others (Including Interest and penalty)	184.15	184.15
Total	3,624.54	3,624.54

Note No: 3.27 Exceptional Items [(Income)/Expense]

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Provision for bad debts	7,347.81	-
Total	7,347.81	-

Note No: 3.28 OTHER COMPREHENSIVE INCOME (OCI)

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Items that will not be reclassified to Profit or loss		
i) Reclassification of actuarial gains/(losses), arising in respect of Earned Leave	15.71	17.18
ii) Deferred Tax effect	-	-
iii) Reclassification of actuarial gains/(losses), arising in respect of Gratuity	33.40	61.30
iv) Deferred Tax effect	-	-
v) Revaluation of Short Term Investments	-	-
Total	49.11	78.48

Note No : 3.29 EARNINGS PER SHARE

Calculation of EPS (Basic and Diluted)	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
<u>Basic</u>		
Opening number of Shares	4,35,50,000	4,35,50,000
Total Shares outstanding	4,35,50,000	4,35,50,000
Weighted Average No of Shares	4,35,50,000	4,35,50,000
Profit/(Loss) after tax for the period from continuing operations ((Rupees in Lakhs))	(31,387.79)	(25,246.69)
EPS for continuing operations (Rs. Per Share)	(72.07)	(57.97)
Profit/(Loss) after tax for the period from discontinued operations ((Rupees in Lakhs))	-	-
EPS for discontinued operations (Rs. Per Share)	-	-
Profit/(Loss) after tax for the period from continuing & discontinued operations ((Rupees in Lakhs))	(31,387.79)	(25,246.69)
EPS for continuing & discontinued operations (Rs. Per Share)	(72.07)	(57.97)
<u>Diluted</u>		
Number of shares considered as basic weighted average shares outstanding	4,35,50,000	4,35,50,000
Add: Weighted Average of Dilutive Equity	-	-
Number of shares considered as diluted for calculating of Earning per share Weighted Average	4,35,50,000	4,35,50,000
Profit/(Loss) after Tax for the period from continuing operations ((Rupees in Lakhs))	(31,387.79)	(25,246.69)
Add: Effective Cost of Dilutive Equity	-	-
Profit/(Loss) after Tax for the period from continuing operations ((Rupees in Lakhs)) for Dilution	(31,387.79)	(25,246.69)
Diluted EPS for continuing operations (Rs. Per Share)	(72.07)	(57.97)
Profit/(Loss) after tax for the period from discontinued operations ((Rupees in Lakhs)) for Dilution	-	-
Diluted EPS for discontinued operations (Rs. Per Share)	-	-
Profit/(Loss) after tax for the period from continuing & discontinued operations ((Rupees in Lakhs)) for Dilution	(31,387.79)	(25,246.69)
Diluted EPS for continuing & discontinued operations (Rs. Per Share)	(72.07)	(57.97)

Note No. 3.30 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 under -

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 Schmollin 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) Amtek Component Sweden
4) Joint Venture of Parent Company	1) Amtek Powertrain Limited 2) SMI Amtek Crankshafts Pvt. Ltd.
5) Associates of the Parent Company	1) ARG 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. Dinkar T. Venkatasubramaniam - Resolution Professional
- 2) Mr. Shekhar Gupta (Whole Time Director)
- 3) Mr. Arun Maiti (C.F.O) Retired wef 31/05/2022
- 4) Mr. Jayaram Shetty (CFO appointed wef 02/08/2022)
- 5) Ms. Pratibha Chaudhary (Company Secretary resigned wef 08.02.2022)
- 6) Ms. Divya Srivastava (Company Secretary appointed wef 27.06.2022)

B. Transactions

(Rs in Lakhs)

Particulars	Associate/Holding/Subsidiaries or Associate of Holding Company	Key Management Personnel	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Purchase of Goods				
AMTEK AUTO LTD.	10.06		10.06	4.40
Sale of Goods				
AMTEK AUTO LTD.	3,459.79		3,459.79	2,421.47
ACIL Ltd.	1,707.13		1,707.13	2,188.64
Amtek Transportation Systems Ltd. ARGL LIMITED	207.38		207.38	1.18
Services Received				
AMTEK AUTO LTD.	-		-	-
Key Management Personnel Remuneration				
Mr. Shekhar Gupta (Whole Time Director)		-	-	-
Mr. Arun Maiti (C.F.O) Retired wef 31/05/2022		10.89	10.89	18.63
Mr. Jayaram Shetty (CFO appointed wef 02/08/2022)		8.42	8.42	-
Ms. Pratibha Chaudhary (Company Secretary resigned wef 08.02.2022)		-	-	3.05
Ms. Divya Srivastava (Company Secretary appointed wef 27.06.2022)		2.92	2.92	-

C. Closing Balances

Name of Company	Receivables as on 31.03.2023	Payables as on 31.03.2023	Receivables as on 31.03.2022	Payables as on 31.03.2022
AMTEK AUTO LTD. TOTAL	1,208.45	6,604.17	1,245.65	40,952.34
ACIL	3,142.23	100.00	2,504.88	100.00
Castex Technologies Limited	310.97	190.81	310.97	35.15
AMTEK TRANSPORTATION SYSTEMS LTD	98.81	-	13.30	0.75
JMT Auto Ltd	36.91	0.03	25.79	0.03
ARGL LIMITED	-	-	-	-
TOTAL	4,797.37	6,895.00	4,100.58	41,088.26

(-ve figures implies credit balances)

3.31 Other Notes

1 Utilisation of Borrowed funds

A	(A) Where company has advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall	NIL
	(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or	NIL
	(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;	NIL
	The company shall disclose the following:-	
	(I) date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary.	NIL
	(II) date and amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries alongwith complete details of the ultimate beneficiaries.	NIL
	(III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries	NIL
	(IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are	NIL
B	(B) Where a company has received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall	NIL
	(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or	NIL
	(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,	NIL
	The company shall disclose the following:-	
	(I) date and amount of fund received from Funding parties with complete details of each Funding party.	NIL
	(II) date and amount of fund further advanced or loaned or invested other intermediaries or Ultimate Beneficiaries alongwith complete details of the other intermediaries' or ultimate beneficiaries.	NIL
	(III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries	NIL
	(IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).;	NIL

2 Borrowings obtained on the basis of security of current assets

Where the Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose the following:-

(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.	No
(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed.	No

3 Loans and advances to related parties, promoters, directors and KMP's

Company had not given Loans or Advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person

4 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 31.03.2023	For the Year Ended 31.03.2022
Discount rate	7.40%	6.90%
Future Salary Escalation Rate	8.00%	8.00%
Average Remaining working life (Years)	15.58	16.62
Retirement Age	58	58

GRATUITY (FUNDED)

i. Change in Net Defined Benefit obligations:

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Net Defined Benefit liability as at the start of the period	595.68	555.64
Service Cost	49.42	47.12
Net Interest Cost (Income)	40.11	33.34
Actuarial (Gain) / Loss on obligation	(33.06)	60.50
Benefits Paid	(28.74)	(100.92)
Present Value of Obligations as at the end of the period	623.41	595.68

ii. Change in Fair Value of Plan Assets

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Fair value of plan assets at the beginning of the period	247.56	309.85
Expected Return on plan assets	18.16	19.59
Contributions	20.00	11.00
Mortality Charges and Taxes	(1.70)	(1.85)
Actuarial (Gain) / Loss on Plan Assets	0.53	0.81
Benefits paid	(14.01)	(90.22)
Fair value of plan assets at the end of the period	269.48	247.56

iii. The Amount Recognised in the Income Statement.

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Service Cost	49.42	47.12
Net Interest Cost	22.82	33.34
Expenses recognised in the Income Statement	72.24	80.46

iv. Other Comprehensive Income (OCI)

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
opening amount recognised in OCI outside profit and loss account	-	-
Remeasurment for the year- obligation (Gain)/loss	-33.05	-
Remeasurment for the year- plan assets (Gain)/loss	-0.35	-
	-	-
Closing amount recognised in Oci outside profit and loss account	(33.40)	-

v. Balance Sheet and related analyses

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Present Value of Obligation at the end of the year	623.41	595.68
Fair Value of Plan Assets	(269.48)	(247.56)
Surplus/(Deficit)	(353.93)	(348.12)
Unrecognised Actuarial (Gain) / Losses		
Net asset /(liability) recognised at end of period	(353.93)	(348.12)

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

(Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Current Liability (Amount due within one year)	99.44	80.56
Non Current Liability (Amount due over one year)	523.97	267.56
Total PBO at the end of year	623.41	348.12

LEAVE ENCASHMENT (UNFUNDED)

i. Table Showing Change in Benefit obligations:

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Present value of obligation as at the start of the period	141.39	122.13
Current Service Cost	13.76	13.16
Interest Cost	9.25	7.53
remeasurement on obligation (Gain)/Loss	(15.71)	14.57
Benefits Paid	(14.59)	(16.00)
Present Value of Obligations as at the end of the period	134.10	141.39

ii. The Amount Recognised in the Income Statement.

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Service Cost	13.76	13.16
Net Interest Cost	9.25	7.53
Expected Return on plan assets	-	-
Net Actuarial (Gain) / Loss recognized in the period	(15.71)	14.57
Expenses (Income) recognised in the Income Statement	7.30	35.26

iii. Other Comprehensive Income (OCI)

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Net cumulative unrecognized actuarial gain / (loss) opening	15.71	(14.57)
Actuarial gain / (loss) for the year on PBO	-	-
Actuarial gain / (loss) for the year on Asset	-	-
Net Actuarial (Gain) / Loss recognized in the year	-	-
Unrecognized actuarial gain / (loss) at the end of the year	15.71	(14.57)

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

Particulars	As at	As at
	31.03.2023	31.03.2022
Present Value of Obligation at the end of the year	134.10	141.39
Fair Value of Plan Assets	-	-
Unfunded Liability/Provision in Balance Sheet	(134.10)	(141.39)
Unrecognised Actuarial (Gain) / Losses	-	-
Unfunded Liability Recognised in the Balance Sheet	(134.10)	(141.39)

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

Particulars	As at	As at
	31.03.2023	31.03.2022
Current Liability (Amount due within one year)	33.04	30.32
Non Current Liability (Amount due over one year)	101.06	111.08
Total PBO at the end of year	134.10	141.40

5 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. Company consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

6 Debt to equity ratio

The Debt to equity ratio at the end of the reporting period was as follows:

(Rupees in Lakhs)

	31-Mar-23	31-Mar-22
Borrowings	1,64,575.90	1,64,446.11
Net debt	1,64,575.90	1,64,446.11
Equity share capital (refer note 16)	4,355.00	4,355.00
Other equity (refer note 17)	(2,56,881.49)	(2,25,542.82)
Total Equity	(2,52,526.49)	(2,21,187.82)
Debt to equity ratio	(0.65)	(0.74)

The company maintains adequate cash and bank balance to meet their working capital needs. Further, investments in fixed deposits were maintained to meet any contingencies, if any.

7 FAIR VALUE MEASUREMENT
(a) Financial instruments by category & hierarchy

(Rupees in Lakhs)

For amortised cost instruments, carrying value represents the best estimates of fair value

Particulars	As at 31st March, 2023			As at 31st March, 2022		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Investments	0.60	-	9.00	0.60	-	9.00
Security deposits	-	-	-	-	-	59.97
Trade Receivable	-	-	3,901.29	-	-	10,855.02
Cash & Cash Equivalent	-	-	354.20	-	-	477.14
Other bank balances	-	-	753.12	-	-	921.86
Other Financial assets	-	-	65.97	-	-	-
Total	0.60	-	5,083.58	0.60	-	12,322.99

Particulars	As at 31st March, 2023			As at 31st March, 2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Non-Current Borrowings	-	-	35,648.70	-	-	35,518.91
Current Borrowings	-	-	1,28,927.20	-	-	1,28,927.20
Trade Payable	-	-	11,889.09	-	-	11,926.62
Other financial liabilities	-	-	2,56,663.27	-	-	2,56,645.67
Total	-	-	4,33,128.26	-	-	4,33,018.40

(b) Fair Value hierarchy

The Company has classified its financial instruments into the three levels prescribed under the Indian Accounting

Financial assets & liabilities measured at fair value - recurring fair value measurements

Particulars	As at 31st March, 2023			As at 31st March, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Investments	0.60	-	9.00	0.60	-	9.00
Security deposits	-	-	-	-	-	59.97
Trade Receivable	-	-	3,901.29	-	-	10,855.02
Cash & Cash Equivalent	-	-	354.20	-	-	477.14
Other bank balances	-	-	753.12	-	-	921.86
Other Financial assets	-	-	65.97	-	-	-
Total Financial assets	0.60	-	5,083.58	0.60	-	12,322.99
Financial liabilities						
Non-Current Borrowings	-	-	35,648.70	-	-	35,518.91
Current Borrowings	-	-	1,28,927.20	-	-	1,28,927.20
Trade Payable	-	-	11,889.09	-	-	11,926.62
Other financial liabilities	-	-	2,56,663.27	-	-	2,56,645.67
Total Financial liabilities	-	-	4,33,128.26	-	-	4,33,018.40

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level.

(c) Fair Value of Financial liabilities measured at amortised cost

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial liabilities				
Non-Current Borrowings	35,648.70	35,648.70	35,648.70	35,648.70
Current Borrowings	1,28,927.2	1,28,927.20	1,28,927.20	1,28,927.20
Total Financial liabilities	1,64,575.9	1,64,575.90	1,64,575.90	1,64,575.90

The carrying amounts of trade receivables, trade payables and cash and cash equivalents are considered to be the same as their fair values, due to short term nature. The fair values for loans, investments in preference shares were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk. The fair values of non-current borrowings are based on discounted cash flows using a current borrowings rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

8 Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include Investment, loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. Considering on going CIRP, quantum of these risk is not ascertainable.

9 Relationship with Struck off Companies

The Company does not have any Relationship with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

10 Ratios

Ratios	Numerator	Denominator	Current period	Previous period	% variance
Current ratio	Current Asset	Current Liability	1.18	1.72	-0.54
Debt-equity ratio	Total Debt	Shareholder's Equity	96.73	96.69	0.03
Debt service coverage ratio	Earnings available for debt service	Debt Service	(0.06)	(0.06)	0.00
Return on equity ratio	NPAT-Preference Dividend	Average Shareholder's Equity	(7.21)	(5.80)	-1.41
Inventory turnover ratio	COGS	Average Inventory	2.62	2.24	0.38
Trade receivables turnover ratio	Net Credit Sales	Avg. Accounts Receivables	6.85	2.13	4.73
Net profit ratio	Net Profit	Net Sales	(1.18)	(1.09)	(0.08)
Return on capital employed	EBIT	Capital Employed	(7.21)	(5.80)	(1.41)

11 Previous year's figures have been regrouped/ reclassified / rearranged wherever necessary, to conform to current year's presentation.

Note No: 3.32 Other Statutory information

1. The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 (45of 1988).
2. The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
3. The Company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.
4. The Company do not have any transactions with Crypto Currency or Virtual Currency where the Company has traded or invested in Crypto Currency or Virtual Currency during the year.
5. The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
6. The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
7. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

As per our report of even date attached
For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm Regn. No. 104184W/W100075

Rishikesh Nasikkar
Designated Partner
Membership No. 166493

Place : Mumbai
Dated : 28/10/2023

For Metalyst Forgings Limited

Dinkar T.
Venkatasubramaniam
Resolution Professional

Jayaram Shetty
Chief Financial Officer

Divya Srivastava
Company Secretary

Place : Pune
Dated : 28/10/2023

Place : Pune
Dated : 28/10/2023

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, Daimler India, Greaves Cotton, Isuzu Motor India, Mahindra & Mahindra, Ashok Layland, Tata Motors, ACIL, Cummins India, Sandvik Asia, BEML, 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.

A Corporate Insolvency Resolution Process ("CIRP") has been initiated against Metalyst Forgings Limited ('the Company') vide an order of Mumbai bench of the National Company Law Tribunal (NCLT) dated December 15, 2017 under the provisions of the Insolvency and Bankruptcy code 2016 (Code). Pursuant to the order, the power of the Board of directors stands suspended and are exercisable by Mr. Dinker T. Venkatasubramanian, who was appointed as Interim Resolution Professional (IRP) by the NCLT vide order dated December 20, 2017 and was consequently confirmed as Resolution Professional (RP) by the Committee of Creditors (CoC) in its meeting held on January 12, 2018.

As the powers of the Board of Directors have been suspended, the above result have not been adopted by the Board of Directors. However, the same have been signed by Mr Dinkar T. Venkatasubramanian (IRP), Mr. Yogesh Kapur Director, Mr Jayaram Shetty, Chief Financial Officer and Ms. Divya Srivastava, Company Secretary of the Company, confirming, accuracy & completeness of the results.

As the Company is under CIRP, the financial statements have been presented on a 'going concern basis'. Under CIRP, Resolution Plan submitted by the prospective Resolution Applicants needs to be presented to and approved by the CoC. Thereafter, the Resolution Plan approved by the CoC will need to be approved by NCLT to keep the company as a going concern. Pursuant to the provisions of the Code, the Committee of Creditors has approved the resolution plan submitted by Deccan Value Investors L.P. through e - voting

process (held from 10 am on August 24, 2018 till 10 am on August 25, 2018) which was conducted subsequent to the meeting of Committee of Creditors held on August 21, 2018 and the same is subject to approval by the Hon'ble NCLT.

However, DVI withdrew their application while the same was pending for approval from the Hon'ble NCLT. The matter was litigated in NCLT and NCLAT and is currently sub judice in Hon'ble Supreme Court of India.

In the mean while the Company is presently undergoing CIRP and the Resolution Process is underway in line with the provisions of IBC. Accordingly, financial statements for the year ended March 31st, 2022 have been prepared on a going concern basis.

As per the Code the RP has to receive, collate and all the claims submitted by the creditors of the Company. Such claims can be admitted to the RP during the CIRP, till the approval of a resolution plan by the CoC. The RP has verified and admitted the claims submitted by the creditors against the company as per the Code. Pending finalisation of resolution plan, the impact of such claims if any that may also not been considered in the preparation of the financial statements.

The Standalone Financial Statements are presented in Indian Rupees and all values are rounded to the nearest lakhs, except when otherwise indicated.

2.2 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.

2.2.1 Useful lives of property, plant and equipment

Considering the current operating levels of the Company, and the ongoing CIRP it is not possible to determine Impairment, if any, in the economic value of the fixed assets & capital work in progress.

2.2.2 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 no. 2.9.

2.2.3 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 that 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, however, the detail of existing contingencies as on 31st March, 2021 is provided in Note No 3.26.4

2.3 Revenue Recognition

Revenue is measured at fair value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of GST and net of returns, trade allowances, rebates, value added taxes.

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.

Sale of goods

Sales are recognised when substantial risk and rewards of ownership are transferred to customer as per the terms of the contract, there is no continuing managerial involvement with the goods. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods, in case of domestic customer, sales take place when goods are dispatched or delivery is handed over to transporter, in case of export customers, sales takes place when goods are shipped on board based on bill of lading.

Revenue from Services

Revenue from services is recognised in the accounting period in which the services are rendered.

Other operating revenue - Export incentives

Revenue in respect of export incentives is recognised when such incentives accrue upon export of goods.

2.4 Recent Accounting Pronouncements

Appendix B to Ind AS 21, Foreign Currency Transactions and Advance Consideration : On March 28, 2018, the Ministry of Corporate Affairs ('the MCA') notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign Currency Transactions and Advance Consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

Ind AS 115, Revenue from Contract with Customers: On March 28, 2018, the MCA notified the Ind AS 115. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

The effective date for adoption of Ind AS 115 is financial period beginning on or after April 1, 2018.

The Company will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly, comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be insignificant

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 and from 1st April, 2020 the interest on Liability component of Preference Share is not provided considering the ongoing CIRP Process.

Considering the ongoing Corporate Insolvency Resolution Process, Company has not provided for interest of term loans and cash credits after the initiation of CIRP process i.e. 15th Dec 2017.

2.7 Depreciation & Amortization:

The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. 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.

Considering the current operating levels of the company, and the ongoing CIRP it is not possible to determine impairment, if any, in the economic value of the fixed assets & capital work in progress.

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.

Considering the current operating levels of the Company, and the ongoing CIRP it is not possible to determine Diminution, if any, in the value of investments.

(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. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the Statement of Profit or Loss.

Considering the current operating levels of the Company, and the ongoing CIRP it is not possible to determine Impairment, if any, in the economic value of the fixed assets, capital work in progress.

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.

Considering the ongoing Corporate Insolvency Resolution Process, the uncertainty as to the realisation of unused tax losses and MAT credit available cannot be ascertained at this stage. Consequently, adjustment to Deferred Tax (Net) and MAT Credit available have not been given effect to.

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.

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.

Trade receivables as on March 31st, 2019, which also includes balances from group entities, are subject to confirmation/reconciliation and recoverability assessment thereof is under process.

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. In view of default in payment of interest/repayment of instalments, all term loans/NCD's and ECB'S have become payable on demand and therefore, have been taken to the head "Other Current Financial Liability"

2.13 Investments

a) 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 have been classified as FVTPL.

2.14 Inventories

- Raw Materials and Goods under process and finished goods 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 inventories also included all other costs incurred in bringing the inventories to their present location and condition.
- 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.
- Considering the current operating levels of the Company, and the ongoing CIRP it is not possible to determine, Impairment, if any, in the economic value of the tools, dies and moulds.
*Net Realizable Value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

2.15 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.

2.16 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.

Furthermore, unpaid/ unclaimed dividend are transferred to unpaid dividend account and on expiration of 7 years period, same are deposited in Investor Education and Protection Fund.

2.17 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.

2.18 Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.19 Foreign Currency Translation

Foreign Currency Translations are translated into the functional currency using the exchange rates at the dates of the transitions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in Profit or Loss.

2.20 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either.

In the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the Consolidated Financial Statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- * Disclosures for valuation methods, significant estimates and assumptions
- * Quantitative disclosures of fair value measurement hierarchy
- * Investment in unquoted equity shares
- * Financial instruments

2.21 Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per company's normal operating cycle and other criteria set out in the Schedule III to the Act. Current and non-current financial liabilities are reclassified during the current period and corresponding reclassification in previous years.

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone and Consolidated separately)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023																			
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]																			
I.	Sl. No.	Particulars	Audited Figures In Lakhs (as reported before adjusting for qualifications)	Adjusted Figures In Lakhs (audited figures after adjusting for qualifications)															
	1.	Turnover / Total income	26,203.15	26,203.15															
	2.	Total Expenditure	57,590.94	57,590.94															
	3.	Net Profit/(Loss)	-31,338.68	-31,338.68															
	4.	Earnings Per Share	-72.07	-72.07															
	5.	Total Assets	1,82,099.56	1,82,099.56															
	6.	Total Liabilities	434,626.04	434,626.04															
	7.	Net Worth	-2,52,526.49	-2,52,526.49															
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-															
Audit Qualification (each audit qualification separately):																			
II.	Audit Qualification 1:																		
	<p>a. Details of Audit Qualification:</p> <p>As per "IND AS 36 Impairment of Assets", the Company should assess at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the entity shall estimate the recoverable amount of the asset. The company should assess recoverability of following assets:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Classified under</th> <th>Amount (In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Balance with revenue authorities</td> <td>Other non-current Assets</td> <td>856.72</td> </tr> <tr> <td>TDS receivable[^]</td> <td>Other non-current Assets</td> <td>105.12</td> </tr> <tr> <td>Advance to suppliers*</td> <td>Other Current assets</td> <td>989.49</td> </tr> <tr> <td>Balance with revenue authorities</td> <td>Other Current assets</td> <td>11.49</td> </tr> </tbody> </table> <p><i>*Out of total balance of Rs 989.49 lakhs, 398.61 lakhs is overdue for more than a year. In absence of relevant ageing reports, exact overdue period cannot be calculated.</i></p> <p><i>[^]Out of total balance of Rs 105.12 lakhs, 49.92 lakhs are adjusted against old demands. No appeal has been made with respect to such adjustments. In absence of any appeal, company should impair such assets.</i></p> <p>Such assets are not realised for substantial period. Due to non-availability of ageing reports for following assets, it was not possible to determine since when the said balances were due to be realised. There is an indication that such asset might be impaired. Management has not determined fair value/ recoverable value of such assets. Accordingly, we are unable to ascertain the possible effects of the same on the statements.</p>				Particulars	Classified under	Amount (In Lakhs)	Balance with revenue authorities	Other non-current Assets	856.72	TDS receivable [^]	Other non-current Assets	105.12	Advance to suppliers*	Other Current assets	989.49	Balance with revenue authorities	Other Current assets	11.49
Particulars	Classified under	Amount (In Lakhs)																	
Balance with revenue authorities	Other non-current Assets	856.72																	
TDS receivable [^]	Other non-current Assets	105.12																	
Advance to suppliers*	Other Current assets	989.49																	
Balance with revenue authorities	Other Current assets	11.49																	
	b.Type of Audit Qualification: Qualified Opinion																		
	c.Frequency of qualification: Repetitive as the Company is under Corporate Insolvency Resolution Process (CIRP)																		

	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: N.A.
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:
	(i) Management's estimation on the impact of audit qualification: Unable to Estimate
	(ii) If management is unable to estimate the impact, reasons for the same: The company has been under Corporate Insolvency Resolution Process (CIRP) since December 15, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 (Code). Since the company is still under the process of CIRP and Resolution Professional & Committee of Creditors are in the process of finalization of successful resolution applicant, it is not possible to determine the impact.
	(ii) Auditors' Comments on (i) or (ii) above:
	Audit report is self explanatory
	Audit Qualification 2:
	a. Details of Audit Qualification: As per "IND AS 109 Financial Instruments" the Company should recognize a loss allowance for expected credit losses on all financial assets of the company. Since the Company is still under the CIRP process and RP and COC are in the process of finalization of successful resolution, the Company and the management has not determined value of these assets in use. Accordingly, we are unable to ascertain the possible effect of the same on the Statements.
	b. Type of Audit Qualification : Qualified Opinion
	c. Frequency of qualification: Repetitive as the Company is under Corporate Insolvency Resolution Process (CIRP)
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Impact is Not Quantifiable
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:
	(i) Management's estimation on the impact of audit qualification: Unable to Estimate
	(ii) If management is unable to estimate the impact, reasons for the same: The company has been under Corporate Insolvency Resolution Process (CIRP) since December 15, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 (Code). Since the company is still under the process of CIRP and Resolution Professional & Committee of Creditors are in the process of finalization of successful resolution applicant, it is not possible to determine the impact.
	Auditors' Comments on (i) or (ii) above:
	Audit report is self explanatory
	Audit Qualification 3:
	a. Details of Audit Qualification: As required under "IND AS 36- Impairment of Assets", the company has not done impairment testing on Property, plant and equipment having net block value of Rs 1,25,519.52 lakhs and Capital Work in Progress having closing value of Rs 14,057.98 Lakhs. We are informed by the management that since the company is under CIRP process, it is not possible for them to determine value in use and hence impairment testing has not been carried out. Accordingly, we are unable to ascertain the possible effects of the same on the financial statements.
	b. Type of Audit Qualification: Qualified Opinion
	c. Frequency of qualification: Repetitive as the Company is under Corporate Insolvency Resolution Process (CIRP)
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Impact is Not Quantifiable
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:
	i) Management's estimation on the impact of audit qualification: Unable to Estimate

	<p>ii) If management is unable to estimate the impact, reasons for the same: The company has been under Corporate Insolvency Resolution Process (CIRP) since December 15, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 (Code). Since the company is still under the process of CIRP and Resolution Professional & Committee of Creditors are in the process of finalization of successful resolution applicant, it is not possible to determine the impact.</p>
	<p>iii) Auditors' Comments on (i) or (ii) above: Audit report is self explanatory.</p>
	<p>Audit Qualification 4:</p>
	<p>a. Details of Audit Qualification: The Company has not maintained Fixed Asset register. Accordingly, we cannot comment on accuracy of the value of PPE, current and accumulated depreciation and its possible impact on the Standalone Financial Statements.</p>
	<p>b. Type of Audit Qualification: Disclaimer of Opinion</p>
	<p>c. Frequency of qualification: Repetitive as the Company is under Corporate Insolvency Resolution Process (CIRP) from</p>
	<p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Impact is Not Quantifiable</p>
	<p>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</p>
	<p>i) Management's estimation on the impact of audit qualification: Unable to Estimate</p>
	<p>ii) If management is unable to estimate the impact, reasons for the same: The company has been under Corporate Insolvency Resolution Process (CIRP) since December 15, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 (Code). Since the company is still under the process of CIRP and Resolution Professional & Committee of Creditors are in the process of finalization of successful resolution applicant, it is not possible to determine the impact.</p>
	<p>iii) Auditors' Comments on (i) or (ii) above: Management should prepare fixed asset register as per prescribed format as per Companies Act, 2013</p>
	<p>Audit Qualification 5:</p>
	<p>a. Details of Audit Qualification: Company has shown "Refund receivable under MVAT Act" under non-current assets to an extent of Rs 707.73 lakhs for FY 2014-15, FY 2015-16 and FY 2016-17. As per the Assessment orders received in January 2023 for these years, the refund amount is assessed at Rs 300.47 Lakhs. The company has not filed any appeal against the said orders. As represented by management the company is in the process of filing an appeal for reassessment. However, the company has not reduced the balance in books of accounts. Thus, the loss for the period is overstated to the extent of Rs 407.26 lakhs</p>
	<p>b. Type of Audit Qualification: Qualified Opinion</p>
	<p>c. Frequency of qualification: appeared first time</p>
	<p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</p>
	<p>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</p>
	<p>i) Management's estimation on the impact of audit qualification:</p>
	<p>ii) If management is unable to estimate the impact, reasons for the same: The company has been under Corporate Insolvency Resolution Process (CIRP) since December 15, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 (Code). Since the company is still under the process of CIRP and Resolution Professional & Committee of Creditors are in the process of finalization of successful resolution applicant, it is not possible to determine the impact.</p>

	iii)Auditors' Comments on (i) or (ii) above:
	Audit report is self explanatory.
	Audit Qualification 6:
	(a) Details of Audit Qualification: Certain current accounts having aggregate balance of Rs. 46.89 Lakhs are not confirmed due to non-availability of confirmation as well as relevant bank statements from respective Banks. In the absence of these details, we are unable to ascertain the possible impact on financial statements.
	a.
	b. Type of Audit Qualification: Disclaimer of Opinion
	c. Frequency of qualification: Repetitive as the Company is under Corporate Insolvency Resolution Process (CIRP)
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:
	i) Management's estimation on the impact of audit qualification: Unable to Estimate
	ii)If management is unable to estimate the impact, reasons for the same: The company has been under Corporate Insolvency Resolution Process (CIRP) since December 15, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 (Code). Since the company is still under the process of CIRP and Resolution Professional & Committee of Creditors are in the process of finalization of successful resolution applicant, it is not possible to determine the impact.
	iii)Auditors' Comments on (i) or (ii) above:
	Management should approach banks to get the required details.

Audit Qualification 7:	
	<p>a. Details of Audit Qualification: Balance of Trade receivables, loans and advances and Trade payables are subject to confirmations and consequent adjustments, if required. In absence of balance confirmations, financial impact on financial results is not ascertainable. As per the Insolvency and Bankruptcy code, the RP has to receive, collate and reconcile all the claims submitted by the creditors of the company. The RP has verified and admitted the claims submitted by the creditors as per the code. Pending finalisation of resolution plan, the impact of such claims if any, have also not been considered in the preparation of the financial statements.</p>
	b. Type of Audit Qualification: Disclaimer of Opinion
	c. Frequency of qualification: Repetitive as the Company is under Corporate Insolvency Resolution Process (CIRP)
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Impact is Not Quantifiable
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:
	i) Management's estimation on the impact of audit qualification: Unable to Estimate
	<p>ii) If management is unable to estimate the impact, reasons for the same: The company has been under Corporate Insolvency Resolution Process (CIRP) since December 15, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 (Code). Since the company is still under the process of CIRP and Resolution Professional & Committee of Creditors are in the process of finalization of successful resolution applicant, it is not possible to determine the impact.</p>
	iii) Auditors' Comments on (i) or (ii) above:
	Audit report is self explanatory.
Audit Qualification 8:	
	<p>a. Details of Audit Qualification: We have not been provided with inventory records containing information related to inwards, outwards, consumption and closing stock in quantity as well as valuation of cost. We have been provided with physical verification reports of M/s SR MALU & Co. wherein there are qualifications regarding provisions required in valuation of inventory. In absence of these complete data, we cannot verify accuracy of cost of inventory. Furthermore, we cannot ascertain whether the cost of inventory is stated at lower of cost or NRV and possible impact on the financial statements.</p>
	b. Type of Audit Qualification: Qualified Opinion
	c. Frequency of qualification: First time
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Impact is Not Quantifiable
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:
	i) Management's estimation on the impact of audit qualification: Unable to Estimate
	<p>ii) If management is unable to estimate the impact, reasons for the same: The company has been under Corporate Insolvency Resolution Process (CIRP) since December 15, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 (Code). Since the company is still under the process of CIRP and Resolution Professional & Committee of Creditors are in the process of finalization of successful resolution applicant, it is not possible to determine the impact.</p>
	iii) Auditors' Comments on (i) or (ii) above:
	Audit report is self explanatory.

	Audit Qualification 9:
	<p>a.Details of Audit Qualification: The company has no documented Risk assessment and control matrix which enlists processes, sub-processes, risk faced by them, and controls implemented to mitigate such risks. During the CIRP period, the power of board has been suspended and the RP is managing all the affairs of the Company. However, the revised control matrix for all the processes has not been shared with us for our verification. The company has thus not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the guidance note issued by the Institute of Chartered Accountants of India. We were unable to obtain sufficient appropriate audit evidence on which to base our opinion on the effectiveness of the company's internal financial controls with reference to financial statements.</p>
	b.Type of Audit Qualification: Disclaimer of Opinion
	c.Frequency of qualification: Whether appeared repetitive as the Company is under Corporate Insolvency Resolution Process (CIRP)
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Impact is Not Quantifiable
	e.For Audit Qualification(s) where the impact is not quantified by the auditor:
	i) Management's estimation on the impact of audit qualification: Unable to Estimate
	<p>ii)If management is unable to estimate the impact, reasons for the same: The company has been under Corporate Insolvency Resolution Process (CIRP) since December 15, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 (Code). Since the company is still under the process of CIRP and Resolution Professional & Committee of Creditors are in the process of finalization of successful resolution applicant, it is not possible to determine the impact.</p>
	iii)Auditors' Comments on (i) or (ii) above:
	Audit report is self explanatory.
	Audit Qualification 10:
	<p>a.Details of Audit Qualification: The company has accumulated losses of Rs. 256881.46 Lakhs and its net worth is fully eroded. It has incurred net loss during the year ended March 31, 2023, amounting to Rs. 31,338.65 Lakhs. It is unable to repay its debts and meet other financial obligations/commitments. The application of Financial Creditors under section 9 of the Insolvency and Bankruptcy Code (IBC) had been admitted by Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench. The company has been in the CIRP process under the code since December 15, 2017, and till date no resolution has been arrived at.</p> <p>All these indicate material uncertainty about the Company's ability to continue as a Going Concern. However, the financial statements are prepared on a going concern basis.</p>
	b.Type of Audit Qualification: Qualified Opinion
	c.Frequency of qualification: First Time
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Impact is Not Quantifiable



	e.For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i) Management's estimation on the impact of audit qualification: Unable to Estimate	
	ii)If management is unable to estimate the impact, reasons for the same: The company has been under Corporate Insolvency Resolution Process (CIRP) since December 15, 2017 under the provisions of the Insolvency & Bankruptcy Code 2016 (Code). Since the company is still under the process of CIRP and Resolution Professional & Committee of Creditors are in the process of finalization of successful resolution applicant, it is not possible to determine the impact.	
	iii)Auditors' Comments on (i) or (ii) above:	
	Audit report is self explanatory.	
II 1.	Signatories:	
	<ul style="list-style-type: none">• Chief Financial Officer (CFO)	
	<ul style="list-style-type: none">• Statutory Auditor	
	<ul style="list-style-type: none">• Resolution Professional (RP)	
	Place: Pune	
	Date: 28.10.2023	

Annexure-II

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 at arm's length during FY 2022-2023. 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 corresponding 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 Resolution Professional
For Metalyst Forgings Limited**
(A Company under Corporate Insolvency Resolution Process)

Sd/-
Mr. Dinkar T. Venkatasubramanian
(Resolution Professional)

Date: 07/11/2023

(Metalyst Forgings Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 15 December 2017 and continued as Resolution Professional by the

Committee of Creditors in its meeting held on 12 January 2018 under provisions of the code)

Annexure III

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 organization, 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

During the period under review the composition of Corporate Social Responsibility Committee of the Company is as under:

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

However, the Company is not meeting the criteria required for constituting Corporate Social Responsibility Committee and due to continuous losses faced by the Company, the company has decided to dissolve the CSR Committee. Therefore, in Financial Year 2022-2023, the CSR Committee stands dissolved

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

Financial Years	Net Profit (In Lacs)
2019-20	(30343.17)
2021-22	(66802.12)
2021-22	(31387.79)
Total	(1,27,813.08)
Average Net Profit	(42604.36)

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

b) Details of CSR spent during the Financial Year 2022-2023:

- 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.

c) 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.

Sd/-
Mr. Dinkar T. Venkatasubramanian
(Resolution Professional)

Date: 07/11/2023

Annexure IV

Information as per Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 and forming Part of the Directors' Report for the Financial year ended 31st March, 2023.

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.

A. 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 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	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	

B. 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

C. 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 :

(Rs. In Lakhs)

Particulars	2023	2022	2021
Foreign Exchange Used	NIL	NIL	NIL
Foreign Exchange Earned	NIL	18.70	96.91

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 2022-23:**

Name of Director	Ratio to median remuneration
Mr. Arvind Dham	-
Mr. Shekhar Gupta*	-
Mr. Brajindar Mohan Singh	-
Mr. Yogesh Kapur	-

* Mr. Shekhar Gupta Whole Time Director of the Company has resigned from the position directorship of the company but compliance under companies act 2013 is pending.

- b. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year 2022-23 :**

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial Year
Mr. Arvind Dham	Nil
*Mr. Shekhar Gupta	Nil
Mr. Brajindar Mohan Singh	Nil
Mr. Yogesh Kapur	Nil
Mr. Arun Maiti (CFO)	Nil
**Ms. Pratibha Chaudhary (Company Secretary)	Nil
***Ms. Divya Srivastava (Company Secretary)	Nil

* Mr. Shekhar Gupta Whole Time Director of the Company has resigned from the position directorship of the company but compliance under companies act 2013 is pending.

** Ms. Pratibha Chaudhary as Company Secretary of the Company has resigned on w.e.f. 07th January,2022.

***The Resolution Professional of the Company has appointed Ms. Divya Srivastava (Company Secretary) of the Company w.e.f. 27th June 2022.

- 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: 513**
- 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)

Information as per Rule 5(2) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The statement showing the list of top ten employees and their remuneration as on 31st March, 2023;

Sl.	Name	Units	Designation	Remuneration Received (per month) (Rs. In Lacs)	Qualification	Date of Appointment	Age (in years)	The last employment held by such employee before joining the Company	The percentage of equity shares held by the employees in the Company within meaning of clause (II I) of sub rule (2) above	Whether such employee is a relative of any other director or manager of the company
1	Vivek Agarwal	RO	COO- Operations	5.20	MBA -Finance	01-Nov-05	53	-	0	NO
2	Pandurang Kumbhar	RO	Sr.VP HR & ER	5.15	BE - E&TC, BA, PGIRPM, PGDISSM, PGDADISS, DCA	22-Oct-12	60	-	0	NO
3	Raju Baban Gadekar	Kuruli	CGM -Operation Kuruli	2.89	DME	15-May-17	52	-	0	NO
4	Aakash Bapurao Ghonse	A'bad	DGM -Operations	1.66	DME	19-Mar-18	50	-	0	NO
5	Ashad Udoullah Biswas	Kuruli	GM- Die Shop	1.38	DME	15-Feb-21	61	-	0	NO
6	Shyam Shridhar Makode	A'bad	Associate. General Manager	1.32	B.E (Production)	20-Sep-22	51	-	0	NO
7	Deepa Rahul Samel	RO	Sr. Manager Finance	1.29	M.Com., DTL, MBA	02-Jul-12	48	-	0	NO
8	Puthanpura Kollakke Unnikrishnan	Kuruli	AGM	1.13	B. Com, DBM, MBA	24-Aug-17	60	-	0	NO
9	Dipak Dnyanoba Kad	Kuruli	SR. MANAGER	1.10	MSW, Labour Welfare	22-Dec-21	52	-	0	NO
10	Shashikant Dagadu Rakhunde	Kuruli	SR. MANAGER	1.08	B. E (Mech)	21-Jan-95	53	-	0	NO

PROXY NO. MGT – 11

PROXY FORM

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

CIN:	L28910MH1977PLC019569
Name of the Company:	Metalyst Forgings Limited
Registered Office:	Gat No 614 Village Kurulikhed Pune MH 410501

Name of the member(s):		E-mail Id:	
Registered address:		Member's Folio No/DP-ID-Client Id:	

I/We, being the member(s) of..... Shares of the above named Company, hereby appoint

1. Name:E-mail Id:.....
Address:.....
Signature: , or failing him/her
2. Name:E-mail Id:.....
Address:.....
Signature: , or failing him/her
3. Name:E-mail Id:.....
Address:.....
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 45th Annual General Meeting (AGM) of the Company, to be held on **Monday, December 11, 2023 at 12:00 Noon** at the Registered Office of the Company at Gat No 614 Village Kurulikhed Pune 410501 MH and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Vote (optional, see the note)	
		For	Against
Ordinary Business			
1.	The company for the financial year ended on march 31st, 2023, the reports of the board of directors and auditors there on and in this regard, pass the following resolution(s) as an ordinary resolution(s): a) The Audited financial statement of the Company for the financial year ended March 31st, 2023 and the reports of the Board of Directors and Auditors thereon;		
Special Business			
2.	Ratification of remuneration to be paid to cost auditors of the Company for the financial year 2022-23		



3.	To consider and approve related party transactions and if thought fit, to pass, with or without modification(s), the resolution mentioned in the notice as an ordinary resolution		
----	---	--	--

Affix
Revenue
Stamp

Signed thisday of....., 2023

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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 45th Annual General Meeting of the Company being held on **Monday, 11th December 2023 at 12:00 Noon at Gat No 614 Village Kurulikhed Pune 410501 MH**

1. Name(s) of the Member: 1. Mr./Ms. _____
and Joint Holder(s) 2. Mr./Ms. _____
(in block letters) 3. Mr./Ms. _____

2. Address : _____

3. Father's/Husband's Name (of the Member) : Mr . _____

4. Name of Proxy : Mr./Ms. _____

1. _____
2. _____
3. _____

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

Notes:

1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.
2. ****Applicable for Investors holding Shares in electronic form.