

**45TH | ANNUAL REPORT
2016-2017**



Amforge Industries Limited

CIN : L28910MH1971PLC015119

AMFORGE INDUSTRIES LIMITED

(CIN-L28910MH1971PLC015119)

Registered Office: 1104-A, Raheja Chambers, 11th Floor, Free Press Journal Marg, Nariman Point, Mumbai - 400021.

Tele: 022-22828933 / 22821486 Fax: 022-66365964

www.amforgeindia.in Email: secretarial@amforgeindustries.com /amfcosec@mtnl.net.in

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Board of DirectorsShri. Puneet Makar
(Resigned as Managing Director w.e.f. 09/02/2017)

Smt. Reshma Makar

Shri. Fali P. Mama

Shri. Sunil Aggarwal

Shri. Rakesh Khanna

Shri. Sharat Nath
(Resigned as director w.e.f. 21/11 2016)Shri. Sanjay R. Patel
(Appointed as additional director w.e.f. 11/11/2016)**Registered Office**Amforge Industries Limited
1104-A, Raheja Chambers
Free Press Journal Marg
Nariman Point
Mumbai – 400 021 (Maharashtra)

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Registrar & Transfer AgentsSharex Dynamic (India) Pvt Ltd.
Unit-1, Luthra Industrial Premises
Safed Pool, Andheri-Kurla Road
Andheri (East)
Mumbai-400 072 (Maharashtra).

Tel: 022-28515644/2851 6338

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e-mail : sharexindia@vsnl.com

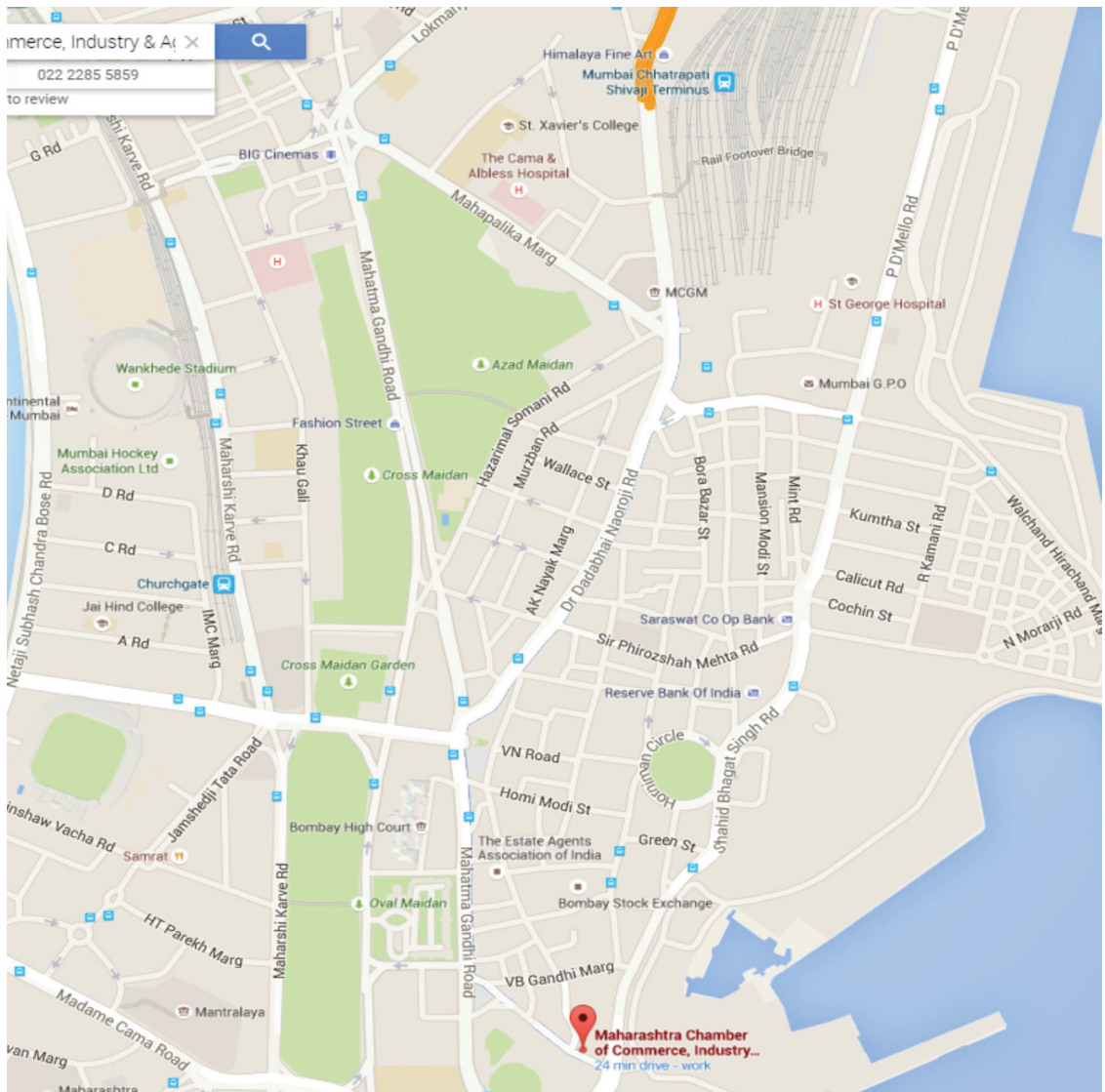
web: www.sharexindia.com

Statutory AuditorsM/s. J. Singh and Associates, Chartered Accountants
505-507, Hub Town Viva, W.E. Highway, Shankarwadi,
Andheri (West), Mumbai – 400060.**45TH ANNUAL GENERAL MEETING**

on

Tuesday, the 19th September 2017 at 2.30 p.m.

V E N U EBabasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Oricon House, 6th Floor
12, K. Dubash Road, Fort, Mumbai – 400 001.



NOTICE

Notice is hereby given that the 45th Annual General Meeting of Amforge Industries Limited will be held on Tuesday, the 19th September, 2017 at 2.30 p.m., at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Oricon House, 6th Floor, 12, K. Dubhash Road, Fort, Mumbai- 400001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31/03/2017 and the Balance Sheet as at that date together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Shri. Fali P. Mama (DIN 00012636), who retires by rotation and, being eligible, offers himself for re-appointment.
3. Ratification of appointment of Statutory 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 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. J. Singh and Associates, Chartered Accountants, (Firm Registration No.110266 W), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such terms and remuneration, as may be determined by the Board of Directors.”

SPECIAL BUSINESS:

4. **To consider and if thought fit to pass with or without modification (s), the following resolution as an Ordinary Resolution for the Appointment of Shri. Sanjay Rajni Patel as an Independent Director.**

“RESOLVED that pursuant to the provisions of Sections 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies [Appointment and Qualifications of Directors] Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, Shri. Sanjay Rajni Patel (DIN 02421964), who was appointed as an Additional on 11th November, 2016 and in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term up to 10th November, 2021.”

5. **To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution for the Appointment of Shri. Hudson Joseph D’ Costa, as a Director.**

“RESOLVED that pursuant to the provisions of Section , 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies [Appointment and Qualifications of Directors] Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, Shri. Hudson Joseph D’ Costa (DIN: 07893177)), who was appointed as an Additional Director w.e.f. 1st August, 2017 at the Board Meeting held on 11th August, 2017 and in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

6. **To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution for the Approval of Remuneration of Shri. Hudson Joseph D’ Costa as Managing Director.**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Remuneration

of Managerial Personnel) Rules, 2014 and relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, Shri. Hudson Joseph D' Costa (63) (DIN: 07893177) be and is hereby appointed Managing Director of the Company for a period of three (3) years with effect from 1st August, 2017 to 31st July, 2020, at the following remuneration, terms and conditions, subject to approval of the members of the Company in their ensuing Annual General Meeting, and such approvals, as may be necessary:

Particulars	₹ Per month
Salary	28,700.00
HRA	7,050.00
Education Allowance	1,000.00
Contribution to PF	3,444.00
Ex-gratia	500.00
LTA	2,392.00
Medical Expenses	1,250.00
Books and periodicals, entertainment expenses	2,364.00
Total	46,700.00

The following payments shall not be included in the computation of the said ceiling:

- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- Encashment of leave at the end of the tenure.

Minimum Remuneration – Notwithstanding anything to the contrary herein contained, where, in any financial year during the currency of the tenure of the Managing Director, the Company made no profits or its profits are inadequate, the Company shall pay to the Managing Director, the above salary and perquisites except commission, not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration.

OTHER BENEFITS:

Apart from the aforesaid remuneration, the Managing Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Shri Hudson D 'Costa will be entitled for such increment and alter or vary from time to time the amount of remuneration and type of perquisites so as not to exceed the remuneration limit as specified in the Companies Act, 2013, or any amendments thereof.

The appointment is liable to termination by giving three months' notice on either side."

By Order of the Board of Directors

Ajit P. Walwaikar

Company Secretary (F1616)

Place: Mumbai

Date: 11/08/2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The Proxy form duly completed and signed should be lodged with the Company, at its Registered Office at least 48 hours before the time of the meeting.
2. A person act as a proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten (10%) percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the 4th September, 2017 to Tuesday, the 19th September, 2017 (both days inclusive).
4. Members desiring any information as regards to the accounts, requested to write to the Company atleast ten days before the date of meeting, to enable the management to keep the information ready.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form also requested to submit their PAN to the Company/ Share Transfer Agent.
6. Electronic copy of the Annual Report for 2016-2017 is being sent to all the members' whose email IDs are registered with the Company / Depository Participant (s) for communication purposes and have been given positive consent to receive the Annual Report in electronic form, unless any member has requested for a physical copy of the same. For members, who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode.
7. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and regulation 44 of SEBI Regulations, as amended from time to time, the Company is pleased to provide its members the facility of 'remote' e-voting (e-voting from a place other than a venue of the AGM) to exercise their right to vote at the 45TH Annual General Meeting. The business transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting by ballot / polling paper shall also be made available at the venue of the 45th AGM. The members, who have not cast their vote through remote e-voting, shall exercise their voting rights at the AGM. Members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their voting again at the AGM.

The Company has appointed Shri. Rajkumar R. Tiwari, Practising Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM.

8. The Members desiring to vote through remote e-voting are requested to refer the detailed procedure given hereinafter:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on (16th September 2017) at 10.00 a.m. and ends on (18th September 2017) 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 12th September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next, enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares, in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is, less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The results shall be declared within two days of conclusion of the Annual General Meeting of the Company. The results along with Scrutiniser's report shall be placed on the website of the Company and be communicated to Stock Exchange (BSE Limited, Mumbai).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**ITEM NO.4**

Shri. Sanjay Rajni Patel (DIN-02421964) joined the Board of the Company on 11/11/2016 as an Additional Director.

Shri. Sanjay Patel is an entrepreneur, doing business in the name and style of Companies / firm:

1. Indcom Consultancy Pvt. Ltd,
2. Bay Petroplast Pvt. Ltd.,
3. Vinyl Processors LLP.

Pursuant to Section 149, and other applicable provisions, if any, of the Companies Act, 2013, Shri. Sanjay Patel being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director to hold office for a period of 5 (Five) consecutive years, with effect from the date of his appointment on 11/11/2016. A notice has been received from a member proposing his name for the office of the Director of the Company.

In the opinion of the Board, Shri. Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company to have directors that are more independent on the Board.

The Board considers that his continued association would be in best interest of the Company and it is desirable to continue to avail his services. Accordingly, the board recommends the resolution for appointment of Shri. Patel, as Independent director, for the approval by the shareholders of the Company.

Except Shri. Patel, an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 4. The explanatory statement may have also been taken as a disclosure pursuant to SEBI (LODR) Regulation, 2015.

The Board accordingly recommends the Ordinary Resolution as mentioned at item no.4 of this Notice for your approval.

ITEM NOS. 5 & 6

Shri. Hudson Joseph D' Costa (DIN-07893177) joined the Board of the Company on 1st August, 2017 as an Additional Director.

Shri. Hudson D 'Costa has been appointed Additional Director of the Company. From his job profile, it is found that he has adequate experience in looking after the day-to-day affairs of the Company. He is an MBA in Human Resources. He has been working with the Company since 18th April, 1991 and, at present, his designation is General Manager-HR. Considering his experience and managerial skills, the Committee recommended appointing him as Managing Director of the Company from 1st August, 2017 for a period of three (3) years to start with at the existing remuneration, which may be revised from time to time, as may be necessary and appropriate.

In view of the recommendation made by the Nomination and Remuneration Committee in its meeting held on 11th August, 2017, Shri. Hudson Joseph D' Costa was appointed as Managing Director of the Company.

The Board considers that his continued association would be in the best interest of the Company and it is desirable to continue to avail his services. The Board recommends the resolution for appointment of Shri. Hudson Joseph D 'Costa, as Managing Director for the approval by the shareholders of the Company.

Except Shri. D' Costa, as an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item nos. 5 & 6.

Shri. D' Costa is currently holding 1,000 shares of Amforge Industries Limited.

The explanatory statement may have also been taken as a disclosure pursuant to SEBI (LODR) Regulation, 2015.

The Board accordingly recommends the Ordinary Resolution as mentioned at item no.5 and 6 of this Notice for your approval.

DIRECTORS' REPORT

To:

The Members of Amforge Industries Limited,

Your Directors present the 45th Annual Report of the Company together with the audited financial statements of the Company for the financial year ended 31/03/2017.

FINANCIAL RESULTS (STANDALONE):

(₹ in 000's)

PARTICULARS	2016-2017	2015-2016
Total Income	24,983.67	41,472.21
Earnings before interest, depreciation, exceptional items and tax	(1,601.20)	12,126.05
Less : Depreciation	4,629.19	4,167.61
Profit before interest, exceptional items and tax	(6,230.39)	7,958.44
Less : Interest and Finance cost	4,606.57	3,358.82
Profit before exceptional items and tax	(10,836.96)	4,599.92
Less : Exceptional items	38,313.06	-
Profit before tax	(49,150.02)	4,599.92
Provision for current tax	-	1,000.00
Provision for deferred tax / Prior year	1,15,911.00	(79.30)
Profit after tax	(1,65,061.02)	8,836.22
Balance of (Loss) brought forward from previous year	(3,94,418.48)	(4,03,254.70)
(Loss) carried to Balance Sheet	(5,59,479.50)	(3,94,418.48)

FINANCIAL PERFORMANCE:

During the financial year under review, your Company registered a total income of ₹ 24,983.67 thousand as against (₹ 41,472.21 thousand) in the previous year and earning loss before interest, depreciation, exceptional items and tax (₹ 1,601.20) thousand as against (₹ 12,126.05 thousand) in the previous year. The loss before tax for the year is (₹ 49,150.02) thousand, as against profit of (₹ 4,599.92 thousand), in the previous year.

DIVIDEND:

Your directors do not recommend any dividend for the financial year ended 31/03/2017.

SHARE CAPITAL:

The paid up Equity Share Capital of the Company as at 31/03/2017 stood at ₹2,96,40,412. During the financial year under review, the Company has not issued any shares with differential voting rights nor has granted any stock options. As on 31/03/2017, none of the Directors of the Company is holding instruments convertible into equity shares.

CORPORATE EVENT:

The Company has already posted Letter of Offer for Buyback of 34,80,000 shares of the Company (Face Value ₹2/- each) from the eligible shareholders.

EXTRACT OF ANNUAL RETURN:

Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014, Extract of the Annual Return (MGT-9), forming part of this report as Annexure –A.