

48TH | **ANNUAL REPORT**
2019-2020



Amforge Industries Limited

CIN : L28910MH1971PLC015119

Board of Directors:	Board Committees:	
Mr. Puneet Makar	<u>Audit :</u>	
Mrs. Reshma Makar	Mr. Sunil Aggarwal - Chairman	
Mr. Hudson D 'costa	Mr. Rakesh Khanna - Member	
Mr. Sunil Aggarwal	Mr. Sanjay Patel - Member	
Mr. Rakesh Khanna		
Mr. Sanjay Patel	<u>Nomination & Remuneration :</u>	
Registered Office:	Mr. Sunil Aggarwal - Chairman	
Amforge Industries Limited	Mr. Rakesh Khanna - Member	
1104-A, Raheja Chambers, 11th Floor	Mr. Sanjay Patel - Member	
Free Press Journal Marg, Nariman Point,		
Mumbai – 400021.	<u>Stakeholders' Relationship :</u>	
Tele : 022-22828933/22821486.	Mr. Sunil Aggarwal - Chairman	
Fax : 022-66365964	Mr. Sanjay Patel - Member	
e-mail : amfcosec@mtnl.net.in	Mr. Hudson D 'Costa - Member	
Website : www.amforgeindia.in		
CIN : L28910MH1971PLC015119	Punjab National Bank	
Scrip Code : 513117	1st Floor, Raheja Chambers	
ISIN : INE991A01020	Free Press Journal Marg	
GST : 27AAACA8756A1ZV	Nariman Point, Mumbai-400021.	
Registrar & Transfer Agents (RTA):	Statutory Auditors:	
Sharex Dynamic (India) Pvt. Ltd.	M/s. J Singh and Associates	
C-101, 247 Park, L.B.S. Marg,	Chartered Accountants	
Vikhroli (West), Mumbai–400083.	505-507, Hub Town Viva	
Tele : 022-28515606/2851 5644	Western Express Highway	
Fax : 022-28512885	Shankarwadi, Andheri (West)	
e-mail : support @sharexindia.com	Mumbai – 400060.	
website: www.sharexindia.com		
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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 48TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF AMFORGE INDUSTRIES LIMITED WILL BE HELD ON MONDAY, 28TH SEPTEMBER 2020 AT 3.00 P.M. THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Reshma Makar (DIN-00019758), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. TO RE-APPOINT MR. HUDSON JOSEPH D'COSTA, AS MANAGING DIRECTOR:

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 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 (LODR) Regulation, 2015, Mr. Hudson Joseph D'Costa be and is hereby re- appointed as Managing Director of the Company for another term of three (3) years with effect from 1st August, 2020 to 31st July, 2023, 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	₹ / month
Salary	28700.00
HRA	7050.00
Education Allowance	1000.00
Contribution to PF	3444.00
Ex-gratia	500.00
LTA	2392.00
Medical Expenses	1250.00
Books and periodicals, entertainment expenses	2364.00
Total	46700.00

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

- (a) 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.
- (b) Minimum Remuneration – Notwithstanding anything to the contrary herein contained, where, in any, financial year during the tenure as 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. No sitting fees shall be paid to the Managing Director for attending Board and Committees.

Mr. 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.

"RESOLVED FURTHER THAT, the Board be and is hereby authorized any Directors / Company Secretary of the Company to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

By Order of the Board of Directors
AMFORGE INDUSTRIES LIMITED
Hudson D 'Costa
Managing Director
DIN: 07893177

Place: Mumbai

Date: 24/08/2020

NOTES:

1. The explanatory statement, pursuant to Section 102 of the Companies Act 2013, in respect of the business under item no.3 attached hereto.
2. Pursuant to General Circular numbers 20/2020 dated May 05, 2020 read with 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), considering the outbreak of COVID-19 pandemic, companies are allowed to hold Annual General Meeting (AGM) through VC/ OAVM, without requiring mandatory physical presence of members at a common venue. Hence, in compliance with the Circulars, the members can attend and participate in the ensuing AGM through VC/OAVM.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf at the AGM, and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM, and participate thereat and cast their votes through e- voting. Since the AGM will be held through VC/OAVM, the route map is not necessary.
4. Participation of Members through VC / OAVM will be reckoned for the purpose of ascertainment of quorum under Section 103 of the Companies Act, 2013. All resolutions shall continue to be passed through the facility of evoting made available for the members.
5. Members of the Company under the category of Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are encouraged to attend and vote at the AGM through VC/OAVM. Members intending to authorize their representatives to participate and vote at the meeting are requested to submit a scanned copy (PDF format) of the relevant Board Resolution / Authorization Letter, etc. together with attested specimen signature(s) of the duly authorised signatory (ies) who is/are authorized to vote, to the Scrutiniser, Email: cs.sandeepdubey@gmail.com with a copy marked to <https://instavote.linkintime.co.in> .

6. The details pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed, as Annexure to this notice.
 7. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, M/s Sharex Dynamic India Pvt.Ltd., at their contact given in the Notice for assistance in this regard.
 8. In order to receive the statutory communications on time, the Company requests :
 - a. The members who are holding shares in Physical mode to update their valid e-mail ID with the Registrar and Share Transfer Agent of the Company, Sharex Dynamic India Pvt.Ltd at their Email id: support @sharexindia.com and
 - b. The members / beneficial owners holding shares in dematerialized form are requested to update their valid e-mail IDs with the respective Depository Participants from time to time.
 9. The Members holding shares in physical mode are requested to lodge / notify the communication for change of address, Bank details, ECS details, wherever applicable, mandates (if any) with the Company's Registrar and Share Transfer Agent, Sharex Dynamic India Pvt Ltd., by sending e-mail at support@sharexindia.com.
 10. The Members / beneficial owners holding shares in electronic form are requested to update user profile details to their Depository Participants and not to the Company or to the Registrar and Share Transfer Agent of the Company, as the Company is obliged to use only the data provided by the Depositories.
 11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 12. The Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the depositories / Company's Registrar and Share transfer agent. The Notice and Annual Report 2019-20 will also be available on the website of the Company www.amforgeindia.in and the Stock Exchange (BSE Limited) www.bseindia.com respectively.
 13. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22nd September, 2020 to Monday, 28th September, 2020 (both days inclusive). A person who is not a member, as on the cut-off date (21st September, 2020) should treat this Notice for information purpose only.
 14. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company offers remote e-voting facility (e-voting from a place other than venue of the AGM) to all the Members of the Company to cast their votes electronically on all the resolutions set forth in the notice. The Company has availed the LinkIntime for facilitating e-voting.
 15. The remote e-voting period commences on 25th September, 2020 (9:00 am) and ends on 27th September, 2020 (5:00 pm). The e-voting module will be disabled for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility, have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
 16. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
 17. The Company has appointed Mr. Sandeep Dubey, Practising Company Secretary, as the 'Scrutiniser' for conducting the e-voting process in a fair and transparent manner.
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18. The Board of Directors has appointed Mr. Jayesh Thakkar, Chief Financial Officer and Mr. Hudson D' Costa, Director of the Company, as the persons severally responsible for the entire e-voting process.
19. The Scrutiniser shall make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman within a period not exceeding 48 hours from the conclusion of the AGM.
20. The Chairman or the person authorized by him would declare the results on or after the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available on the Company's website www.amforgeindia.in and Link time website of <https://instavote.linkintime.co.in> and shall be forwarded to the Stock Exchange(s).
21. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2020, may obtain the login ID and password by sending a request at <https://instavote.linkintime.co.in>. However, if he/she is already registered with Link Intime India Pvt. Ltd – Instavote for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

Remote e-Voting Instructions for shareholders:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

► Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

- Shareholders/ members holding shares in CDSL demat account shall provide either 'C' or 'D', above
- Shareholders/ members holding shares in NSDL demat account shall provide 'D', above
- Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%^&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

ANNEXURE TO THE AGM NOTICE

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3

Mr. Hudson Joseph D'Costa (DIN-07893177) joined the Company's Board on 1st August, 2017 as an Additional Director and thereafter, on 19/09/2017, the Shareholders of the Company, in their Annual General Meeting, regularized his appointment as Director and further approved his appointment, as Managing Director.

Mr. Hudson D 'Costa completes his first tenure as Managing Director on 31/07/2020 and he has expressed his willingness for second term.

The Nomination and Remuneration Committee ("Committee") has recommended to the Board to appoint him for the second terms, which starts from 01/08/2020 to 31/07/2023, with existing remuneration, as he is drawing.

Based on the recommendation, the Board has approved his appointment as Managing Director subject to the approval of shareholders to avail his expertise.

Except Mr. Hudson 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 no.3 and he is holding 1,000 shares, represents 0.006% of the paid-up capital of the Company.

The explanatory statement deemed to have been taken as a disclosure pursuant to SEBI (LODR) Regulations, 2015.

The Board accordingly recommends the Ordinary Resolution as mentioned at item no. 3 of this Notice for your approval.

Annexure to AGM Notice

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

Name of Director	Mr. Hudson D 'Costa
DIN	07893177
Date of Birth	12/07/1953
Nationality	Indian
Date of appointment on the Board of Directors of the Company.	01/08/2017
Qualifications and Experience (including nature of expertise in specific functions) brief resume	B.Sc. and MBA in Finance Expertise in administration and Human Recourse.
Number of shares held in the Company.	Holding 1000 shares
List of Directorships held in other Companies	Viniyog Investment and Trading Company Private Limited Salil Investments Pvt.Ltd
Chairperson / Membership of the Committees of the Board of the Companies in which he is Director.	Member - Stakeholders Relationship Committee of AMFORGE INDUSTRIES LIMITED
Relationship with other Directors, Manager, and key Managerial Personnel of the Company	Not Applicable
Number of Meetings of the Board of Directors attended during year.	Five Meetings
Terms and conditions of re-appointment	Second term of three (3) consecutive years
Sitting Fee Paid during the year	Not Applicable

BOARD'S REPORT

To:

Dear Members,

Your Directors are pleased to present the 48th Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020.

(₹ 000's)

Particulars	Year ended 31/03/2020	Year ended 31/03/2019
Total Income	29,450.32	25,173.37
Profit /(Loss) before Interest, Taxes, Depreciation, Amortization & Exceptional Items	14,342.43	4,730.03
Less: Finance Cost	4,296.48	3,757.11
Less: Depreciation & Amortization	4,948.57	4,976.22
Less: Exceptional Items	5153.65	-
Profit / (Loss) before Tax	(56.27)	(4003.30)
Current Tax	-	66.83
Deferred Tax	(314.00)	(1,118.00)
Profit / (Loss) for the period	257.73	(2,952.13)
Surplus / (Deficit) in statement of Profit & Loss - Beginning of the Financial Year	(5,40,600.15)	(5,37,648.02)
Add: Profit / (Loss) for the period	257.73	(2,952.13)
Surplus / (Deficit) in statement of Profit & Loss – at the end of the Financial Year	(5,40,342.42)	(5,40,600.15)

Financial Performance:

During the financial year under review, your Company registered a total income of ₹ 29,450.32 as against ₹ 25,173.37 thousand, in the previous year and earning profit before interest, depreciation, exceptional items and tax ₹ 14,342.43 thousand as against ₹ 4,730.03 thousand in the previous year. The loss before tax for the year is ₹ 56.27 thousand as against loss of ₹ 4,003.30 thousand in the previous year.

Dividend:

Your Directors do not recommend any dividend on the equity shares for the year ended 31st March 2020.

Share Capital:

During the Financial Year under review, the paid up Equity Share Capital of the Company was ₹287.74 Lakhs. The Company has not issued any shares with differential voting rights / stock options and instruments convertible into equity shares.

Extract of Annual Return:

Pursuant to Section 134 (3) (a) and Section 92(3) of the Companies Act, 2013, read with rule 12(1) of the Companies (Management & Administration) Rules, 2014, an extract of the Annual Return (MGT-9) as at 31st March, 2020 is annexed as Annexure –A to this report.

Directors:

During the year under review, the Shareholders of the Company have re-appointed Mr. Sunil K. Aggarwal (DIN: 0005385) and Mr. Rakesh Khanna (DIN: 00040152) as Independent Directors for a second term of five consecutive years with effect from 12th September, 2019.

Declaration by Independent Directors:

Pursuant to Section 149 (4) of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Central Government has prescribed that your Company shall have minimum two Independent Directors. Your Company has following Independent Directors:

Sr.No.	Name of the Independent Director	Date of appointment / Reappointment	Date of passing of Special Resolution, if any.
1.	Sunil K. Aggarwal	12/09/2019	16/09/2019
2.	Rakesh Khanna	12/09/2019	16/09/2019
3.	Sanjay R. Patel	11/11/2016	19/09/2017

All the above Independent Directors meet the criteria of 'independence' prescribed under section 149(6) and have submitted declaration to the effect that they meet with the criteria of independence as required under section 149 (7) of the Act, 2013.

Key Managerial Personnel:

Mr. Chetan Prakash Pania was appointed as Company Secretary and Compliance Officer with effect from 1st August, 2019.

Auditors:

M/s. J Singh and Associates, Chartered Accountants, (Firm Registration No.110266 W) was appointed as Auditor of the Company for a term of 5 (five) consecutive years, at the 47th Annual General Meeting of the Company held on 16th September, 2019.

The observations and comments given by the Auditors in their Report read together with notes on Financial Statement are self-explanatory and hence do not call for any further comments under section 134 of the Act.

Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Sandeep Dubey & Associates, Practicing Company Secretaries, C.P.No.17902), ACS: 47940), was appointed as Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year ended 31st March, 2020. The Secretarial Audit Report, is annexed as Annexure-"B".

Pursuant to circular No. CIR/ CFD/ CMD1/ 27/ 2019 dated February 8, 2019, issued by Securities and Exchange Board of India (SEBI), the Company has obtained Secretarial Compliance Report, from Practicing Company Secretaries on compliance of all applicable SEBI Regulations and circulars / guidelines issued there under.

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.

The Secretarial Audit Report is not having any qualification, reservation or adverse remarks.

Maintenance of Cost Records:

The Central Government has not specified maintenance of cost records for any of the products of the Company under Section 148(1) of the Act.

Corporate Governance:

Pursuant to Regulation 34(3) read with Schedule-V of the SEBI (LODR) Regulations, 2015, Certificates issued by the Practising Company Secretary, confirming the compliance of the Corporate Governance for the financial year ended 31st March, 2020, is annexed, as Annexure-"C" and "D" to this report.