



ADITYA FORGE LIMITED

CIN : L27100GJ1992PLC017196

Plot No 412-415, GIDC NOTIFIED AREA
AT & POST POR DISTRICT VADODARA PIN 391243

PHONE 91-0265-2830729-731

WEBSITE: www.adityaforge.com EMAIL : cfo@adityaforge.com
LISTED AT BOMBAY STOCK EXCHANGE - ISIN INE281H01013



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Registration No.
01 100 106688

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with Certificate
Registration No.
01 202 IND/Q-11-0006



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NOTICE

Notice is hereby given that the Annual General Meeting of the Members of ADITYA FORGE LIMITED will be held at 415 GIDC, RAMANGANDI, POR N H 8 VADODARA GJ IN on 29th September, 2018 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

01. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2018 and the Profit and Loss Account for the year ended on that date together with the reports of the Directors' and the Auditors' thereon.
02. To take note of the appointment of M/s. K.J.SHAH & CO, Chartered Accountants (Firm Registration No. 132369W), who were appointed as the Statutory Auditors of the Company for a period of five years in the Annual General Meeting of the Company held on 30th September, 2015, to hold their office from the conclusion of the till the conclusion of 5 Annual General Meeting to be held in 2019.

By the Order of Board of Directors of

ADITYA FORGE LIMITED



CHAIRMAN



PLACE:VADODARA

DATE: 31.05.2018

Note:

A MEMBER ENTITLED TO ATTEND THE MEETING IS ENTITLED TO APPOINT A PROXY INSTEAD OF HIMSELF TO ATTEND AND VOTE AT THE MEETING AND THE PROXY NEED NOT BE A MEMBER.



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BOARDS' REPORT

Dear Members,

ADITYA FORGE LIMITED

415 GIDC, RAMANGANDI, POR N H 8 VADODARA GJ IN

Your Directors have pleasure in presenting the Annual Report together with the Audited Statement of Accounts of your Company for the Year ended March 31, 2018.

1. FINANCIAL RESULTS:

The Company's financial performance, for the year ended March 31, 2018:

PARTICULARS	YEAR ENDED 31 ST MARCH 2018.	YEAR ENDED 31 ST MARCH 2017.
Turnover	137503159	136850599
Less: Expenditure	155306407	150950341
Profit Before Tax	(11267082)	(10694998)
Less: Current Tax	0.00	0.00
Deferred Tax	1828671	2998921
Income Tax earlier years	75000	0.00
Profit /Loss For The Year	(9513411)	(13693919)
Add: Balance in P&L Account	0.00	0.00
Sub Total	(9513411)	(13693919)
Less: Appropriation	0.00	0.00
Adjustment relating to Fixed Assets	0.00	0.00
Transferred to General Reserve	0.00	0.00
Closing Balance	(9513411)	(13693919)

2. STATE OF AFFAIRS :

The Company is engaged in the business of Manufacture of Forge Components from Carbon and & Stainless Steel and Fittings from Seamless Pipes. There has been no change in the business of the Company during the financial year ended 31st March, 2018.

The company has yet not been able to come out of the financial difficulties which were largely on account of its erstwhile Banker – Madhvapura Cooperative Bank Ltd. (MMCB). MMCB collapsed financially due to Ketan Parekh Stock market Scame in 2001 and did not financed the assured Working Capital to our unit even after implementation of expansion of installed capacity through disbursement of Term Loan. The Financial blow was lethal and unit could not sustain the business and financial loss.





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Reserve Bank of India suspended the license of MNCB and ultimately bank was taken to liquidation. The Official liquidator has been struggling to complete liquidation formalities.

In the process, recovery suits have been filed against the Company. Your directors have also filed damages suit for loss of export business for over Rs 20 Crores in the year 2001-02, against the Bank for non-disbursement of working capital finance. The deadlock with Madhavpura Cooperative Bank Ltd over OTS amount has not been resolved yet. However, the present liquidator has shown positive attitude and your Directors are hopeful for a favourable resolution.

The highlights of the Company's performance are as under: -

There is a small increase in revenue from Rs. 136.85 Lakhs to Rs. 137.50 Lakhs. There has been shift in the operations from Job Work to Manufacturing and therefore there has been an improvement in the profitability. Due to shifting to Manufacturing from Job Work business the company has incurred expenses on higher side. However, due to non-availability of working capital finance, continuous under-utilization of the installed capacity the unit has not been able to come out of loss.

3. WEB LINK OF ANNUAL RETURN

Web Link has been provided on Company's Website: www.adityaforge.com

4. MEETINGS OF BOARD OF DIRECTORS

Five Board Meetings were held during the Financial Year ended March 31, 2018 i.e. (15.04.2017, 13.07.2017, 02.09.2017, 15.12.2018 23.02.2018). The maximum gap between any two Board Meetings was less than one Hundred and Twenty days.

The names of members of the Board, their attendance at the Board Meetings are as under:

Name of Directors	Number of Meetings attended / Total Meetings held during the F.Y. 2017-18
SUBHASH BHAGWANDAS DALAL	04
VISHNUBHAI INDUBHAI PATEL	05
NITIN RASIKLAL PAREKH	05
SANGITA NITIN ADHVARYU	04

5. DETAILS OF FRAUD REPORT BY AUDITOR:

As per auditors' report, no fraud u/s 143(12) reported by the auditor.





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6. AUDITOR :

Statutory Auditors

M/s. K.J. SHAH & CO, Chartered Accountants (Firm Registration No. 132369W), who are the statutory auditors of the Company, hold office, in accordance with the provisions of the Act up to this Annual General Meeting and from whom necessary consent has been obtained under section 141 of the Companies Act, 2013 are eligible for re-appointment as required under the provisions of Section 139 of the Companies Act, 2013.

7. BOARD'S COMMENT ON THE AUDITORS' REPORT :

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and does not call for any further comment.

8. PARTICULARS OF LOANS AND INVESTMENT

The company's books of accounts show following investments, which are on account of Purchase of Shares in accordance of Sanction Terms of Loans by these Cooperative Banks and not to be considered as Investments of business strategy:

Madhavpura Mercantile Co. op Bank Ltd. - Rs. 1625000

Baroda City Co-op Bank Ltd. - Rs. 6600

The Company has not given any corporate guarantee and/or mortgaged assets as securities during the year under review.

9. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year ended 31st March, 2018 were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

10. TRANSFER TO RESERVE:

No amount was transferred to the reserves during the financial year ended 31st March, 2018.

11. DIVIDEND

No Dividend was declared for the current financial year due to conservation of Profits/due to loss incurred by the Company /due to insufficient profit.





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12. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

A. Conservation of Energy, Technology Absorption

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

B. Foreign Exchange earnings and Outgo

Earnings	USD 16.39 Lakhs INR 1042.47 Lakhs
Outgo	USD 2.67 Lakhs INR 132.23 Lakhs

14. RISK MANAGEMENT POLICY :

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximise the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance.

15. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint Venture or Associate Company.

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) :

There has been no change in the constitution of Board during the year under review i.e. the structure of the Board remains the same.

In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.





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17. The Company has not accepted any deposits during the year under review.

18. INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

19. COST RECORD

The provision of Cost audit as per section 148 doesn't applicable on the Company.

20. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

21. CONSTITUTION OF COMMITTEE – SEXUAL HARASSMENT AT WORKPLACE

The Company has constituted committee under the sexual harassment of women at workplace (prevention, prohibition and Redressal) Act, 2013 and However, company has complied with the provisions of the same.

22. CONSOLIDATED FINANCIAL STATEMENTS

Company doesn't have any subsidiaries so there is no need to prepare consolidated financial statement for the F. Y. 2017-18

23. DIRECTOR'S RESPONSIBILITY STATEMENT :

Pursuant to Section 134(3) (c) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- In the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
- The Directors have selected such accounting policies and applied them consistently and 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 March 31, 2018 and of the profit of the Company for the year ended on that date.
- The Directors have taken proper and sufficient care for the 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 fraud and other irregularities.
- The Directors have prepared the annual accounts on a 'going concern' basis.
- The Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company.
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

Manufacturers & Suppliers of Forged Flanges & Pipe Fittings





TÜV Rheinland

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24. ACKNOWLEDGMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Dated: 31/05/2018

Place: Vadodara

**For and on behalf of the Board
ADITYA FORGE LIMITED**


NITIN RASIKLAL PAREKH
DIN: 00219664





INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF,
ADITYA FORGE LIMITED**

Report on the Indian Accounting Standard (Ind As) Financial Statements

We have audited the accompanying Ind AS financial statements of **ADITYA FORGE LIMITED** ('the Company'), which comprise the Balance Sheet as at March 31, 2018; the statement of profit and loss (including other comprehensive income), the cash flows statement and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").

Management's Responsibility for the Ind AS Financial Statement

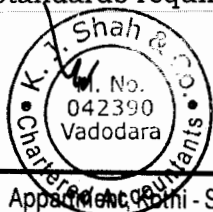
The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued there under

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; and 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform



the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS of the State of affairs (financial position) of the Company as at March 31, 2018; its Profit (financial performance including other comprehensive income) its Cash Flows and changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by The Companies (Auditor's report) Order, 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder;

