

**44TH | ANNUAL REPORT
2015-2016**



Amforge Industries Limited

CIN : L28910MH1971PLC015119

AMFORGE INDUSTRIES LIMITED

Annual Report 2015-2016

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| Board of Directors: | |
|----------------------------|------------------|
| Mr. Puneet Makar | (DIN: 00364000) |
| Mrs. Reshma Makar | (DIN:00019758) |
| Mr. Fali Mama | (DIN : 00012636) |
| Mr. Sunil Aggarwal | (DIN: 00005385) |
| Mr. Rakesh Khanna | (DIN:00040152) |
| Mr. Sharat Nath | (DIN:00433900) |

Registered Office:

Amforge Industries Limited
1104-A, Raheja Chambers
Free Press Journal Marg
Nariman Point, Mumbai – 400021.

Tele: 022-22828933/22821486

Fax: 022-66365964

E-mail: amfcosec@mtnl.net.in /
secretarial@amforgeindustries.com

Web: www.amforgeindia.com

Registrar & Transfer Agents:

M/s. Sharex Dynamic (India) Pvt Ltd.
Unit-1, Luthra Industrial Premises
Safed Pool, Andheri-Kurla Road
Andheri (E), Mumbai-400072.

Tele: 022-28515644/2851 6338

Fax: 022-28512885.

Email : sharexindia@vsnl.com

Web: www.sharexindia.com

Auditors :

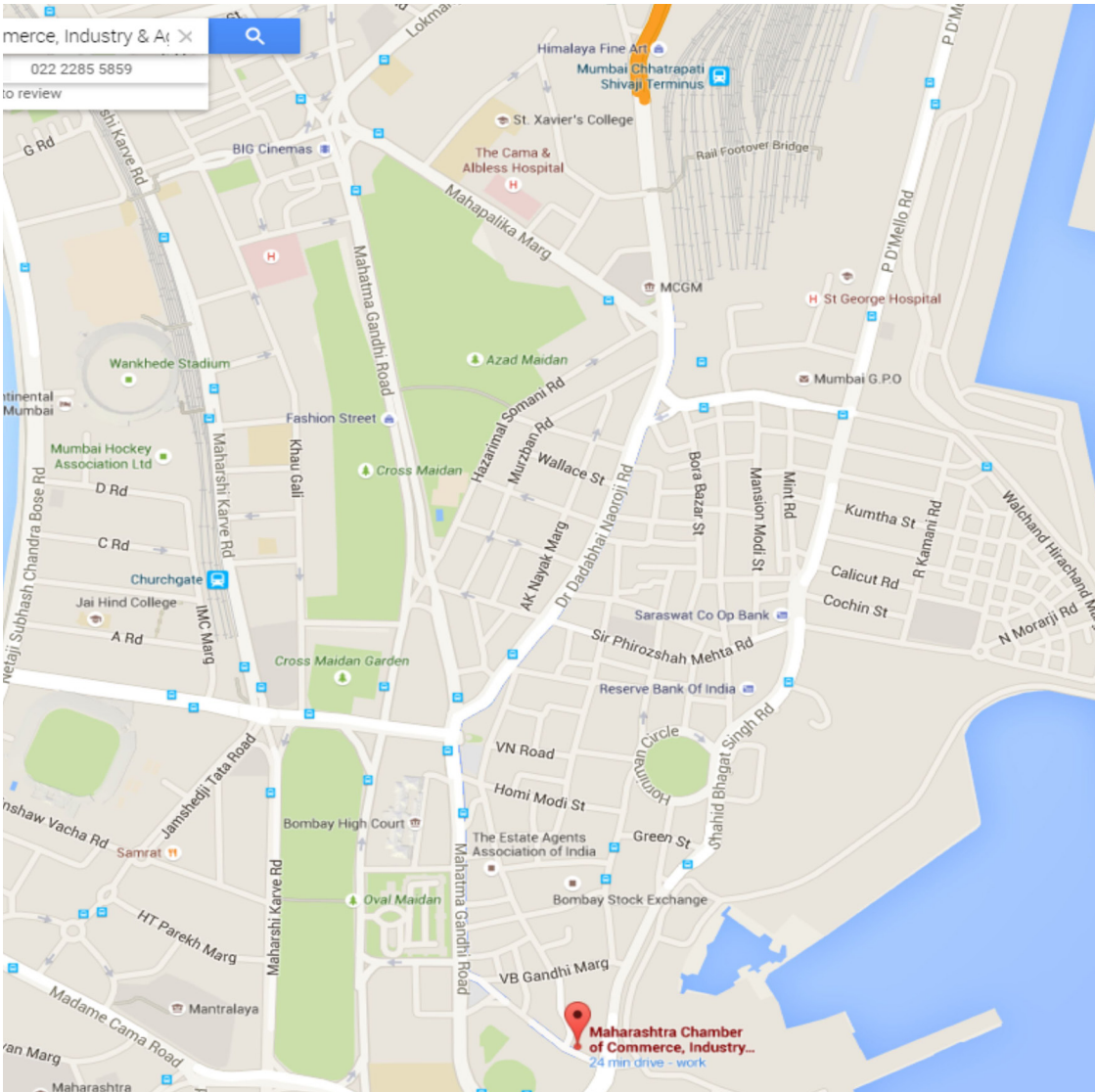
J. Singh and Associates, Chartered Accountants
505-507, Hub Town Viva, W. E. Highway, Shankarwadi, Andheri (E), Mumbai – 400060

44TH ANNUAL GENERAL MEETING**DAY & TIME**

Friday, the 09/09/2016 at 2.30 p.m.

VENUE

*Babasaheb Dahanukar Hall,
Maharashtra Chamber of Commerce,
Oricon House, 6th Floor, 12, K. Dubash Road,
Fort, Mumbai - 400001.*



NOTICE

Notice is hereby given that the **44th Annual General Meeting of Amforge Industries Limited** will be held on Friday, 9th September, 2016 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 31/03/2016 and the Balance Sheet as at that date together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint director in place of Mrs. Reshma Makar (DIN 00019758) who retires by rotation and, being eligible, offers herself 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.”

“RESOLVED FURTHER THAT any director of the company be and is hereby authorised to do all acts and take such steps as may be required to give effect to this resolution.”

By Order of the Board of Directors

Puneet Makar
Managing Director
DIN : 00364000

Place: Mumbai
Date: 29/07/2016

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 Saturday 3rd September, 2016 to Friday, 9th September, 2016 (both days inclusive).
4. Members desiring any information as regards to the accounts are requested to write to the Company at least 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 2015-2016 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 44th 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 44th 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 Mr. 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 Members for voting electronically are as under:

- (i) The voting period begins on Tuesday (6th September, 2016) at 10.00 a.m. and ends on Thursday (8th September, 2016) 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 2nd September, 2016, 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 vote at the venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|--|
| PAN | <p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</p> |

| | |
|--|---|
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p> |
|--|---|

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant AMFORGE INDUSTRIES LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI. etc.) and Custodian are required to log on to www.evotingindia.com and register themselves 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.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

DIRECTOR'S REPORT

To:

The Members,
AMFORGE INDUSTRIES LIMITED.

Your Directors present the 44th Annual Report of the Company together with the audited financial statements of the Company for the financial year ended 31/03/2016.

Financial Highlights:

(₹ in 000's)

| | 2015-2016 | 2014-2015 |
|--|----------------------|---------------|
| Total Income | 41,472.21 | 65,728.47 |
| Earnings before interest, depreciation, exceptional items & tax. | 12,126.05 | 36,173.81 |
| Less : Depreciation | 4,167.61 | 7,351.91 |
| Profit before interest, exceptional items and tax | 7,958.44 | 28,900.90 |
| Less : Interest and Finance cost | 3,358.82 | 3,701.24 |
| Profit before exceptional items and tax | 4,599.92 | 25,119.66 |
| Less : Exceptional items | - | - |
| Profit before tax | 4,599.92 | 25,119.66 |
| Provision for current tax | 1,000.00 | 5,117.00 |
| Provision for deferred tax / earlier year | (79.30) | (1,388.00) |
| Profit after tax | 8,836.22 | 21,390.96 |
| Balance of (Loss) brought forward from previous year | (4,03,254.70) | (4,21,913.03) |
| (Loss) carried to Balance Sheet | (3,94,418.48) | (4,03,254.70) |

FINANCIAL PERFORMANCE:

During the financial year under review, your Company registered a total income of ₹ 41,472.21 thousand as against (₹ 65,728.47 thousand) in the previous year and earning Profit before interest, depreciation, exceptional items and tax ₹ 12,126.05 thousand as against (₹ 36,173.81 thousand) in the previous year. The Profit before tax for the year is ₹ 4,599.92 thousand, as against profit of (₹ 25,119.66 thousand), in the previous year.

DIVIDEND:

Your directors do not recommend any dividend for the financial year ended 31/03/2016.

SHARE CAPITAL:

The paid up Equity Share capital as at 31/03/2016 stood at ₹ 296,40,412. During the financial year under review, the Company has not issued shares with differential voting rights nor has granted any stock options. As on 31/03/2016, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

EXTRACT OF ANNUAL RETURN:

Pursuant to section 92 of the Companies Act, 2013, Extract of the Annual Return (MGT-9), forming part of this report as Annexure –A.

DIRECTORS:

Pursuant to Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mrs. Reshma Makar (DIN 00019758), retires by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment for consideration of the members of the Company at the ensuing Annual General Meeting.

Independent Directors have given declaration that they meet the criteria of independence pursuant to section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.

During the financial year under review, there is no change in the Board of Directors of the Company.

NUMBER OF BOARD MEETINGS:

The details of Board meetings held during the financial year 2015-16 is given in the Corporate Governance Report.

KEY MANAGERIAL PERSONNEL:

Mr. Puneet Makar, Managing Director of the Company is the Key Managerial Personnel (CEO) during the financial year, under review.

COMMITTEE OF THE BOARD:

Audit Committee
Remuneration and Nomination Committee
Stakeholders' Grievance Committee

The details of the Committees along with composition, number of meetings and attendance at the meetings are provided in the Corporate Governance.

The Company does not have Corporate Social Responsibility Committee as the company is not falling under the provisions of the Section 135 (1) of the Companies Act, 2013, during the financial year, under review.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the various aspects of the board's functioning, composition of the board and its committees. Performance were evaluated by appropriate manner.