



CASTEX
TECHNOLOGIES LIMITED

(A COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS)

36th ANNUAL REPORT
2018 - 2019



CASTEX TECHNOLOGIES LIMITED

CIN: L65921HR1983PLC033789

36th ANNUAL REPORT

2018 – 2019

BOARD OF DIRECTORS & KMP's

Mr. Sanjay Chhabra	<i>Chairman & Director</i>
Mr. Arvind Dham	<i>Director</i>
Mr. Yogesh Kapur	<i>Director</i>
Mr. Brajindar Mohan Singh	<i>Director</i>
Mr. Sanjay Arora	<i>Whole-time Director</i>
Ms. Anuradha Kapur	<i>Director</i>
Mr. Ajay Kumar	<i>Chief Financial Officer</i>
Ms. Jyoti Sharma	<i>Company Secretary</i>

*The above list of Directors and Key managerial Personnel are as on date.

RESOLUTION PROFESSIONAL

Mr. Dinkar T. Venkatasubramanian

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

REGISTERED OFFICE

Village Narsinghpur, Mohammadpur,
Old Manesar Road, Gurgaon, Haryana-123106
Ph. : (0124)26373406
Fax : (0124)26373028
Email : info@amtek.com
Website: www.amtek.com

CORPORATE OFFICE

3, Local Shopping Centre,
Pamposh Enclave, G.K. - I,
New Delhi-110 048
Ph. : (011)42344444
Fax : (011)42344000
E-mail : info@amtek.com
Web : <http://www.amtek.com>

SECRETARIAL AUDITOR SN Jain & Co. <i>Company Secretaries</i>	SATUTORY AUDITOR M/s Raj Gupta & Co. <i>Chartered Accountants</i>
BANKERS UCO Bank State Bank of Patiala United Bank of India State Bank of Bikaner & Jaipur IDBI Bank Oriental Bank of Commerce State Bank of Mysore State Bank of Hyderabad South Indian Bank Vijaya Bank	REGISTRAR AND SHARE TRANSFER AGENTS M/s Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, Behind L.S.C., Near Dada Harsukh Dass Mandir, New Delhi-110062 Ph. : 011-29961281-83, Fax : 011-29961284 Email : beetalrta@gmail.com

CONTENTS

Notice	4
Directors' Report	13
Corporate Governance Report	41
Management Discussion & Analysis Report	65
Auditors' Report	77
Balance Sheet	86
Statement of Profit & Loss	87
Cash Flow Statement	88
Notes	89
Consolidated Financial Statement	122

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CASTEX TECHNOLOGIES LIMITED WILL BE HELD ON **MONDAY, 30TH DAY, SEPTEMBER, 2019** AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT VILLAGE NARSINGHPUR, MOHAMMADPUR OLD MANESAR ROAD, GURGAON, HARYANA – 123106 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:-**1. To receive, consider and adopt:-**

- (a) TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.
- (b) TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON:

SPECIAL BUSINESS:-**2. RATIFICATION OF REMUNERATION TO BE PAID TO MR. YASH PAL SARDANA, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2019-20.**

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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration not exceeding Rs. 5 Lakhs per annum, as approved by the Board on the recommendations of the Audit Committee, to be paid to Mr. Yash Pal Sardana, Cost Accountants (Membership No. - 17996), Cost Auditors of the Company for Cost Audit w.r.t the financial year 2019-2020, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors/Resolution Professional 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 approval of the Committee of Creditors of the Company, if required.”

3. RELATED PARTY TRANSACTIONS

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

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Meetings of Board and its Powers) Rules, 2014 consent of the members of the Company be and is hereby accorded for entering into related party transactions by the Company for the financial year 2019-20 up to the maximum per annum amounts as appended below: -

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2019-20						
(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	Giving any Loan/ Guarantee or provide Securities	Availing or rendering of any service	Leasing of Property of any kind
NAME OF RELATED PARTY						
Subsidiary						
Amtek Kupper GmbH	–	100	–	50	–	–
Joint Venture						
Amtek Riken Casting Private Ltd.	–	200	200	50	–	–
Associate						
Amtek Auto Ltd.	The Company is under Corporate Insolvency Resolution Process	500	300	–	–	–
Subsidiary of Associate Company						
Amtek Transportation Systems Ltd.	–	200	200	–	–	–
JMT Auto Limited	Mr. Sanjay Chhabra Ms. Anuradha Kapur	200	200	50	–	–
Associate of Associate Company						
Metalyst Forgings Ltd.	The Company is under Corporate Insolvency Resolution Process	300	300	50	–	–
ARGL Ltd.	–	300	300	50	–	–
ACIL Ltd.	The Company is under Corporate Insolvency Resolution Process	300	300	50	–	–

RESOLVED FURTHER THAT the Insolvency Professional /Board of Directors of the Company be and is 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 above Resolution."

However, any related party transaction to be entered in the financial year 2019-20 during the Corporate Insolvency Resolution Process or thereafter will be subject to the approval of the Committee of Creditors/ Monitoring Committee as applicable.

For CASTEX TECHNOLOGIES LIMITED

(A Company under Corporate Insolvency Resolution Process)

JYOTI SHARMA

(Company Secretary)

Issued with approval of the Resolution Professional

Place: New Delhi

Date: 06th September, 2019

NOTES:

1. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") of the person seeking re-appointment as Director under Item No. 2, 3 of the Notice are also annexed.
2. An Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in relation to the Special Business of the Meeting is annexed hereto and forms part of the Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. The instrument appointing the Proxy, in order to be effective, must be deposited at the Company's Registered Office not less than **48 hours** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the meeting.
6. Attendance slip and the Route map of the venue of the Meeting (including prominent land mark) is annexed to the Notice.
7. Pursuant to Section 125 of the Companies Act, 2013, unclaimed final dividend for the **financial year 2011-12** is due for transfer to Investors' Education and Protection Fund (IEPF) established by Govt. of India. All Shareholders, whose dividend is unpaid for the year **2011-12**, are requested to lodge their claim by submitting an application at the earliest date, with either of the following:
 - a. **M/s Beetal Financial & Computer Services Private Limited (RTA)**
Beetal House, 3rd Floor, 99, Madangir, Behind, LSC, New Delhi-110062
 - b. **The Company Secretary,**
CASTEX TECHNOLOGIES LIMITED,
3, Local Shopping Complex, Pamposh Enclave, Greater Kailash- 1, New Delhi-110048

Kindly note that no claims will lay against the Company or the IEPF once the dividend amount is deposited in IEPF.
8. The Notice of the Annual General Meeting is also uploaded on the website of the Company (www.amtek.com). The Annual General Meeting Notice is being sent to all the members, whose names appear in the Register of Members as on **23rd August, 2019**.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant ('DP') only and not to the Company's Registrars and Share Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Beetal Financial & Computer Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Beetal Financial & Computer Services Private Limited.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from **28th September, 2019 to 30th September, 2019 (both days inclusive)** for the purpose of compliance per Section 91 of the Companies Act, 2013.
11. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and share Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain

Nomination forms from their respective Depository Participant.

12. 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. The members holding shares in physical form and who have not registered their Email ID are requested to register their Email ID addresses with M/s Beetal Financial & Computer Services Private Limited, the Company's Registrars and Share Transfer Agents.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Beetal Financial & Computer Services Private Limited for consolidation into a single folio.
14. Members are requested to:-
 - a) Bring the enclosed attendance slip and deliver the same after filling in their folio number/Client ID and DP ID at the entrance of the meeting hall. Admission at the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip, Duplicate Attendance Slip will be issued at the Registered Office of the Company up to a day proceeding the day of Annual General Meeting.
 - b) Bring their copies of Annual Report to the Meeting as the same will not be re-distributed at the venue of Annual General Meeting.
 - c) Quote their Folios/Client ID & DP Id Numbers in all correspondence.
 - d) Send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting, if the members Corporate Member.
15. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
16. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company's registered office at least 7 days before the General Meeting, so that the same can be suitably replied to.
17. Pursuant to Section 108 of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is offering e-Voting Facility for all shareholders of the Company, as an alternate, to enable them to cast their votes electronically instead of casting their votes at the meeting. Please note that the voting through electronic means is optional. The members who wish to vote through physically in Meeting (instead of e-voting) can do the same.
18. The Voting through an electronic means will commence on **27.09.2019 from 09:00 A.M and will end on 29.09.2019 at 05:00P.M.** The members will not be able to cast their vote electronically beyond the date and time as mentioned.
19. The Company has appointed M/s. **S. Khurana & Associates., Practicing Company Secretary (Membership No.- F10098)** to act as the Scrutinizer for conducting the electronic voting processing affair and transparent manner.
20. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right at the meeting through polling papers.
21. SEBI vide its notification dated 8 June 2018, amended the SEBI Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only effective 1 April 2019. Accordingly, requests for effecting transfer of physical securities would not be processed unless the securities are held in the dematerialised form with any depository participant with effect from 1 April 2019. Therefore, the Registrar and Share Transfer Agent and the Company will not accept any request for the transfer of shares in physical form from 1 April 2019. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account or alternatively, contact the office of the RTA to guide shareholders in the demat procedure.

22. 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 (b) original cancelled cheque leaf with names of shareholders or bank passbook showing names of Members, duly attested by an authorised bank official.

Process for Members opting for e-Voting is as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on **Friday, 27.09.2019 (from 09:00 A.M IST) and will end on Sunday, 29.09.2019 at (5:00 P.M. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- (a) The voting period begins **on Friday, 27.09.2019 (from 09:00 A.M IST) and will end on Sunday, 29.09.2019 at (5:00 P.M. IST)**.
During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (c) The shareholders should log on to the e-voting website www.evotingindia.com.
- (d) Click on Shareholders/Members.
- (e) Now Enter your User ID
 - i) For CDSL: 16 digits beneficiary ID,
 - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (f) Next enter the Image Verification as displayed and Click on Login.
- (g) If you are holding shares in De-mat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, the any our existing password is to be used.
- (h) 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. Sequence no is enclosed along with the notice. 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 the enter RA00000001 in the PAN field.
Dividend 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 (e).</p>

- (i) After entering the details appropriately, click on "SUBMIT" tab.
- (j) 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.
- (k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (l) Click on the EVSN for the relevant<CASTEXTECHNOLOGIESLIMITED> on which you choose to vote.
- (m) 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.
- (n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (o) 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.
- (p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (r) If a De-mat account holder has forgotten the changed 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.
- (s) **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 Corporate.
 - 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 create during 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.
- (t) 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 or call 1800225533.
- (u) All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Future, Mafatlal Mill compounds, N M Joshi Marg, Lower Parel (E), Mumbai-400013, or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- (v) The Results of e-voting shall be declared on the date of the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.amtek.com and on the website of CDSL e-voting within two (2) days of passing of their solutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

For CASTEX TECHNOLOGIESLIMITED

(A Company under Corporate Insolvency Resolution Process)

Jyoti Sharma

(Company Secretary)

Issued with approval of the Resolution Professional

Place: New Delhi

Date: 06th September, 2019

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statements set out all material facts relating to the special businesses mentioned in the accompanying notice:

ITEM NO. 2

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records for specified products conducted by a Cost Accountant, Mr. Yash Pal Sardana, Cost Accountants (Membership No.- 17996) as Cost Auditors to appoint to conduct the audit of the cost records of the Company for the financial year 2019-20 at the remuneration not exceeding Rs. 5 Lakhs 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 members 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.

ITEM NO. 3

Pursuant to provisions of Section 188(1) of the Companies Act, 2013, 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/Resolution Professional subject to approval of the Committee of Creditors of the Company, if required and subsequently the members of the Company by way of Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(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 Obligations and Disclosures Requirements) Regulations, 2015 shall require approval of the shareholders through Ordinary resolution.

Accordingly, the approval of the members 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 Regulation 23(4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 to enable the Company to enter into related Party Transactions in one or more tranches.

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2019-20						
(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	Giving any Loan/ Guarantee or provide Securities	Availing or rendering of any service	Leasing of Property of any kind
NAME OF RELATED PARTY						
Subsidiary						
Amtek Kupper GmbH	–	100	–	50	–	–
Joint Venture						
Amtek Riken Casting Private Ltd.	–	200	200	50	–	–