



METALYST FORGINGS LIMITED

(FORMERLY KNOWN AS AHMEDNAGAR FORGINGS LIMITED)

38th ANNUAL REPORT
2014 - 2015



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CIN: L28910MH1977PLC019569

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2014 - 2015

Board of Directors

Mr. Sanjiv Bhasin	<i>Chairman & Director</i>
Mr. John Ernest Flintham	<i>Managing Director</i>
Mr. Arvind Dham	<i>Director</i>
Mr. Gautam Malhotra	<i>Director</i>
Mr. D. S. Malik	<i>Director</i>
Mr. S. E. Krishnan	<i>Director</i>
Mr. B. Lugani	<i>Director</i>
Mr. Vivek Kumar Agarwal	<i>Director</i>
Ms. Bhama Krishnamurthy	<i>Director</i>

Company Secretary

Ms. Swati Ahuja

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Registered Office

Gat No. 614, Village Kuruli
Tal. Khed, Dist. Pune - 410 501
(Maharashtra)

Works

- MIDC Area, Ahmednagar
- Chakan, Dist. Pune
- Kuruli, Dist. Pune
- Nalagarh, Distt. Solan, (H.P.)
- MIDC Area, Aurangabad

Auditors

M/s Manoj Mohan & Associates
Chartered Accountants

Secretarial Auditor

S. Khurana & Associates
Company Secretaries

Bankers

Andhra Bank
Karur Vysya Bank Ltd.
IDBI Bank Ltd.
Allahabad Bank
South Indian Bank
State Bank of Mysore
Syndicate Bank
State Bank of Travancore

Registrar & Transfer Agents

Beetal Financial & Computer
Services Pvt. Ltd.
Beetal House
3rd Floor, 99, Madangir,
Behind L.S.C., New Delhi-110062
Tel.: 011-29255230
Fax: 011-29252146
E-mail: beetal@rediffmail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 38th ANNUAL GENERAL MEETING OF METALYST FORGINGS LIMITED WILL BE HELD ON TUESDAY, 29TH DECEMBER 2015 AT 09.30 A.M. AT REGISTERED OFFICE OF THE COMPANY AT GAT NO. 614, VILLAGE KURULI, TAL. KHED, PUNE – 410 501 (MAHARASHTRA) TO TRANSACT THE FOLLOWING BUSINESSES: -

ORDINARY BUSINESSES

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended on September 30, 2015, the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Gautam Malhotra (DIN 00157488) who retires by rotation and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Mr. D. S. Malik (DIN 00052362) who retires by rotation and being eligible has offered himself for re-appointment.
4. ***To appoint Auditors and to fix their remuneration and in this regard 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 (1) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s Manoj Mohan & Associates, Chartered Accountants, (Firm Registration No.009195C) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company and on such remuneration as will be fixed by the Board of Directors of the Company from time to time.

SPECIAL BUSINESSES

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

“RESOLVED THAT Mr. John Ernest Flintham (DIN No. 01463500), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 14th August 2015 and who holds office upto the date of this Annual General Meeting in term of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 in writing proposing his candidature for the office of director, be and is hereby appointed as 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***

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with the Schedule V and all applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, consent of the Company be and is hereby accorded for the appointment of Mr. John Ernest Flintham as Managing Director of the Company for a period of 5 years effective from , 3rd November 2015 upto 2nd November, 2020 on a total remuneration not exceeding Rs. 60 Lacs (Rupees Sixty Lacs only) per annum and other benefits as per the rules of the Company and on the terms and conditions decided by the Board (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of Directors).

RESOLVED FURTHER that notwithstanding anything herein above stated where in any financial year, the Company incurs a loss or if its profits are inadequate, the Company shall pay to Mr. John Ernest Flintham, Managing Director, as per the provisions of Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER that the consent of the Company, be and is hereby accorded to the Board to alter and vary the aforesaid terms as to remuneration (including perquisites) within the ceiling limits in that behalf laid down in schedule V of the Companies Act, 2013 as in force from time to time.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit."

7. To appoint Ms. Bhama Krishnamurthy (DIN- 02196839) as an Independent director and in this regard to consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Ms. Bhama Krishnamurthy (DIN- 02196839)** who qualifies for being appointed as Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to March 2020. ."

8. To consider and approve Related Party Transactions and if thought fit, to pass, with or without modification(s), the following Resolution as a Special 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 Company be and is hereby accorded for entering into related party transactions by the Company for the financial year 2015-16 up to the maximum per annum amounts as appended below: -

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2015-16 (in crores)					
	Transactions defined u/s 188(1) of Companies Act, 2013				
	Sale or Supply of any goods materials	Purchase or otherwise buying materials/ property of any kind	Loan (With Interest)	Technical Consultancy Fees	Leasing of Property
NAME OF RELATED PARTY					
Amtek Auto Ltd.	200	100	—	—	—
Castex Technologies Ltd. (Formerly known as Amtek India Limited)	50	50	—	—	—
JMT Auto Limited	50	—	—	—	—
Amtek Investment UK Ltd.	50	—	—	—	—
Amtek Global Technologies Pte. Ltd.	100	—	—	—	—
ARGL Ltd. (Formerly known as Amtek Ring Gears Ltd.)	100	100	—	—	-
ACIL Ltd. (Formerly known as Amtek Crankshafts India Ltd)	100	100	—	—	—

RESOLVED FURTHER THAT the 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 this resolution."



9. ***To approve the remuneration of the Cost Auditors for the financial year ending on March 31, 2016 and in this regard 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 Mr. Yash Pal Sardana, Practicing Cost Auditor, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid remuneration not exceeding Rs. 5 Lacs p.a.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**By Order of the Board
For Metalyst Forgings Limited**

**Date : 28-11-2015
Place : New Delhi**

**Sd/-
Sanjiv Bhasin
DIN No. 01119788
(Chairman)**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special businesses under Item No. 5 to 9 above, is annexed hereto. The relevant details of Directors seeking appointment/re-appointment under Item Nos. 2, 3, 5 to 7 as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are also annexed.
 2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
 3. 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.
 4. Unclaimed final dividend for the year 2007-08 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 2007-08, are requested to lodge their claim by submitting an application at the earliest date, with either of the following:
 - i. **M/s Beetal Financial & Computer Services Private Limited (RTA)**
Beetal House, 3 rd Floor, 99
Madangir, Behind LSC New Delhi-110062
 - ii. The Company-Secretary,
METALYST FORGINGS LIMITED,
4, Bhanot Apartment,
Local Shopping Center, Pusp Vihar
New Delhi-110062
- Kindly note that no claims will lie against the Company or the IEPF once the dividend amount is deposited in IEPF.
5. 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 27th November 2015.
 6. 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 only and not to the Company's Registrars and Transfer Agents (RTA), 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

7. The Register of Members and Share Transfer Books of the Company shall remain closed from **26th December 2015 to 29th December 2015 (both days inclusive)** for the purpose of compliance with the annual closure of Books as per Companies Act, 2013.
8. 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 Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
9. 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 dematerialised 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 (RTA).
10. 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.
11. 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 redistributed at the venue of Annual General Meeting.
 - c. quote their Folios/Client ID & DP Id Nos. in all correspondence.
 - d. Corporate Members are requested to 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.
12. Relevant documents referred to in the accompanying Notice and the Statement 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.
13. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company registered office at least 7 days before the General Meeting so that the same can be suitably replied to.
14. Pursuant to Section 108 and other applicable rules & provisions issued in that behalf, your Company is offering e- Voting Facility for all shareholders of the Company. As an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote 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.
15. The e-voting period commences on December 26, 2015 (10:00 A.M.) and ends on December 28, 2015 (5:00 P. M). During this period, Members of the Company holding shares either in physical form or in dematerialized



form, as on the relevant date of December 22, 2015, 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 the Member, the Member shall not be allowed to change it subsequently.

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 December 26 2015 (10:00 a.m. IST) and ends on December 28, 2015 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised 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:-

- i) The shareholders should log on to the e-voting website i.e. www.evotingindia.com during the voting period
- ii) Click on "Shareholders" tab.
- iii) 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.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) 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.
- vi) 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 can enter in the PAN field 10 characters as First 2 alphabets of the first Holder's Name followed by 8 characters consisting of Folio Number prefix by '0' (or 8 characters from right of BO_ID). No special characters will be taken from the name and folio number. In case the folio 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) 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.

- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant <Metalyst Forgings Ltd.>on which you choose to vote.
- xi) 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.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create 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 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.
- (xviii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date 22nd December, 2015 may follow the same instructions as mentioned above for e-Voting.
- (xix) 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 of e-voting shall be declared on the date of the AGM of the Company by the Chairman or by any other person duly authorised 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 within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

**By Order of the Board
For Metalyst Forgings Limited**

Date : 28-11-2015
Place : New Delhi

**Sd/-
Sanjiv Bhasin
DIN No. 01119788
(Chairman)**

Annexure to Notice

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

The following Explanatory Statements set out all material facts relating to the special businesses mentioned in the accompanying notice.

ITEM NO. 5 to 6

The Board of Directors, at its meeting held on 14th August, 2015, appointed Mr. John Ernest Flintham as an Additional Director of the Company with effect from 14th August, 2015, pursuant to Section 161 of the Companies Act, 2013 (the Act), read with the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Act, Mr. John Ernest Flintham will hold office up to the date of the ensuing AGM. The Company has received a notice in writing under the provisions of the Section 160 of the Act, from a Member, along with requisite deposit proposing candidature of Mr John Ernest Flintham for the office of Director of the Company. The Board appointed Mr. John Ernest Flintham as the Managing Director of the Company for the period from 3rd November 2015 to 2nd November, 2020, on the terms of remuneration as decided by the Board.

The Directors are of the view that the appointment of Mr. John Ernest Flintham as Managing Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommend the Ordinary Resolutions as set out in Item Nos. 5 & 6 of the Notice for approval by the Members of the Company.

Other than Mr. John Ernest Flintham, none of the Directors/Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolutions at item Nos. 5 & 6 of the Notice. Mr. John Ernest Flintham does not hold any shares of the Company. Mr. John Ernest Flintham is not related to any other Director of the Company.

The Board recommends the Ordinary Resolutions set out at item Nos. 5 & 6 of the notice for approval of Shareholders.

ITEM NO. 7

Pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules framed there under as read with Schedule IV to the Act and Clause 49 of the Listing Agreement, it is proposed to appoint Ms. Bhama Krishnamurthy as an independent director for period of five years ending in March, 2020 and whose period of office will not be liable to retire by rotation.

Ms. Bhama Krishnamurthy is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Ms. Bhama Krishnamurthy as a Director.

The Company has also received declaration from Ms. Bhama Krishnamurthy that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, the above mentioned Director fulfills the conditions specified in the Act and the Rules made there under and Clause 49 of Listing Agreement for appointment as an Independent Director and she is independent of the management.

In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act, the appointment of the above mentioned Director as an Independent Director is now being placed before the Members for their approval.

Save and except the above mentioned Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in these resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

ITEM NO. 8

The provisions of section 188 of the Companies Act 2013, governs the related party transactions, enquiring a Company to obtain prior approval of the Board of Directors and the prior approval of shareholders by way of a special resolution.

Members are informed that pursuant to second proviso of section 188(1) of the Companies Act 2013, no member of the Company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The Board of Directors of your Company has approved this item in the Board Meeting held on 28th November 2015 and recommends the resolution as set out accompanying notice for the approval of members of the Company as special resolutions.

None of the Directors and key managerial personnel and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

ITEM NO. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 at the remuneration as decided.

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 shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders

Information required to be furnished under Clause 49 of the Listing Agreement in respect of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting.

Name	Mr. Gautam Malhotra
Date of Birth	3 rd March 1979
Qualification	B. E. (Computer Science) Pune University M.B.A. , University of Manchester U.K.
Profession	Business
Expertise	Specialization in Acquisition, Finance & Marketing
Other Directorships*	<ol style="list-style-type: none"> 1. W.L.D. Investments Private Limited 2. Anubhav Holdings Pvt. Ltd. 3. Castex Technologies Limited 4. SMI Amtek Crankshaft Private Limited 5. Amtek Laboratories Limited 6. Aisa International Pvt. Ltd. 7. Quality Publicity Private Limited 8. Shivani Horticulture Private Limited