



AMFORGE INDUSTRIES LIMITED

CIN: L28910MH1971PLC015119

Regd. Office: 1104-A, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai – 400 021

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NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended.

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (“Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) as amended from time to time and other applicable provisions of Act and the said Rules for seeking approval of the Members of **Amforge Industries Limited** (“Company”) to the proposed resolution appended below by way of postal ballot including voting by electronic means (“e-voting”).

An explanatory statement pursuant to Section 102 of the Act and other applicable legal provisions of the Act, pertaining to the Resolution setting out the material facts and the reasons therefore, is appended along with a postal ballot form (“**Postal Ballot Form**”). Pursuant to Rule 22 (5) of the Rules, the Board of Directors of your Company at its meeting held on 29th May, 2017 has appointed Mr. Rajkumar R. Tiwari (Membership No. FCS 4227), Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and record their assent (for) and dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed self-addressed, postage prepaid business reply envelope, so as to reach the Scrutinizer, Mr. Rajkumar R. Tiwari, Practicing Company Secretary on / or before 5.00 p.m. IST on Wednesday, 05th July, 2017. Postal Ballot Form(s) received after that date will be treated as if a form such Members has not been received. The postage expense will be borne and paid for by the Company.

In compliance with the provision of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is offering facility of e-voting to all members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

Upon completion of scrutiny of the postal ballot forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman / Director of the Company. The results of the Postal Ballot will be announced, not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to BSE Limited (“BSE”) where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website i.e. www.amforgeindia.in., and Central Depository Services (India) Limited (“CDSL”) .

In the event requisite majority of Members approves the resolution, the date of passing the resolution shall be deemed to be Wednesday 5th July, 2017 viz. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

RESOLUTION:

APPROVAL FOR BUYBACK OF EQUITY SHARES:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to Article 12A of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act 2013 (“**Act**”), the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the Securities and Exchange Board of India (Buyback of securities) Regulations, 1998 (“**Buyback Regulations**”) as amended from time to time, and subject to such other approvals, permissions, sanctions and exemptions as may necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board of Directors of the Company (“**Board**”), which expression shall include any committee constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of face value of ₹2/- (Rupees Two) each (“**Equity Shares**”) up to 34,80,000 (Thirty four Lakhs Eighty thousand) Equity Shares (representing 23.487% of the total issued and paid-up Equity Share capital of the Company), at a price of ₹ 6.00 (Rupees Six) per Equity Share payable in cash for an aggregate consideration not exceeding ₹ 2,08,80,000 (Rupees Two crores Eight lakhs Eighty thousand only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty etc., which is not exceeding 25% of the aggregate of the paid up share capital and free reserves as per the audited accounts of the Company, as on 31st March, 2017 out of the Company (including securities premium account) and or such other source as may be permitted by the Buyback Regulations or the Act, from the Members of the Company, as on record date, on a proportionate basis, through the Tender Offer route as prescribed under the Buyback Regulations (“**Buyback**”). “

“RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015”.

“RESOLVED FURTHER THAT the Company may Buyback Equity shares from all existing Members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to Buyback or number of Equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations.”

“RESOLVED FURTHER THAT the Buyback of Equity Shares from non-resident Members of the Company including Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), Members of foreign nationality, etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Committee of Director(s) /any one or more Director(s) / Officers / Authorised Representative(s) (“**Buyback Committee**”) of the Company in order to give effect to the aforesaid Resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, the timeframe for completion of Buyback; appointment of brokers, lawyers, depository participants, escrow agents, advisors, consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; preparation, finalizing signing and filing of the Public Announcement, the Draft Letter of Offer / Letter of Offer with the Securities and Exchange Board of India, the stock exchanges where the shares are listed and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including

letter of offer, opening, operation and closure of necessary accounts including escrow account with a bank, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time.

“RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any Members to offer and / or any obligation on the part of Company or the Board or the Buyback Committee to Buyback any shares, and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Buyback Committee be and are hereby jointly and/or severally empowered and authorised on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and / or any person authorized by the Board of Directors may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

By Order of the Board of Directors
For Amforge Industries Limited

Fali P. Mama
Director

DIN:00012636

Place: Mumbai

Dated: May 29, 2017

NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") stating material facts and reasons for the proposed Resolution is annexed hereto. It also contains all the disclosures as specified in Schedule II Part-A of SEBI (Buyback of Securities) Regulations 1998.
2. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the Members have passed it at a general meeting.
3. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, as on the close of working hours on Friday, 26th May 2017 i.e. Cut Off Date, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited ("CDSL") and those members holding physical shares, whose details are received from the Registrar and Share Transfer Agent. Any person who is not a member of the Company as on date specified above shall treat the Notice for information purposes only.
4. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on Cut-off date. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-voting or voting through Postal Ballot Form.
5. Members who have registered their e-mail IDs with Depositories / with the Company/ with Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Registered Post or any other prescribed mode.
6. The dispatch of the Postal Ballot Notices will be completed on or before 3rd June 2017. The voting through Postal Ballot/e-voting will commence on 6th June 2017 at 10.00 a.m. and end on 5th July 2017 at 5.00 p.m.
7. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Registrar and Share Transfer Agent / Company or download the Postal Ballot from the Company's website, www.amforgeindia.in or from the website of CDSL, www.evoting.cdsl.com.
8. Members are requested to carefully read the instructions printed on the attached Postal Ballot form. The form, duly completed and signed, should be returned in the enclosed self-addressed, postage prepaid business reply envelope, directly to the Scrutinizer so as to reach on or before Wednesday, 5th July, 2017, 5.00 p.m. (IST). Any response received from the Members after 5th July, 2017, 5.00 p.m. (IST) shall be treated as if no response is received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. The instructions for shareholders voting electronically are as under:
 - i) The voting period begins on 6th June, 2017 at 10.00 a.m. and ends on 5th July, 2017 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 26th May, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - iii) Click on Shareholders / Members
 - iv) 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.
 - v) Next enter the Image Verification as displayed and Click on Login.

- vi) 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.
- vii) 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details	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.
OR Date of Birth (DOB)	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).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for **AMFORGE INDUSTRIES LIMITED** on which you choose to vote.
- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix) 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.

xx) 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.

11. Initial password is provided in the enclosed Postal Ballot Form : EVEN (E-voting Event Number) + USER ID and PASS WORD.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

(a) Approval of the Board of Directors of the Company for the buyback:

With the intent of distribution of free reserves to the equity shareholders, the Board in its meeting held on 29th May 2017 approved the proposal of recommending for the buyback on a proportionate basis from the equity shareholders / beneficial owners of the equity shares of the as on the record date to be decided by the Board of Directors, up to 34,80,000 (Thirty-four Lakhs Eighty thousand) equity shares of the face value of ₹ 2/- (Rupees Two only) each (representing 23.48% of the paid-up equity capital of the Company) at a maximum price of ₹ 6.00 (Rupees Six only) per Equity Share (buyback price) payable in cash for a total consideration not exceeding ₹ 2,08,80,000 (Rupees Two crores Eight lakhs Eighty thousand only), which is 23.48% of the aggregate of equity share capital and free reserves of the Company as per the audited accounts of the Company for the financial year ended 31st March 2017, through the "Tender Offer" route as prescribed under the Buyback Regulations, the Articles of Association and pursuant to Section 68 and other applicable provisions of the Act.

(b) Objective of buyback:

The Company has accumulated free reserves out of the operations in the past. The Company has no expansion plans / new projects to be undertaken in near future and neither it has any debt to be repaid. The Company proposes to utilize its free reserves to Buyback its equity shares. The buyback of equity shares shall also provide an opportunity to shareholders to offer their equity shares to the Company resulting in improvement in financial ratios and maximization of overall shareholders value. With the above objective in mind, the Board of Directors of the Company has decided to recommend buyback of up to 34,80,000 (Thirty four lakhs Eighty thousand) equity shares of face value of ₹ 2/- (Rupee Two only) each representing 23.48% of the paid-up equity capital of the Company) at a maximum price of ₹ 6.00 (Rupees Six only) per Equity Share payable in cash for a total consideration not exceeding ₹ 2,08,80,000/- (Rupees Two crores Eight lakhs Eighty thousand only). The buyback is a more efficient form of distributing free reserves to the equity shareholders compared to other alternatives including interim dividend, inter-alia, for the following reasons:

- i. The buyback gives an option to the equity shareholders to either participate in the buyback and receive cash in lieu of Equity Shares accepted under the buyback or not participate in the buyback and enjoy a resultant increase in their percentage shareholding in the Company post the buyback;
- ii. The buyback would help in improving certain key financial ratios of the Company;
- iii. The buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve a reservation for small shareholders as defined in the Buyback Regulations. As defined in the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the recognized stock exchange in which highest trading volume in respect of such equity shares, as on the Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakhs only).

(c) Number of shares that the Company proposes to buyback:

The Company proposes to buyback not exceeding 34,80,000 (Thirty-four lakhs Eighty thousand) equity shares of face value of ₹ 2/- (Rupee Two only) each of the Company.

(d) Method to be adopted for the Buyback:

The Buyback shall be on a proportionate basis from all the members holding Equity Shares of the Company through the "tender offer" route, as prescribed under the Buyback Regulations, to the extent permissible, as prescribed under the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated 13th April 2015. The Buyback will be implemented in accordance with the Companies Act and the Share Capital Rules to the extent applicable, and the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (**the "Record Date"**) for determining the names of the members holding Equity Shares of the Company who will be eligible to participate in the Buyback (**Eligible Shareholders"**).

In due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender Offer Form indicating the entitlement of the shareholder for participating in the Buyback.

The Equity Shares to be bought back as a part of the Buyback is divided in two categories:

- (i) Reserved category for small shareholders; and
- (ii) General category for all other shareholders.

As defined in Regulation 2 (1) (1a) of the Buyback Regulations, a “small shareholder” is a shareholder who holds Equity Shares having market value, on the basis of closing price on Stock Exchanges having highest trading volume as on Record Date, of not more than ₹ 2,00,000/- (Rupees Two Lakhs Only).

In accordance with the proviso to Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.

Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

Shareholders' participation in Buyback will be voluntary. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any Eligible shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/ POLICYCELL/1/2015 dated 13th April 2015.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer, which will be sent in due course to the Eligible Shareholders.

(e) Maximum buyback price and the basis of arriving at the Maximum buyback price:

The maximum buyback price of ₹ 6.00 (Rupees Six only) per share has been arrived at after considering various factors such as Book Value of the Company as on 31st March, 2017 and volume weighted average prices of the equity shares of the Company on BSE Ltd. where the equity shares of the Company are listed. The maximum buyback price of ₹ 6.00 (Rupees Six only) per equity share represents a premium of 36.99% over the average of the weekly high and low of the volume weighted average price of the Company's equity shares on BSE Limited for 26 weeks preceding the date of intimation to the Stock Exchange regarding the Board Meeting to consider the proposal of the buyback and 40.52% over the average of the weekly high and low of the volume weighted average prices of the Company's equity shares for 2 weeks preceding the date of intimation to the Stock Exchange regarding the Board Meeting to consider the proposal of the buyback.

The Company confirms that as required under Section 68 (2) (d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up capital and free reserves after the Buyback.

(f) Maximum amount required under the buyback & its percentage of the total paid-up capital and free reserves and the sources of funds from which the buyback would be financed:

The maximum amount required under the buyback will be ₹ 2,08,80,000/- (Rupees Two crores Eight Lakhs Eighty thousand only) which is 23.48% of the aggregate of equity share capital and free reserves of the Company as per the audited accounts of the Company for the financial year ended 31st March, 2017. The buyback would be financed out of free reserves of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value

of the equity shares bought back through the buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet. The Company confirms that as required under Section 68(2) (d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid up equity share capital and free reserves after the Buyback.

(g) Time limit for completing the Buyback

The Buyback is proposed to be completed within 12 months of the date of Special Resolution approving the proposed Buyback.

(h) Compliance with Section 68(2)(c) of the Companies Act

The aggregate paid-up share capital and free reserves as on 31st March, 2017 is ₹ 836.23.49 lakhs. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e. ₹ 208.80 lakhs. The maximum amount proposed to be utilized for the Buyback, is not exceeding ₹ 208.80 lakhs and is therefore within the limit of 25% of the Company's fully paid-up share capital and free reserves as per the audited accounts of the Company as on 31st March, 2017.

Further, under the Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital and free reserves of the Company in that financial year. Accordingly, the maximum number of Equity Shares that can be bought back in the current financial year is 34,80,000 Equity Shares which is within the aforesaid 25% limit, being 23.48% of the paid up equity capital and free reserves of the Company.

(i) Details of Promoters shareholding:

1. The aggregate shareholding of promoters who are in control of the Company

S. No.	Name of the Shareholder	No. of shares held	% of total paid-up capital
1	Puneet Makar	2513219	16.96
2	Reshma Yogiraj Makar	51,096	0.34
3	Radhika Kapur	62,796	0.42
4	Nutan Lamba	62,378	0.42
5	Yogiraj Jaichand Makar (HUF)	75,660	0.51
6	Nainesh Trading & Consultancy LLP	25,30,245	17.07
7	Viniyog Investment & Trading Co. Pvt. Ltd.	28,89,880	19.50
	Total	81,85,274	55.23

Depending on the response to the Buyback offer, the percentage of holding of the Promoters and Promoters Group would increase by not more than 16.95%. Such an increase in the percentage holding/ voting rights of the Promoters and Promoters Group is not an active acquisition and is incidental to the Buyback and falls within the exempted limits prescribed under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

2. None of the directors and key managerial personnel of the Company hold any equity shares in the Company except for the following:

Name of the Shareholder	No. of shares held	% of total paid-up capital
Mr. Fali P. Mama	2,220	0.01
Mr. Ajit P. Walwaikar	1,850	0.01

3. No equity shares have been purchased or sold by any member of the Promoter/Promoter Group, directors and key managerial personnel of the Company during the period of twelve months preceding the date of the Board Meeting at which the buyback was approved till the date of this notice.

(j) Intention of Promoter and Promoter Group to participate

The Promoters and the Promoter Group will not participate in the Buyback.

(k) Confirmations from Company as per the provisions of Buyback Regulations and Companies Act:

- (i) The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- (ii) The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of subsisting obligations.
- (iii) The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to Buyback is made;
- (iv) The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.
- (v) The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.
- (vi) The Company confirms that no defaults have been made by the Company in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

(l) Confirmation from the Board

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- (i) Immediately following the date of the Board meeting, and the date on which the results of shareholders' resolution passed by way of Postal Ballot/ E-voting ("Postal Ballot Resolution") will be declared, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) As regards the Company's prospects for the year immediately following the date of the Board meeting approving the Buyback as well as for the year immediately following the date of Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting as also from the date Postal Ballot Resolution; and
- (iii) In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Companies Act, 2013.

In the opinion of the Board, the proposal for buyback is in the interest of the Company and its Members holding equity shares of the Company. The Directors therefore, recommend the Special Resolution as set out in the accompanying Notice for approval by the Members.

None of the directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as Members of the Company.

By Order of the Board of Directors
For Amforge Industries Limited

Fali P. Mama
Director
DIN:00012636

Place: Mumbai

Dated: May 29, 2017

Report addressed to the Board of Directors by the Company’s Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency.

Auditors’ Report on Buyback of Shares pursuant to the requirement of Schedule II to Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

The Board of Directors
Amforge Industries Limited,
1104-A, Raheja Chambers,
Free Press Journal Marg,
Nariman Point, Mumbai – 400 021.

Dear Sirs,

1. We have been engaged by Amforge Industries Limited (the “Company”) to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed Buyback by the Company of its equity shares in pursuance of Section 68 and Section 70 of the Companies Act, 2013 (the “Act”) and The Companies (Share Capital and Debentures) Rules, 2014 and the regulations as specified in the ‘Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and amendments thereto (the “Regulations”), based on the information and explanations given to us which to the best of our knowledge and belief were necessary for this purpose, we report as follows:
 - i) We have inquired into the state of affairs of the Company in relation to the audited Financial Statements for the period ended 31st March, 2017.
 - ii) The Board has proposed to buyback the Company’s equity shares up to an aggregate amount not exceeding ₹ 208.80 lakhs (“Maximum Offer Size”) at a price not exceeding ₹ 6.00 per equity share (“Maximum Buyback Price”). The amount of permissible capital payments towards buyback of equity shares has been properly determined in accordance with Section 68(2)(c) of the Act, as given below:

Particulars	Rupees
Issued, Subscribed and Paid up Capital as at March 31, 2017 (1,48,20,206 equity shares of ₹ 2/- each fully paid up)	2,96,40,412
Free reserves as at March 31, 2017:	
– General Reserve	43,02,67,060
– Securities Premium Account	18,31,94,900
– Statement of Profit and Loss (Deficit)	(55,94,79,491)
Total	8,36,22,881
Maximum permissible amount for Buyback i.e. 25% of the total paid-up capital and free reserves	2,09,05,720

2. The Board of Directors in their meeting held on 29th May 2017 have formed their opinion, as specified under Clause (x) of Part A of Schedule II of the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
3. Compliance with the provisions of the Act and the Regulations is the responsibility of the Company’s management. Our responsibility is to verify the factual accuracy based on the procedures we performed.

4. We performed our procedures, in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). These procedures include examining evidence supporting the particulars above on a test basis.
5. This report has been prepared for and only for the Company and is in reference to proposed buyback of Equity Shares in pursuance of the provisions of the Act and the Regulations and for no other purpose. We do not accept or assume any liability or duty of care for any other purpose, save where expressly agreed by our prior consent in writing.

For J. Singh and Associates

Chartered Accountants

ICAI Firm Registration No 110266W

S.P. Dixit

Partner

Membership No. 041179

Place: Mumbai

Date: May 29, 2017



AMFORGE INDUSTRIES LIMITED

CIN: L28910MH1971PLC015119

Regd. Office: 1104-A, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021
Tel: 022-22828933/ 022-22821486; website: www.amforgeindia.in; email: secretarial@amforgeindustries.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr. No.:

1. Name and Registered Address :
of the sole/first member/
beneficial owner
2. Name(s) of Joint Member(s), :
If any
3. *DP ID & Client ID No or :
Registered Folio No.
(*Applicable to members
holding shares in demat form)
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution as proposed to be passed by means of Postal Ballot for the business stated in the Notice issued by the Company dated 29th May 2017 by sending my/ our assent or dissent to the said resolution by placing tick (√) mark at the appropriate box below:

Description of the Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution under Section 68 of the Companies Act, 2013, authorizing the Board of Directors for buy-back of up to 34,80,000 Equity Shares of the face value of Rs.2/- per share representing 23.48% of the total number of equity shares in the paid up capital of the company, from all equity shareholders, on a proportionate basis through "Tender Offer" route as prescribed under the SEBI (Buy Back of Securities) Regulations, 1998, at a maximum price of Rs. 6.00 per equity share aggregating to Rs.2,08,80,000/- (Rupees Two crores Eight Lakhs Eighty thousand Only).			

Place : Mumbai

Date : 29/05/2017

Signature of the Member / Power of Attorney Holder

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link www.evotingindia.com. The e-voting facility will be available during the following period:

EVSN (Electronic Voting Sequence Number)	User ID	PAN/Sequence Number

- NOTE:** 1. Please read the instructions printed overleaf carefully before exercising vote.
2. If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.

INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A member can opt for only one mode of voting, i.e. either through e -voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall treated as invalid.
3. A member desiring to exercise his/her vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage prepaid self-addressed envelope. Postal Ballot Form deposited in person or sent by post or courier at the expense of the Member will also be accepted. It is however, clarified that those Members desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot form is dispatched to the Scrutinizer.
4. A Members may convey his/ her/ its assent/ dissent /abstain in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. The consent of the Members must be accorded by placing a tick mark (√) in the appropriate column.
5. The self-addressed pre-paid envelope bears name and address of the Scrutinizer appointed by the Board of Directors of the Company.
6. The postal ballot form should be completed and signed by the members (as per specimen signature registered with the Company or furnished by NSDL/CDSL) in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this form must be completed and signed by the first named member and in his/her absence, by the next named member.
7. Postal Ballot Forms, which are incomplete, unsigned, or defective in any manner, are liable to be rejected. The Scrutinizer's decision in this regard shall be treated as final and binding.
8. The Postal Ballot Form duly completed should reach the Scrutinizer not later than 5.00 p.m. (IST) on 05th July, 2017. Postal Ballot Form received after this date will be treated as if the reply from the Member has not been received.
9. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
10. A member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrar & Transfer Agents:
M/s. Sharex Dynamic (India) Pvt. Ltd., Unit-1, Luthra Industrial Premises, Safed Pool, Andheri-Kurla Road, Andheri (East), Mumbai- 400072. Tel: 022-28515644/ 28516338; Fax: 022-28512885.
Email: sharexindia@vsnl.com
11. The Postal Ballot shall not be exercised by a proxy.
12. Members are requested to fill the postal ballot form in indelible ink and avoid filling it by erasable writing medium(s) like pencil.
13. Voting rights shall be reckoned on the paid up value of the equity shares registered in the names of the members / list of beneficial owners received from NSDL/CDSL on the cut-off date i.e. Friday the 26th May, 2017
14. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
15. The Scrutinizer's decision on the validity of the Postal Ballot Form will be treated as final.
16. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
17. The results of the voting will be declared on or before 6th July, 2017 at 5.00 p.m. at the Registered Office of the Company. The results declared along with scrutinizer's report shall be placed on Company website www.amforgeindia.in and on the website of CDSL and communicated to BSE Ltd. where the shares of the company are listed. The results will also be displayed at the Registered Office of the Company.